



TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

(1A). For every appointment of an independent director, the Nomination and Remuneration committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. *use the services of an external agencies, if required;*
 - b. *consider candidates from a wide range of backgrounds, having due regard to diversity; and*
 - c. *consider the time commitments of the candidates.*
2. Formulating of criteria for evaluation of the performance of the independent directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance;
5. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. Recommend to the Board, all remuneration, in whatever form payable to senior management
7. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended including:
 - a. To formulate, approve , decide and modify , one or more plan(s) under the ESOS and to determine the terms and conditions thereof;
 - b. To administer, supervise and review the implementation of the ESOS and various Plans there under,
 - c. To finalize, approve, amend and execute the documents /instruments such as Offer letter(s), Acceptance Letters, Agreements and such other documents as may be necessary for the administration and implementation of the ESOS and Various Plans thereunder

- d. Make the allotment of the securities under various plans upon such terms and condition as may be deemed necessary to implement the ESOS
 - e. Do all such acts, deed, matters and things as it may in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the company to settle all questions, difficulties or doubts that may arise in regards to such issue(s) or allotment(s) (including to amend or modify any of the terms of such issue or allotment) and towards effective implementation of the ESOS as it may , in its absolute discretion deem fit to carry out intent of this resolution.
 - f. To delegate power and authorities to any Director/Executive of the Company or other persons in this behalf.
8. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
- (i) The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
9. Performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act or the Listing Regulations, or by any other regulatory authority”.