

## **Criteria of Making Payments to Non-Executive Directors**

Non-Executive Directors include independent directors of the Company.

These non-executive directors play an important role as a part of the Board. They bring in external and wider perspective to the decision-making process by the board and provide valuable guidance and advice.

They also ensure that the statutory requirements and Corporate Governance requirements are complied with by the Company.

They devote considerable time and attention to the matters relating to the management and growth of the Company.

At present, only Independent Directors and Non-Executive Directors of the Company are entitled to **Sitting Fees** for the meetings of the Board of Directors and any Committee Meetings attended by them.

They will also be entitled to reimbursement of travelling and other expenses incurred by them in the course of discharging their duties.

No payment by way of Bonus, Pension, Incentives, etc. is payable to any of the non-executive directors.

The Company does not have any Stock Option Plans for them.

The Sitting fees will be recommended by the Nomination & Remuneration Committee in accordance with the provisions of Companies Act, 2013 and approved by the Board.

If required, the approval of the Shareholders will be obtained.

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