

Terms of Reference of Nomination and Remuneration Committee

Responsibilities related to Board

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal, and to specify the manner for effective evaluation of performance of Board, its Committees, Chairperson and individual directors to be carried out either by the Board, by the NRC or by an independent external agency and review its implementation and compliance;
2. 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.
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
4. To assess and recommend the compensation payable to Non-Executive Directors taking into account participation in board and committee meetings and the enhanced responsibilities they are expected to bear in the interest of higher level of excellence in corporate governance and in order to enable the Company to attract and retain professional non-executive directors;
5. To lay down / formulate the evaluation criteria for performance evaluation of independent directors, non-independent directors and the Board;
6. To devise a policy on Board diversity;
7. To ensure 'Fit & Proper' status of the proposed /existing directors;
8. 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;

Responsibilities related to Executive Directors

9. To take into account financial position of the company, trend in the industry, appointee's qualifications, experience, past performance, past remuneration, etc., and bring about objectivity in determining the remuneration package while striking a balance between the interest of the company and the shareholders while approving the remuneration payable to managing director, whole time director or manager;

Responsibilities related to KMPs, Senior Management and other Employees

10. While formulating the policy, to ensure that -
 - a. 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;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - c. remuneration to directors, key managerial personnel 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.
11. To identify and review the list of persons who may be categorised as SMTs including Material Risk Takers (MRTs) and review their Key Performance Indicators (KPIs);
12. To recommend to Board, all remuneration, in whatever form, payable to senior management including Material Risk Takers;
13. To act as the Compensation Committee in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
14. To review the updates on key people strategies, actions and situations based on key parameters on an annual basis; and
15. To assist the Board in relation to succession plan for the executive and non-executive directors as well as for Senior Management.