

## **CRITERIA FOR MAKING PAYMENT OF SITTING FEE TO NON-EXECUTIVE DIRECTORS**

With changes in the Corporate Governance norms, the role and responsibilities of Non-Executive Directors (NED) and the degree and quality of their engagement with the Board has undergone a substantial change over a period of time.

The Non-executive Directors bring in a wider perspective in the deliberations and decision-making of the Board which adds value to the Company. They also play a crucial role in the Independent functioning of the Board.

Pursuant to Regulation 46(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), following are the criteria for making payments to Non –executive Directors of the Company:

- **Sitting Fee:** The Non-executive Director(s) shall receive Sitting fees for attending meetings of the Board and Committee thereof or any other meeting as may be required to discharge their duties as directors not exceeding the limits prescribed under Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as may be applicable from time to time.
- **Reimbursement of actual expenses incurred:** NEDs may also be paid or reimbursed such sums incurred as actuals for travel, incidental and / or actual out of pocket expenses incurred by such Director for attending Board and Committee or any other meetings of the Company.

As of now there is no provision for payment of commission to Non- Executive Directors. In future if any will be within regulatory limits and shall be based on Company's performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided and approved by the Board. Quantum of sitting fees may be subject to review on a periodic basis, as required, within the parameters prescribed by law.

The above criteria and policy are subject to review by the Nomination & Remuneration Committee and the Board of Directors of the Company from time to time.