ALFAVISION OVERSEAS (INDIA) LIMITED

CRITERIA/POLICY OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

1. **Remuneration:**
   The remuneration to NEDs shall be determined in compliance with the applicable provisions of the Companies Act, 2013 and the rules made there under. Overall remuneration should be reflective of the size of the Company, complexity of the sector/industry/company's operations and the company's capacity to pay the remuneration.

2. **Sitting Fees:**
   Independent Directors ("IDs") and Non-Independent Non-Executive Directors ("NEDs") may be paid sitting fees of Rs. 2000/- (Rs. Two Thousand Only) per meeting for attending the meetings of the Board and Committees of which they may be members. The payment of sitting fees will be approved by the Board. Quantum of sitting fees may be subject to review on a periodic basis, as required, provided that the amount of such fees shall not exceed Rs. One Lakh per meeting of the Board or Committee or such other amount as may be prescribed by the Central Government from time to time.

3. **Commission:**
   As of now there is no provision for payment of commission to Directors. In future if any will be within regulatory limits and shall be based on Company's performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided and approved by the Nomination & Remuneration Committee/Board/Shareholders as may be required.

4. **Stock Options:**
   An Independent Director shall not be entitled to any stock option of the Company.

5. **Reimbursement of expenses**
   In addition to the sitting fees, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This may include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/management, site visits and induction and training organised by the Company for Directors.

   Overall remuneration (including sitting fee, Commission if any) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).

   Overall remuneration practices should be consistent with recognized best practices.