

### **Criteria for making payments to Non-executive Directors**

With the growth in size, scale and complexity of the Company's operations and the level of involvement of the Non-Executive Directors and Independent Directors in the supervision and control of the Company and their guidance for the growth of the Company as Members of the Board and also as Chairman and Members of the Committees of the Board, the role of Non-Executive/ Independent Directors on the Board has undergone significant qualitative change and is expanding. They have to devote considerable time and they all are highly qualified and experienced professionals.

The Non-executive Directors including Independent Directors paid only sitting fee for each Board & Committee meeting as follows:

<b>S. No</b>	<b>Name of the Meeting</b>	<b>Sitting fee in INR</b>
01	Board	30,000
02	Audit Committee	30,000
03	Nomination & Remuneration Committee	15,000
04	Stakeholders Relationship Committee	15,000
05	Risk Management Committee	15,000

Apart from sitting fee as mentioned above, the Non-executive Directors shall be paid out of pocket expenses incurred to attend the Board/Committee meetings.