

Criteria for making payments to  
Non-Executive/Independent  
Directors

## **Remuneration to Non-Executive/Independent Directors:-**

The Non- Executive/ Independent Directors will be paid Sitting Fees and reimbursement of any actual or out of pocket expenses incurred for attending the meetings of the Board and its Committees.

### **i. Remuneration/Commission:**

The remuneration/commission shall be in accordance with the provisions of the Companies Act, 2013.

### **ii. Sitting Fees:**

The Non – executive / Independent Director shall receive remuneration by way of fees for attending meetings of Board or any committee in which Director is member, at such amounts as may be determined by the Board of Directors, from time to time, subject to the maximum limit as specified under the Companies Act, 2013.

### **iii. Limit of Remuneration:**

Remuneration may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

### **iv. Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company