

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

Independent Directors (“ID”) and Non Executive Directors (“NED”) of the Company play an important role as a part of the Board. They bring in external and wider perspective to the decision making by the Board and provide leadership and strategic guidance, while maintaining objective judgment. They also help the Company in ensuring that all legal requirements and Corporate Governance are well taken care of.

The responsibilities and obligations imposed on the Non-Executive Independent Directors have increased manifold in the recent years on account of a number of factors, including the growth in the activities of the Company and the rapid evolution arising out of legal and regulatory provisions and requirements.

Independent Directors (“ID”) and Non – Executive Directors (“NED”) may be paid sitting fees for attending the meetings of the Board and of the committees of which they may be members. Quantum of the sitting fees may be subject to review on a periodic basis, as required.

Within the overall limits prescribed under the Companies Act 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, payment of sitting fees will be recommended by the NRC and approved by the Board.

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