

Gokak Textiles Limited

Criteria for making payments to Non-Executive Directors of the Company

Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees of which they may be members within regulatory limits. Quantum of sitting fees may be subject to review, as required. The Non-Executive Directors may also be entitled to remuneration in addition to the sitting fees on the recommendation of Nomination and Remuneration Committee based upon various factors like attendance and time spent in the Board and Committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.