



Criteria of making payments to Non-Executive Directors

The Non-Executive Directors of the Company are remunerated solely by way of sitting fees for attending meetings of the Board of Directors and its Committees. The sitting fees payable for participation by the Non-Executive Directors in the meetings of the Board of Directors and the Other Committees shall be in accordance with industry norms and as mutually agreed upon from time to time.

In addition to the sitting fees, Non-Executive Directors are entitled to reimbursement of expenses incurred in connection with attending such meetings. They are not paid any other remuneration, commission, or monetary benefits by the Company.

Any modification or implementation of the sitting fees payable to the Non-Executive Directors for attending meetings of the Board and its Committees shall be made only with the approval of the Board and Shareholder (if applicable) in due compliance with the provisions of the Companies Act, 2013.

Following are the threshold limits for making payment to Non-Executive Directors:

1. Sitting Fees:

Non- Executive Independent Director receive remuneration by way of fees for attending meetings of Board or Committee thereof, provided that the amount of such fees shall not exceed Rs. 1 (One) lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time pursuant to provisions of Companies Act 2013 and rules made thereunder. The quantum of sitting fees will be determined as per the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors of the Company. Further, the out of pocket, travelling, stay related expenses, if any, shall be reimbursed to the Directors.

Non- Executive Directors, other than Independent Directors, if any, on the Board, are not eligible to receive sitting fees.

2. Commission:

Non- Executive Independent Directors are also eligible for the profit-linked Commission which shall be paid within the limits as recommended by the Board and approved by the Shareholders of the Company as per the provisions of Companies Act 2013.

3. Stock Options:

The Company has adopted Employee Stock Option Plan 2024. Non-Executive Directors excluding an Independent Directors are eligible for such Stock Options.