

GPT INFRAPROJECTS LIMITED

CRITERIA FOR MAKING PAYMENT TO NON - EXECUTIVE DIRECTORS

There are a total of Seven Non-Executive Directors in the Company. Six of the Non-Executive Directors draw sitting fee of ₹20,000/- for attending each Board Meeting (increased from ₹7,500/- by approval of the Board at their meeting held on 26th May, 2015) and ₹15,000/- for attending each of the Committee Meetings (increased from ₹5,000/- by approval of the Board at their meeting held on 26th May, 2015).

Mr. S.J. Deb, a Non-Executive Director had requested for voluntary waiver of sitting fees payable to him for attending the Board and Committee Meetings of the Company, which the Board approved in the Board Meeting held on 26th May, 2015.

Mr. Dwarika Prasad Tantia, the Non-Executive Chairman of the Company, draws the said amount of sitting fee for attending the Board and Committee Meetings of the Company and is also entitled to Commission at a rate of 1% of net profits of the Company for a period of three years commencing on 1st April, 2014 and ending on 31st March, 2017, as approved by the shareholders of the Company at their meeting held on 29th August, 2014.

These are the only criteria for making payment to the Non-Executive Directors of the Company.