NOMINATION AND REMUNERATION COMMITTEE

NOMINATION AND REMUNERATION COMMITTEE MEMBERS:

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment
1	10291001	KANIKA KABRA	Non-Executive - Independent Director	Chairperson	05-09-2023
2	09772262	MEENA MENGHANI	Non-Executive - Independent Director	Member	13-12-2023
3	06396817	SANDEEP KUMAR SAHU	Non-Executive - Independent Director	Member	13-12-2023

PRIMARY OBJECTIVES

The Nomination and Remuneration Committee has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time. The Committee's responsibility is as follows:

- Identify persons who are qualified to become directors of the Board and recommend the same to the Board.
- Identify persons who may be appointed in senior management of the Company and recommend the same to the Board.
- Shall formulate the policy for determining qualifications, positive attributes and independence of Director and the remuneration to them, Key Managerial Personnel (hereinafter referred as the "KMP") and other employees.

ROLE AND RESPONSIBILITY

a) Board succession planning generally;

b) Induction and continuing professional development programs for directors;

c) The development and implementation of a process for evaluating the performance of the Board, its committees and directors;

d) The process for appointing a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;

e) The process for appointing and removal of KMP's and the Senior Management one level below the Board.

f) The appointment and re-election of directors.

g) The Committee also assists and advises the Board on remuneration policies and practices for the Board, the Chief Financial Officer, senior executives and other persons whose activities, individually or collectively, affect the financial soundness of the Company.

h) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

i) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

j) Remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

k) In fixing the Remuneration to Executive Directors Remuneration shall be evaluated annually against performance and a benchmark of international companies, which in size and complexity are similar to Company. Benchmark information is obtained from internationally recognized compensation service consultancies.

l) The Committee shall formulate the policy detailing the criteria for determining the remuneration and shall continue adhere to it.

NOMINATION AND REMUNERATION COMMITTEE MEETING:

The Committee shall meet at least once in a year. The decision of the NRC will be placed before the Board for approval.