

CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

As per Regulation 46(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Listed entity shall disseminate following information on the website of the Company:

Criteria of making payments to non-executive directors (NEDs).

In keeping with the above, any fee / remuneration payable to the NEDs of the Company shall abide by the following:

- **Sitting Fee:**

As per the provisions of the Companies Act, 2013, an independent director shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof. The Company pays only sitting fee to its non-executive Directors as permissible under the Companies Act, 2013. Sitting fees paid to non-executive Directors are within the limit prescribed under the Companies Act, 2013 and agreed by the Board of Directors at its meeting held on 30th May, 2016.

- **Reimbursement of actual expenses incurred:**

The non-executive directors are also entitled to reimbursement of expenses for participation in the Board and other meetings in terms of the Companies Act, 2013.
