

**DEEPAK INDUSTRIES LIMITED**  
**CIN L63022WB1954PLC021638**

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**CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS**

1. The Non- Executive / Independent Directors shall receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed such amount as may be prescribed by the Central Government from time to time.
2. Commission to Non-executive Directors shall be paid within the monetary limit approved by shareholders, as per the applicable provisions of the Companies Act, 2013. The Non-Executive Directors shall not be eligible for any commission unless approved by Board of Directors.
3. Commission to Non-Executive Directors shall be paid after the accounts are approved by the shareholders at the Annual General Meeting of the Company.
4. Non-Executive Directors may also be paid/reimbursed such sums either as fixed allowance and /or actual as fair compensation for travel, boarding and lodging and incidental and /or actual out of pocket expenses incurred by such Director for attending Board/Committee Meetings.

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