CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

(a) Sitting Fees:

The Non-Executive Directors shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof, as may be approved by the Board from time to time, within the limits prescribed under the Companies Act, 2013 and the Rules made thereunder.

(b) Commission

In addition to the sitting fees, the Non-Executive Directors may be paid commission out of the profits of the Company, subject to:

- the provisions of the Companies Act, 2013 and applicable Rules;
- approval of the Board of Directors and shareholders, wherever required;
- the overall limits prescribed under the Companies Act, 2013; and
- other applicable statutory and regulatory requirements.

The amount of commission payable to the Non-Executive Directors shall be determined by the Board of Directors and/or Nomination and Remuneration Committee, as applicable, after considering:

- the financial performance and profitability of the Company;
- the responsibilities and duties performed by the Director;
- the time devoted and contribution made by the Director;
- the role played by the Director in the governance and strategic direction of the Company;
- industry practices and prevailing remuneration standards; and
- any other relevant factors considered appropriate by the Board.