



### **Criteria of making payments to Non-Executive Directors**

The Independent Directors (ID) and Non-Independent Non-executive Directors (NED) receive sitting fees (for attending Board and Committee meetings of which they may be members) and commission within the statutory limits. The quantum of sitting fees may be subject to review on a periodic basis as may be required. The amount of sitting fees and commission is recommended by the Nomination and Remuneration Committee within the statutory limits.

The commission to be paid to the Non-Executive Directors is decided by the Board every year based on the recommendation of the Nomination and Remuneration Committee and distributed amongst the non-executive directors based on the Board evaluation process, considering the criteria such as their attendance and contribution at the Board and Committee meetings. In line with the internal guidelines of the Company no payment is made towards sitting fees and commission to the Non-Executive Directors of the Company, who are in full time employment with any other Tata Company.

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