

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

- (i) **Sitting Fees** : The Non-Executive Directors including independent directors shall be remunerated by way of payment of sitting fee within the ceiling prescribed under Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 pursuant to Section 197 (5) of the Act and as decided by the Board subject to said limit for attending meetings of the Board and Committee(s) thereof;
- (ii) **Reimbursement of expenses:** The Company may reimburse the Non-Executive Directors such expenditure, as may be incurred by them while performing their role as a Director of the Company, including expenditure incurred by them for travel, accommodation or any out-of-pocket expenses for attending Board and Committee Meetings.
- (iii) **Commission:** The Non-Executive Directors may also be paid a Commission subject to Section 197 of the Companies Act, 2013, as may be determined by the Board and Shareholders, as recommended by the Nomination and Remuneration Committee after considering the performance of the Company and the performance and contribution of the Directors, as evaluated by the Board.
- (iv) An independent director shall not be entitled to any stock option.

