



Criteria for payment of remuneration to Non-Executive Directors of Nayara Energy Limited

Criteria for remuneration to the NEDs - NEDs can be remunerated in all or any of the following ways

- a) Sitting fees – NEDs are paid a sitting fee of Rs.100,000/- for every meeting of the Board and / or committee (of which they are a member) attended by them.
- b) Commission – The Board of Directors has developed a criteria for payment of commission / remuneration to NEDs which is also approved by the shareholders. In each financial year, based on the recommendation of Nomination & Remuneration Committee, the Board can decide to pay commission / remuneration to all or selective NEDs after assessing the financial performance of the Company and ensuring due compliance with the applicable provisions of the Companies Act, 2013.
- c) The Company has not issued any stock options to the NEDs