

CRITERIA OF MAKING PAYMENT TO DIRECTORS

- Remuneration of Executive Directors is to be determined by the Board on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders.
- Non-Executive Directors are also entitled to sitting fees for attending the Meetings of the Board and its Committees. The sitting fees as determined by the Board are ₹ 1,00,000/- for each Meeting of the Board and Audit Committee & ₹ 40,000/- for each meeting of the Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Independent Directors Committee.
- Further, the Company may incur or reimburse to Directors such expenditure, as may have been incurred by them while performing their role as a Director of the Company. This could include reimbursement of expenditure incurred by them for accommodation, travel and any out of pocket expenses for attending Board / Committee Meetings, General Meetings, court convened Meetings, Meetings with shareholders / creditors / management, site visits, induction and training (organised by the Company for Directors) and in obtaining, subject to the expense being reasonable, professional advice from independent advisors / experts in the furtherance of their duties as Directors.
- All the Directors including Independent Directors, will be entitled to commission as may be decided by the Board from time to time as a certain percentage of net profit, subject to the provisions of the 2013 Act, to be divided equally amongst the Directors except the Directors in whole-time employment. Such commission shall be payable in accordance with the provisions of 2013 Act, where ever applicable.
- In the event of any conflict between the provisions of this Policy and of the Act or Listing Agreement or any other statutory enactments, rules, the provisions of such Act or Listing Agreement or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Agreement, Act and/or applicable laws in this regard shall automatically apply to this Policy.

_