

CYBER MEDIA RESEARCH & SERVICES LIMITED

CRITERIA OF MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

With changes in the Corporate Governance norms, the role and responsibilities of Non- Executive Directors and the degree and quality of their engagement with the Board has undergone a substantial change over a period of time. The non-executive directors bring in a wider perspective in the deliberations and decision making of the Board which adds value to the Company. They also play a crucial role in the Independent functioning of the Board. Following are the criteria for making payments to non-executive directors of the Company:

Sitting Fee:

The non-executive directors shall be entitled to receive sitting fees for attending meetings of the Board and Committee thereof or any other meeting required under the Companies Act, 2013, as approved by the Board of Directors from time to time on the recommendation by Nomination and Remuneration Committee subject to the limits prescribed by the Companies Act, 2013.

Reimbursement of expenses incurred:

The non-executive directors shall also be entitled to reimbursement of expenses incurred by them on behalf of the Company and expenses for participation in the Board and other official meetings in terms of the Companies Act, 2013.

The above criteria and policy are subject to review by the Nomination & Remuneration Committee and the Board of Directors of the Company from time to time.