

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS**INTRODUCTION**

This outlines the criteria for determining the remuneration payable to Non-Executive Directors (NEDs) in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable statutory requirements.

The objective is to ensure that the remuneration of Non-Executive Directors is fair, transparent, and aligned with the Company's objectives and shareholder interests while reflecting their responsibilities and contributions to the Board.

COMPONENTS OF REMUNERATION

The remuneration of Non-Executive Directors may consist of the following components:

Sitting Fees

NEDs shall receive sitting fees for attending Board and Committee meetings, as approved by the Board of Directors, within the limits prescribed by the Companies Act, 2013, or any amendments thereto.

The fees may vary depending on the nature and duration of the meeting or the specific committee.

Profit-Linked Commission

- NEDs may be entitled to a profit-linked commission, subject to the limits prescribed under applicable laws and as approved by shareholders.
- The commission shall be determined based on the Company's performance and the Director's individual contributions.

Reimbursement of Expenses

Reasonable expenses incurred by NEDs for attending Board meetings, Committee meetings, and other official engagements on behalf of the company shall be reimbursed.

CRITERIA FOR DETERMINATION OF REMUNERATION

- Role And Responsibility
- Time Commitment
- Company Performance
- Return To Investors
- Shareholder Value Creation

APPROVAL

The payment of sitting fees and commission will be recommended by the NRC and approved by the Board.