

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

1. Based on the recommendation of the Nomination and Remuneration Committee, the Board decides the remuneration to be paid to the Non – Executive Directors of the Company, in accordance with the provisions of the Articles of Association of the Company, the Companies Act, 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Such remuneration shall be within the limits as approved by the shareholders of the Company.
2. Remuneration to Non- Executive Directors consists of the following:
  - a. Sitting fees for attending meetings of the Board or Committees thereof within the overall limits as provided in the Companies Act 2013 from time to time; and
  - b. Profit related commission, as approved by the shareholders.