

Criteria for making payments to Non-Executive Directors

Extract from Nomination & Remuneration Policy of the Company

The Nomination and Remuneration Committee (NRC) is authorised to decide the basis for determining the compensation, both Fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, duties and other responsibilities undertaken, such as membership or Chairmanship of committees, role and functions as envisaged in Schedule IV of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolution.

Following are the threshold limits for making payment to Non-Executive Directors:

1. Sitting Fees:

Non- Executive Independent Director receive remuneration by way of fees for attending meetings of Board or Committee thereof, provided that the amount of such fees shall not exceed Rs. 1 (One) lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time pursuant to provisions of Companies Act 2013 and rules made thereunder. The quantum of sitting fees will be determined as per the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors of the Company. Further, the out of pocket, travelling, stay related expenses, if any, shall be reimbursed to the Directors.

Non- Executive Directors, other than Independent Directors, if any on the Board, are not eligible to receive sitting fees.

2. Commission:

Non- Executive Independent Directors are also eligible for the profit-linked Commission which shall be paid within the limit recommended by the Board and approved by Shareholders of the Company. Currently the quantum of such Commission is either 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013 for all such eligible directors or Rs. 3,00,000/- per such Director whichever is lower .

3. Stock Options:

Currently there is no stock option scheme is adopted by the Company. The Nomination and Remuneration Committee shall determine any such Stock Option Scheme required to be adopted from time to time.