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GPT INFRAPROJECTS LIMITED

CRITERIA FOR MAKING PAYMENT TO NON - EXECUTIVE DIRECTORS

Issue Date	Version	Approved By	Circulated By
30.05.2018	2	Board of Directors	Company Secretary

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 Rs.20,000/- for attending each Board Meeting and Rs.15,000/- for attending each of the Committee Meetings by approval of the Board at their meeting held on 26th May, 2015) Non-Executive directors are entitled for reimbursement travelling expenses for attending the Board/Committee meetings.

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 rate of 1% of net profits of the Company for period of five years commencing on 1st April, 2017 and ending on 31st March, 2022, as approved by shareholders of the Company at their meeting held on 18th August, 2017. As a Non-Executive Chairman, he is also entitled reimbursement of expenses incurred for performance of his duties.

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