

CRITERIA FOR MAKING PAYMENT TO NON EXECUTIVE DIRECTOR

BACKGROUND

The Bird Machines Limited (**Formerly known as Bird Machines Private Limited**) was incorporated under Companies Act, 1956 on 7th April, 2008, in order to committed Good corporate governance practices and with a view to ensure a transparent system of rewarding its Non-Executive Directors, which shall also include Independent Directors, (NED) of the Company, the Company has formulated this Policy. The Board of Directors of the Company has adopted the following policy and criteria with regard to paying remuneration to NED's subject to the approval of the Board of Directors of the Company. This policy will be applicable to the Company. This policy is to regulate transactions between the Company and its NED's based on the laws and regulations applicable to the Company.

POLICY/ CRITERIA FOR PAYMENT TO NED'S

Sitting Fee:

The NED's may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One lakh per meeting of the Board or Committee or such amount as may be prescribed applicable law from time to time upon the recommendation of NRC and approved by the Board.

Commission:

Within the parameters prescribed by law, the payment of commission will be recommended by the NRC and approved by the Board.

The aggregate commission payable to all the NEDs will be recommended by the NRC to the Board based on Company's performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.

The NRC will recommend to the Board, the quantum of commission for each Director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by Directors other than in meetings, or such other criteria as the Board of Directors of the Company may deem fit.

Other Expenses:

In addition to the sitting fees and commission, 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 (organised by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.

BIRD MACHINES LIMITED
(Formerly known as Bird Machines Private Limited)



Miscellaneous:

The Company consider following criteria for making payment to Non-Executive Director:

- 1) Lump Sum consideration by way of Remuneration and Sitting fee shall be paid to Non-Executive Director in accordance with agreement between the Non-Executive Director and Board of Director of the Company.
- 2) All the remuneration and sitting fees shall be payable on or before the expiry of the financial year.
- 3) Overall remuneration practices should be consistent with recognized best practices and as per the laws applicable on the Company.
- 4) Overall remuneration should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company.

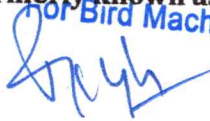
AMENDMENT IN LAW

Any subsequent amendment/modification in the Listing Agreement and/or the applicable laws in this regard shall automatically apply to this Policy. This Policy will be communicated to all operational employees and other concerned persons of the Company.

For and on behalf of

BIRD MACHINES LIMITED

(Formerly known as Bird Machines Private Limited)

For Bird Machines Limited


Prabhjyoti Singh
Managing Director
DIN 01952285

Director