

## **Criteria for making payment to Non-Executive Directors**

Non-Executive Directors are paid a sitting fee for attending meetings of the Board and its committees. In addition, as approved by the Members of the Company, they may receive a commission, provided the Company has sufficient and adequate net profits.

The commission shall be determined by the Board, taking into account applicable norms, as well as the roles and contributions of each Director. The allocation of such commission among the Non-Executive Directors shall be decided by the Chairman of the Company and shall require the approval of the Board of Directors.

The total commission payable to all Non-Executive Directors shall not exceed 1% per annum of the net profits of the Company, computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and rules made thereunder.

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