

**NOMINATION AND REMUNERATION COMMITTEE CHARTER
OF
SYNGENE INTERNATIONAL LIMITED**

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SCOPE OF THE COMMITTEE

The Nomination and Remuneration Committee was constituted in terms of section 178 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The main role of the Committee is to assist the Board in discharging responsibilities relating to compensation of Directors, Key Managerial Personal and other employees, review Board's structure, size and composition, formulate the criteria for determining qualifications, positive attributes and independence of a Director. Recommend to the Board on succession planning for key positions, Review and approve Company's compensation strategy from time to time, recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees and perform such other functions as may be delegated by the Board and/or are prescribed under law.

CONSTITUTION, MEMBERSHIP AND COMPOSITION

The Committee shall consist of a minimum of three Directors, all the Directors shall be non-executive and at least fifty percent of the directors shall be Independent Directors. The Chairperson of the Committee should be an Independent Director. The Chairperson of the Company (whether executive or non-executive) may be appointed as member of the Committee but shall not Chair the Committee. The Chairperson of the Committee or in his/her absence, any other member of the Committee authorized by him/her in this behalf shall be attend the Annual General Meeting.

- **Chairperson** - In case the Chairperson is not available for the meeting the members present may elect one among them to be the Chairperson of the meeting.
- **Invitees** – In addition to the members of the Committee, any other director/person may be invited to the meeting for bringing special knowledge, etc. into the discussion.
- **Secretary** – The Company Secretary of the Company acts as coordinator and Secretary to the Committee.

ROLES AND RESPONSIBILITY

- Review the Board Structure, Size and Composition and thereafter make any recommendations to the Board in this regard;
- 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;
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director;

- Review the Board and Senior Management succession plan to maintain an appropriate balance of skill, experience and expertise on the Board & in Senior Management team;
- Evaluate the balance of skills, knowledge and experience on the Board and prepare a description and specification of the role and capabilities required for a particular appointment or re-appointment;
- Identify and nominate candidates for the approval of the Board for any new appointments whether of executive or non-executive Directors. The Committee may use an external search consultancy and/or any other means to assist in such a recruitment process;
- Recommend to the Board, suitable candidates for the role of an Independent Director;
- Review and provide to the Board a recommendation as appropriate on any extension of non-executive Director's terms of appointment on expiry;
- Recommend to the Board the appointment and removal of a Director, Key Managerial Personnel and Senior Management;
- Evaluate the performance of the Board members, Key Managerial Personnel and Senior Management, if any, in the context of Company's performance, industry benchmark and to meet the compliance requirement;
- Review and approve the compensation strategy from time to time in the context of the prevailing Indian market conditions, in accordance with the applicable laws;
- Recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- Analyze, monitor and review various human resource and compensation matters;
- Recommend to the Board, all remuneration, in whatever form, payable to the Senior Management and Directors;
- Specify the manner of effective evaluation of performance of the Board, its Committees and Individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliances;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Ensure appropriate induction, training and education programs are in place for new and existing Directors and review its effectiveness periodically;
- Devise a policy on the diversity of Board of Directors;
- Determine whether to extend or continue the term of appointment of the Independent Director based on report of performance evaluation of Independent Directors;

- Perform such necessary 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;
- Frame 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 Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as and when the same come into force;
 - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
- To undertake self-evaluation of its functioning and identification of areas for improvement towards better governance;
- To periodically review and reassess the adequacy of this charter and recommend any proposed change to Board for its approval;
- To report to Board on matters considered by the Committee and make recommendations, if any, towards better governance.
- Perform functions as may be delegated by the Board of Directors and/or are prescribed under Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and any other applicable laws.

POWERS

- Form subcommittees and may delegate such power and authority as the Committee deems appropriate. The Committee shall not delegate to a subcommittee any power or authority required by laws and regulations to be exercised by the Committee;
- Investigate any activity within the scope of this Charter or referred to it by the Board;
- Seek any information or explanation from any employee or Director of the Company;
- Ask for necessary records or documents of the Company;
- Engage independent consultants and/or other advisors and seek their advice.

PROCEDURE AND QUORUM

- **Time and Frequency of Meetings-** The Committee shall meet at least once a year or as and when the need arises to discharge its duties. Members who are not physically present may attend through video / teleconference.

- **Quorum of Meetings-** Two members or one third of Committee's strength, whichever is higher, including one Independent Director in attendance. Members attending meeting through audio-video mode shall be counted for the purpose of quorum. Members attending meeting through teleconference are to be excluded for the purpose of quorum.
- **Sitting fees** – The members of the Committee are eligible for sitting fee, as approved by the Board from time to time.
- **Onward Reporting** – The Minutes of each meeting of the Committee shall be circulated within 15 days from the date of each meeting or as per prevailing applicable laws or Secretarial Standards to all Committee's members for their comments and be placed before the Board in the subsequent meeting.
- **Clarifications** - In case of any ambiguity or need for clarification, the Company should refer applicable Secretarial Standards, provisions of Companies Act, 2013, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, and Articles of Association of the Company and any other applicable law.

REFERENCE

As mandated by Clause 1 of Section 178 of Companies Act, 2013 and rules made there under and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

VERSION HISTORY

- Nomination and Remuneration Committee was constituted on July 23, 2014, by the Board of Directors.
- The first charter was approved on October 20, 2014 and subsequently modified on March 11, 2015 and October 24, 2018.