

Criteria for making payments to non-executive directors

The criteria may cover the factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairperson positions held in Committees, time spent in carrying out his/her duties, contributions made, role and functions as envisaged under law and such other factors as the NRC may consider deem fit.

Overall remuneration should commensurate with the size of the Company, complexity of the sector/ industry/ company's operations and the company's capacity to pay the remuneration. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Non-Executive /Independent Directors in accordance with the provisions of Schedule V of the Act.

The Non-Executive Directors (NED) including Independent Directors (other than the NEDs nominated by the management of the Company) may be paid remuneration by way of commission (prorated basis) per calendar quarter or otherwise from the date of joining on the Board within regulatory limits prescribed under the provisions of the Companies Act, 2013 subject to approval of the shareholders of the Company. Remuneration referred to above, may be paid to Independent Directors as may be decided by the Board of Directors of the Company from time to time.

The Non-Executive Directors including Independent Directors shall not be entitled to receive remuneration by way of sitting fees for attending meetings of Board and its Committees.

In addition to the commission, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training (organized by the Company for Directors).