

## **CRITERIA FOR MAKING PAYMENTS TO NON – EXECUTIVE DIRECTORS**

Pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the non-executive directors of the Company will be paid only sitting fees for attending Board or Committee meetings thereof and not entitled for remuneration apart from sitting fees.

The Nomination and Remuneration committee will recommend the sitting fees payable to Independent Directors to the Board based on Company's performance, profits, return to investors, and any other significant qualitative parameters as may be decided by the Board, upon evaluation of performance of independent director and subject to the provisions of the Companies Act, 2013.

Overall remuneration to Non Executive Directors, sitting fees and commission, should be 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.

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