

CRITERIA FOR MAKING PAYMENT TO INDEPENDENT & NON- EXECUTIVE DIRECTORS

The Independent and Non-Executive Directors play a crucial role to the independent functioning of the Board. They bring in external and wider perspective to the decision making by the Board. They provide leadership and strategic guidance, while maintaining objective judgment. They also help the Company in ensuring that all legal requirements and corporate governance are well taken care of.

The responsibilities and obligations imposed on the Independent and Non-Executive Directors have increased manifold in the recent years on account of a number of factors, including the growth in the activities of the Company and the rapid evolution arising out of legal and regulatory provisions and requirements.

With changes in the corporate governance norms brought by the Companies Act, 2013, the role of and the degree and quality of their engagement with the Board and the Company has undergone significant changes over a period of time.

Considering the valuable time given and timely guidance provided by the Independent and Non-Executive Directors, they may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.