NOMINATION & REMUNERATION COMMITTEE CHARTER

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1. Primary Objectives:

The Nomination & Remuneration Committee shall identify persons who are qualified to become Directors, Key Managerial Personnel ('KMP') and Senior Management Personnel ('SMP') and recommend the remuneration payable to them at the time of their appointment. Any subsequent revisions in the remuneration of the Directors, KMP and SMP is recommended / approved by the Committee, from time to time.

2. Members:

As per the requirement prescribed under the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Nomination and Remuneration Committee shall comprise of minimum three non-executive directors as Members out of which at least two-thirds of the Members shall be Independent Directors.

The Chairperson of the Committee shall be an Independent Director.

The Committee comprises of the following Members:

Sr. No	Name of the Member(s)	Designation
1	Mr. Jean-Luc Belingard – Chairperson	Independent Director
2	Dr. Punita Kumar Sinha – Member	Independent Director
3	Mr. Mark D. McDade – Member	Independent Director
4	Ms. Punita Lal – Member	Independent Director

The Chairperson of the Committee may be present at the Annual General Meeting to answer the shareholders queries.

3. Meetings:

The Committee shall meet at least once in a financial year.

The quorum shall be two Members. The participation of Members through video conferencing or by other audio visual means shall also be counted for the purpose of quorum.

4. **Secretary:**

The Company Secretary shall act as Secretary to the Committee.

5. **Roles and Responsibilities:**

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors, a policy relating to the remuneration of the directors, key managerial personnel and other employees;

- For every appointment of an independent director, the 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:

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    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.

- Formulate the criteria for evaluation of performance of independent directors and the Board of Directors;

- Devise a policy on diversity of the Board of Directors;

- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;

- Recommend whether to extend or continue the term of appointment of the Independent Director, based on the report of performance evaluation of Independent Directors;

- Recommend to the Board, all remuneration in whatever form, payable to the senior management;

- Specify the manner for effective evaluation of performance of the Board, its Committees 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;

- Administer the employees stock option plans and phantom stocks;

- Seek information from any employee, seek external, legal or other professional advice and secure the attendance of outsiders with relevant expertise, if considered necessary.

- Have access to any internal information necessary to fulfill responsibilities;

- Perform such functions as prescribed by the Act, Listing Regulations or any other applicable law(s) from time to time;

- Carry out such other functions as may be delegated by the Board from time to time.

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