

Criteria for making payments to Non-Executive Directors

The Non-Executive Directors, inclusive of Independent Directors, of McNally Bharat Engineering Company Limited shall be paid sitting fees for attending meetings of the Board of Directors and the meetings of the Committees of which they are members as per the provisions of the Articles of Association of the Company.

The sitting fees shall be paid as determined by the Board of Directors on the basis of the resolutions adopted by them at their meeting, subject to the limits stated under the applicable provisions of the prevalent Companies Act and the Rules made thereunder¹. The sum of sitting fee payable for attending each meeting shall be equal for all Non-Executive Directors.

The Board of Directors may resolve to avail the services of any Non-Executive Director to perform any extra services or to make any special exertions for any of the purposes of the Company or in giving special attention to the business of the Company or as a member of a Committee of the Board, in terms of the provisions of its Articles of Association. The Board may remunerate such Non-Executive Director by a fixed sum or otherwise.

¹ Currently the Non-Executive Directors are paid sitting fees as per the provisions of Section 197(5) of the Companies Act, 2013, read with Rule 4 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014