



ADOR FONTECH LIMITED

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CRITERIA FOR PAYMENT OF REMUNERATION TO THE NON-EXECUTIVE DIRECTORS

[Pursuant to the provisions of Clause 49 VIII C 3 of the Listing Agreement]

1. Purpose

This criteria is framed by the Company pursuant to Clause 49 (VIII)(C3) of the Listing Agreement to ensure compliance.

2. Criteria For Payment Of Remuneration

2.1 By way of Sitting Fees

For devoting valuable time in attending & participating in the discussions at the Board & Committee Meetings, either by physically remaining present or through Video Conference - the Non-Executive Directors are paid Sitting Fees as per the Remuneration Policy of the Company for its Directors or as may be decided by the Board of Directors.

2.2 Present fee structure

Details	Fees*	Amount reimbursable towards conveyance
Board	Rs.8,000/-	Rs.5,000/-
Audit Committee	Rs.5,000/-	Rs.3,000/-
Stakeholders' Relationship Committee	Rs.4,000/-	Rs.2,000/-
Management Development, Nomination and Remuneration Committee	Nil	Nil
Corporate Social Responsibility	Nil	Nil

*Subject to TDS (Tax deduction at source).

3. Review and Changes To This Policy

3.1 The Board will review this criteria as often as it considers necessary, in view of amendments to the statutes / Listing Agreement or even otherwise.

3.2 The Board may change this criteria from time to time by resolution.