

Criteria of making payments to Non-Executive Directors

The Nomination and Remuneration Committee (NRC), inter alia, deals with the manner of selection of the members of the Board of Directors and Managing Director and their remuneration. The said criteria are accordingly derived:

The Non-Executive Directors may be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission, if any as detailed hereunder:

- i. A Non-Executive Director may be entitled to receive sitting fees for each meeting of the Board or Audit Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; Quantum of sitting fees may be subject to review on a periodic basis, as required. Within the parameters prescribed by law, the payment of sitting fees (and commission, if any) will be recommended by the NRC and approved by the Board.
- ii. The aggregate commission, if any payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company's performance, profits, return to investors, shareholder value creation, attendance and time spent by the Director in the Board and committee meetings, individual contributions at the meetings and contributions made by Directors other than in meetings and any other significant qualitative parameters as may be decided by the Board.
- iii. A Non-Executive Director who is be entitled to receive commission, if applicable, would be on an annual basis, of such sum as may be approved by the Board on the recommendation of the NRC;
- iv. In determining the quantum of commission payable to the Directors, the NRC shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Director. The total commission payable to the Directors shall not exceed 1% of the net profit of the Company;

In addition to the sitting fees (and commission, if any) the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training (organised by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director. However, Management has left the discretion to receive the commission, if any on individual directors.