

### **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 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.

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