

## TERMS OF REFERENCE FOR NOMINATION AND REMUNERATION COMMITTEE

No	Terms of Reference
1	To formulate criteria for determining qualifications, positive attributes and independence of a Director.
2	To formulate criteria for evaluation of Independent Directors and the Board.
3	To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
4	To carry out evaluation of Directors' performance.
5	To recommend to the Board the appointment and removal of Directors and Senior Management.
6	To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
7	To recommend to the board, all remuneration, in whatever form, payable to senior management.
8	To devise a policy on Board diversity, composition, size.
9	To specify the manner for effective evaluation of performance of Board, its Committees and individual Directors to be carried out either by the Board, by NRC or by an independent external agency and review its implementation and compliance.
10	To 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 for appointment of an independent director.
11	To administer and superintend the Employee Stock Options of the Company and other functions that may be assigned to the Compensation Committee.
12	To discharge the roles and responsibilities as prescribed under Para A, Part D, Schedule II read with Regulation 19 of LODR, Section 178 of the Companies Act, 2013 and any other statutory provisions from time to time.