



### **CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS**

The Independent Directors and Non- Executive Directors will be paid Sitting Fees, Commission and reimbursement of any actual or out of pocket expenses incurred for attending the meetings of the Board and its Committees. Quantum of sitting fees will be reviewed on a periodical basis by the Board of Directors.

The Sitting Fees and Commission paid to Independent Directors and Non- Executive Directors will be within the limits specified under the Companies Act, 2013.

The aggregate Commission payable to all the Independent Directors and Non- Executive Directors will be based on Company's performance, profits and attendance and time spent in the Board and Committee meetings, individual contributions at the meetings, etc., as may be decided by the Board of Directors.

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