



OCTAL CREDIT CAPITAL LIMITED

CIN – L74140WB1992PLC055931

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

Overall remuneration should be reflective of the size of the Company, complexity of the sector/industry/company's operations and the company's capacity to pay the remuneration.

Independent Non- Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits. Quantum of sitting fees may be subject to review as and when required.

Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.

Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives). Overall remuneration practices should be consistent with recognized best practices.

The aggregate commission payable to Independent Non- Executive Directors will be recommended by the NRC to the Board based on Company's performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.

In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure, 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.

The Nomination and Remuneration Committee shall review and monitor from time to time the implementation of these criteria to ensure its effectiveness in company.

Presently the Non - Executive Independent Directors are not paid sitting fees for meeting of the board or its committees attended by them. No other commissions are paid to Non - Executive Director. Further presently there are no stock option benefits given to any of the directors.

The criteria shall be disclosed on the website of the company.

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