



Annexure D to Boards Report

Remuneration Policy

The Company's policy is to maintain optimum combination of executive and non-executive directors.

Remuneration to Directors, Key Management Personnel and Senior Management involves a balance between fixed and incentive pay reflecting long term and short term performance objectives, appropriate to the working of the Company and its goals.

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination & Remuneration Committee. This Committee considers qualifications, positive attributes, area of expertise, number of directorship held in other companies and recommends suitable persons taking into account the Company's special needs.

This Committee has arrived at a set of criteria for appointment and remuneration, taking into account, their qualifications, experience, and seniority, suitability to the group and market situation.

Board considers their recommendations in the context of the company's needs and takes on appropriate decision.

No remuneration is paid to Non- Executive Directors. They are paid sitting fees for attending the Board and Committee Meetings at the rates not exceeding the maximum prescribed by the Government of India. They are also reimbursed Travelling and Accommodation Expenses as per approved scales. No other benefits like ESOPS/Stock options are extended to them.

