



REGENCY FINCORP LIMITED

CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS AND/OR INDEPENDENT DIRECTORS

No fixed remuneration and commission is being paid to Non-Executive Directors and/or Independent Directors except the Sitting Fees.

Independent Directors ("ID") and Non-Independent Non- Executive Directors ("NED") being paid sitting fees for attending the meetings of the Board and of committees of which they are members. Quantum of sitting fees may be subject to review on a periodic basis, as required.

Within the parameters prescribed by law, the payment of sitting fees as recommended by the Nomination and Remuneration Committee and approved by the Board be paid to all NEDs & IDs.

Sitting fees is reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company taking into consideration the challenges faced by the Company and its future growth imperatives. Overall remuneration practices should be consistent with recognized best practices.

No commission is being paid to any NEDs and IDs.

In addition to the sitting fees, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training (organized by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.