

INNOVASSYNTH INVESTMENTS LIMITED

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CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

Independent Directors ("ID") are paid sitting fees (for attending the meetings of the Board and Audit committee of which they are members). Quantum of sitting fees may be subject to review on a periodic basis, as required.

In addition to the sitting fees, the Company may pay to Independent Director such fair and reasonable expenditure, as may have been incurred by the Independent Director while performing his/her role as an Independent Director of the Company. This could include reasonable expenditure incurred by the Independent Director for attending Board/Board committee meetings, general meetings, meetings with shareholders/creditors/ management and in obtaining professional advice from independent advisors in the furtherance of his/her duties as an independent director.