

## **Criteria for making payments to Non-Executive Directors**

- i. The payments to Non-Executive Directors of the company shall be in accordance with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17(6)(a)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee, consent of the shareholders of the Company.
- ii. In terms of the provisions of Section 197(1) of the Companies Act, 2013 ("the Act") read with the rules made thereunder, the Non-Executive Directors of a public company may be paid remuneration by way of commission, if the Company has profits, provided such payment is within the overall limit of 1% of the net profits of the Company for all Non-Executive Directors, unless approved by the Members for a higher percentage.
- iii. Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") permits payment of remuneration to Non-Executive Directors, subject to approval of the Members.
- iv. Independent Directors are paid sitting fees of ₹10,000/- for attending each meeting of Board of Directors and ₹10,000/- for attending each meeting of Board constituted Committee including separate meeting of Independent Directors.

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