

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

Based on the recommendation of the Nomination and Remuneration Committee, the Board decides the remuneration to be paid by way of listing fees to the Non – Executive Directors of the Company, in accordance with the provisions of the Companies Act, 2013 read with the rules made thereunder as amended from time to time, Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings attended by them, of such sum as may be approved by the Board of Directors / Members of the company within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time.