



## **CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS**

### **REMUNERATION TO NON-EXECUTIVE DIRECTORS**

- a) Pursuant to the provisions of section 197 of the Act, read with rules, Schedule and the shareholders' approval, the Board has approved the following remuneration for Non-Executive Directors (including Independent Directors):
- i. Non-Executive Directors shall be entitled to the following sitting fees for attending the board meeting and the board committee meeting:
    - Board Meeting – INR 30,000 per board meeting
    - Committee Meeting – INR 15,000 per committee meeting (meetings except for Operations and Administrative Committee)
  - ii. The sitting fee shall be payable immediately after the board/board committee meeting to those directors who attend the meeting.
  - iii. The Promoter Directors and the Independent Directors will not be entitled for grant of Stock Options.
  - iv. All the Directors shall be entitled to reimbursement of reasonable expenditure incurred by him/her for attending Board/Committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training programmes and in obtaining professional advice from independent advisors in furtherance of his/her duties as a director.