

NETOWRK18 MEDIA & INVESTMENTS LIMITED

CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

The criteria for making payment to Non-Executive Directors of the Company are as below:

1. The remuneration to be paid to Non-Executive Directors shall comprise of the following:
 - a) Sitting Fee for attending Board and Committee meetings; and
 - b) Profit related Commission, in addition to sitting fee, as decided by the shareholders

2. The Board shall review and approve the remuneration payable to the Non-Executive Directors on the basis of recommendation of Nomination and Remuneration Committee of the Company;

3. The remuneration to be paid to Non-Executive Directors shall be within the overall limits as approved by the shareholders of the Company.