

**NOMINATION AND REMUNERATION COMMITTEE CHARTER**

**OF**

**SYNGENE INTERNATIONAL LIMITED**

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## SCOPE OF THE COMMITTEE

The Nomination and Remuneration Committee is constituted in terms of section 178 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Its main role is to assist the Board in discharging responsibilities relating to board composition, selection, assessment and compensation of Directors, Key Managerial Personal and Senior Management. (Senior management includes the CEO/MD, CFO, Company Secretary and all members of the Executive Committee). Additionally, the NRC is responsible for reviewing the Board structure, diversity, competencies and composition; the talent pipeline and succession plan for key executive positions; the Company's people and compensation strategy, including board compensation; and making appropriate recommendations to the Board for approval. The Committee will also perform such other functions as may be delegated by the Board and/or prescribed under law.

## CONSTITUTION, MEMBERSHIP AND COMPOSITION

The Committee shall consist of a minimum of 3 Directors. All the members shall be non-executive directors and at least 50% of the directors shall be Independent Directors. The Chairperson of the Committee shall be an Independent Director. The Chairperson of the Company (whether executive or non-executive) may be appointed as a 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 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 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.

## ROLE AND RESPONSIBILITIES

- Review the Structure, Diversity, Competencies and Composition of the Board and its Committees and make any recommendations to the Board in this regard;
- Identify persons who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal;

- Identify the succession pipeline for Directors, based on competencies required on the Board and recommend new appointments to the Board as necessary;
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- Review Senior Management performance and potential, talent development and succession plan, in order to maintain the appropriate balance of skill, experience and expertise in the Senior Management team;
- Identify and nominate candidates for the approval of the Board for any new appointments -- whether of independent directors, executive or non-executive Directors. The Committee may use an external search agency and/or any other means to assist in this recruitment process;
- Recommend to the Board the rationale for appointment or removal of a Director, Key Managerial Personnel or Senior Management;
- Evaluate the performance of the Key Managerial Personnel and Senior Management, in the context of the Company's performance and industry benchmarks, and determine the structure of total compensation;
- Review and approve the Company people and compensation strategy from time to time in the context of the prevailing market conditions in all relevant geographies and in accordance with applicable laws;
- Recommend to the Board a policy, relating to the overall remuneration structure of the Company and specifically the total compensation of the Directors and Senior Management;
- Review the HR dashboard and ensure that the key metrics relating to people and culture are consistent with the values of the Company and are being continually tracked;
- Recommend to the Board, all remuneration, in whatever form, payable to the Senior Management and Directors;
- Specify the process and criteria of annually assessing Board and Committee effectiveness and Individual Director assessments, to be conducted internally by the Nomination and Remuneration Committee or by an independent external agency and review its implementation, including the term of Directors;
- 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;
- 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 of the Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Ensure that the Company frames 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;
- Periodically review and reassess the adequacy of this charter and recommend any proposed change to the Board for approval;
- Report to the Board any matters of governance brought to the attention of the Committee and make recommendations, if any, towards better governance;
- Perform functions as may be delegated by the Board of Directors and/or prescribed under The Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and any other applicable law.

## POWERS

- Form sub-committees, if required and delegate such power and authority to such sub-committee/s or authorized person(s) as the Committee deems appropriate. The Committee shall not delegate to a sub-committee 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 that is necessary for the effective functioning of the Committee;
- Engage, as appropriate, independent consultants and/or other advisors and seek their advice on specific issues.

## PROCEDURE AND QUORUM

- **Time and Frequency of Meetings-** The Committee shall meet every quarter and 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 the Committee's strength, whichever is higher, including one Independent Director in attendance shall form the quorum. Members attending the meeting through audio-video mode shall be counted for the purpose of quorum. Members attending the meeting through teleconference are to be excluded for the purpose of quorum.
- **Sitting fees –** 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 law or Secretarial Standards, to all Committee 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 to 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, October 24, 2018, January 20, 2021 and April 27, 2021.