Criteria of Making Payments to Non-Executive Directors

(Reviewed by the Board of Directors in their Meeting held on October 31, 2026)

Pursuant to Regulation 46(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall disclose on its website the criteria for making payments to Non-Executive Directors ("NEDs"), if such criteria have not been disclosed in its Annual Report.

The remuneration payable to the Non-Executive Directors, including Independent Directors, shall be determined in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, as amended from time to time.

The following criteria shall govern the payment of remuneration to the Non-Executive Directors of the Company:

1. Remuneration / Commission

The remuneration payable to Non-Executive Directors shall be determined by the Board of Directors, subject to the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Company may pay remuneration to Non-Executive Directors by way of sitting fees, profit-related commission and reimbursement of expenses, as permissible under applicable laws.

The remuneration payable shall be commensurate with the responsibilities, time commitment, contribution, experience and expertise of the concerned Director and shall be within the limits prescribed under applicable laws.

2. Sitting Fees

The Non-Executive Directors, including Independent Directors, may be paid sitting fees for attending meetings.

The quantum of sitting fees shall be determined by the Board of Directors, taking into consideration the applicable statutory provisions, the nature and responsibilities of the meetings and the time devoted by the Directors.

The sitting fees shall not exceed ₹1,00,000 (Rupees One Lakh only) per meeting, or such other amount as may be prescribed by the Central Government from time to time.

The sitting fees payable to Independent Directors and Women Directors shall not be less than the sitting fees payable to other Directors.

3. Profit-Related Commission

The Company may pay profit-related commission to Non-Executive Directors, including Independent Directors, subject to the applicable provisions of the Companies Act, 2013, including Sections 149 and 197, and the rules made thereunder.

The quantum of commission, if any, shall be determined having regard to the

Company's profitability, performance, contribution of the concerned Director, responsibilities undertaken and applicable statutory limits.

The payment of commission shall be subject to such approvals of the Board of Directors and the shareholders as may be required under applicable laws.

4. Stock Options

Independent Directors shall not be entitled to stock options in accordance with Section 149(9) of the Companies Act, 2013.

The eligibility of Non-Independent Non-Executive Directors for stock options, if any, shall be governed by the applicable provisions of the Companies Act, 2013, SEBI regulations and the Company's duly approved employee benefit scheme, as applicable.

5. Reimbursement of Expenses

The Company may reimburse Non-Executive Directors, including Independent Directors, for reasonable expenses incurred by them for attending meetings of the Board or its Committees and for other bona fide official duties performed on behalf of the Company, subject to submission of appropriate supporting documents and the Company's applicable policies.

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