

## **Criteria of making payments to Non-Executive Directors**

### **Sitting Fees**

The non-executive directors are entitled to sitting fees for attending the meetings of the Board and Committees thereof. Sitting fees paid to non-executive directors shall be within the limits prescribed by the Companies Act, 2013 and as approved by the Board of Directors from time to time on the recommendation by Nomination and Remuneration Committee.

### **Commission**

The Non-Executive directors shall not be eligible for any remuneration / commission, unless specifically approved by the Board of Directors on recommendation of the Nomination and Remuneration Committee and by the shareholders.

### **Reimbursement of expenses**

The non-executive directors are also entitled to reimbursement of expenses incurred by them on behalf of the Company and expenses for participation in the Board and other meetings that are mandatory in terms of the Companies Act, 2013.