



## HEG LIMITED

### **Criteria of making payments to Non-Executive Directors**

The Non-Executive Directors are paid sitting fees for attending meetings of Board or committee thereof. The sitting fees should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company. However, the sitting fees shall be subject to ceiling/limits as provided under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

In addition to the sitting fees, the Company may pay to any Director such fair and reasonable travelling and out of pocket expenses, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could 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, induction and training( organized by the Company for Directors).

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