



Nomination and Remuneration Committee

Terms of Reference (Charter)

In line with the provisions of the Companies Act 2013 read with the applicable rules made thereunder (Act), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and the Governance Guidelines released by the Tata Group, this Charter specifies the Composition, Conduct of Meetings, Authorities, Roles and Responsibilities and Review Mechanism of the Nomination and Remuneration Committee of the Board of Directors of the Company (Committee).

The Terms of Reference of the Committee are approved by the Board and may be amended by the Board at any time.

Key terms used

'Board of Directors' or 'Board' refers to the collective body of the Directors of the company.

'Key Management Personnel' refers to: the Chief Executive Officer or the Managing Director or the Manager;
the Company Secretary;
the Whole-time Director;
the Chief Financial Officer;
such other officer, not more than one level below the Directors who is in whole-time employment, designated as Key Managerial Personnel by the Board; and such other officer as may be prescribed under applicable laws;

'Senior Management' refers to members of the core management team excluding the Board of Directors and shall be deemed to comprise all members of the Management, one level below the executive directors, including the functional heads

1. COMPOSITION

Chairperson:

The Board shall appoint a Chairperson of the Committee.

The Chairperson of the Committee shall be an Independent Director, from among the members of the Committee. In the absence of the Chairperson of the Committee, the members present at any meeting shall elect one of the Independent Directors among themselves to Chair the meeting.

The Chairperson of the Board, 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 should be present at the Annual General Meeting of the Company to answer shareholders queries.

Membership:

The members of the Committee shall be appointed by the Board and shall consist of three or more Non-Executive Directors as members, out of which at least two-third of the members shall be Independent Directors.

Appointments to the Committee shall be determined by the Board in consultation with the Chairperson of the Committee, after having regard to the Director's experience, performance, suitability and independence. A Director shall automatically cease to be a Committee member on ceasing to be a Director.

Secretary:

The CHRO and the Company Secretary shall act as the Secretary of the Committee and shall be present at all the meetings of the Committee unless requested otherwise. The Secretary shall keep a record of the membership of and the dates of any changes to the membership of the Committee. The Secretary shall ensure members receive notice, information and papers in a timely manner to enable full and proper consideration to be given to the issues.

2. MEETINGS

Quorum:

A quorum shall be two members or one third of the total members, whichever is greater, including at least one Independent Director in attendance. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Attendance:

Only Committee members shall have the right to attend Committee meetings, but the Committee may invite any other such executives, as it considers appropriate to be present at the meetings of the Committee.

The Managing Director shall normally be invited to attend Committee meetings except when his own remuneration is under discussion.

No Committee member or attendee shall be involved in any decision or be present at any meeting where his or her own remuneration is under discussion. Committee members shall declare any potential conflict of interest prior to the discussion of any matter and shall not vote on such matters

Frequency:

The Committee shall meet as often as needed to discuss the matters laid out in the Charter. However, the Committee shall meet at least once in a financial year.

Voting:

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Directors present and eligible for voting and any such decision shall for all purposes be deemed a decision of the Committee.

While invitees to the Committee shall have a right to be heard in the meetings, they shall not have a right to vote. The right to vote shall vest only with the members of the Committee.

If there is an equality of votes, the Chairperson of the Committee shall have a casting vote.

Notice and agenda:

The Committee meetings shall be called by the Company Secretary at the request of the Chair of the Committee.

The agenda and supporting materials for the items to be discussed shall be forwarded to each member of the Committee and any other person required to attend in a timely manner to enable full and proper consideration to be given to the issues. Unless otherwise agreed this shall be no later than seven days before the date of the meeting.

Minutes:

The Secretary to the Committee shall minute the proceedings and decisions of all Committee meetings.

The Minutes shall be circulated to all Committee members, including the Chairperson.

Without prejudice and in addition to the above, the Meetings of the Committee shall be conducted in accordance with the provisions of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (Secretarial Standards) read with provisions of the Act. In case of any conflict between the Terms of Reference of the Committee, as included in this Charter and the Secretarial Standards read with the Act, the latter shall be considered to override the former, with respect to minimum compliance requirements.

3. AUTHORITY AND POWERS

The Committee shall have the powers:

- To investigate any activity within the scope of this Charter or referred to it by the Board.
- To seek any information or explanation from any employee or Director of the Company and to call any employee to be questioned at a Committee.
- To ask for any records or documents of the Company.
- To engage independent consultants and other advisors and seek their advice.

All employees of the Company are directed to co-operate with any request made by the Committee.

4. ROLE

The responsibilities of the Committee shall include the following:

Nomination related

- Recommend to the Board the composition of the Board and its Committees keeping in mind the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience. This includes formulating criteria for determining qualifications, positive attributes and the independence of a director.

- Devise a policy on diversity of Board of Directors.
- Recommend to the Board the appointment or re-appointment of Directors including independent directors as to whether to extend or continue the appointment of the independent director, inter alia, on the basis of the report of performance evaluation of independent Directors
- Identify individuals to be appointed to positions of Directors, KMP and Members of the Executive Team in accordance with identified criteria and to recommend to the Board their appointment and removal.

Evaluation related

- Specify the criteria, process and manners for 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 compliance.
- Oversee cascading of KRAs, goals and targets across Members of the Executive Team.
- Oversee the performance review process of the Key Managerial Personnel, Members of the Executive Team and other identified key management roles.

Remuneration related

- Recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees; While formulating such a policy the committee shall ensure that
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, Executive Directors, Sr. Management and Employees of the quality required to run the company successfully.
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - remuneration to directors, KMPs and Members of the Executive Team involves a balance between fixed and performance-based pay reflecting short- and long-term performance objectives appropriate to the working of the company, its goals and long-term sustainable success
- Review the construct of and administer equity based/ non-equity-based various incentive schemes/bonus of the company
- Review matters related to remuneration and benefits payable upon retirement and severance to MD/ EDs, KMP and Members of the Executive Team.

- On an annual basis recommend to the Board the remuneration payable to Directors, Key Managerial and Members of the Executive Team of the Company.

Succession Planning

- Oversee the succession plans for Company's Board Directors, KMP and Members of the Executive Team.

Board Development

- Oversee familiarization programs for Directors.

People

- Oversee HR philosophy, HR and people strategy and HR practices including those relating to leadership development, rewards and recognition, talent management and succession planning for the key management positions.
- Review the organization structure to ensure that the structure is adequate, commensurate and appropriate for the long-term aspirations of the organization
- Oversee the diversity, equity, and inclusion strategy
- Oversee a program of Board engagement to enable the Non-Executive Directors to interact with employees across the Company
- Oversee the approach towards workforce engagement including reviewing the results of the Employee Engagement Survey and the related action plans
- Oversee the Company's well-being policies, programs and performance

Other duties

- at least annually, review its own performance and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board, for approval
- liaise as necessary with the Managing Director and/or the Secretary, as relevant, regarding the remuneration packages offered to newly appointed Executive Directors and Members of the Executive Team (and ensure they are within the overall remuneration policy);
- make recommendations to the Board on any area within its remit where action or improvement is needed
- be provided with appropriate and timely training and sufficient resources to undertake its duties, including access to the Company Secretariat for assistance as required

5. REPORTING

The Chairperson of the Committee shall report to the Board on the Committee's proceedings and the Committee shall make such recommendations to the Board as it deems appropriate.

The Annual Report of the Company shall disclose the composition of the Committee and such other disclosures as may be mandated in terms of the provisions of applicable laws.

6. COMPENSATION

Members of the Committee shall receive such sitting fees and/or commission, if any, for their services as the Nomination and Remuneration Committee members as may be determined by the Board in its sole discretion.

7. EVALUATION

The Committee shall conduct an annual self-evaluation of its performance and report the result to the Board of Directors. It shall confirm annually to the Board that the responsibilities outlined above have been carried out.

8. REVIEW OF THE CHARTER

The adequacy of this Charter shall be reviewed and reassessed by the Committee once in two years or in case any relevant amendments in the Company Law/SEBI Listing Regulations. Appropriate recommendations shall be made to the Board to update the Charter based on the changes that may be brought about due to any regulatory amendments or otherwise.

Reviewed on 7 th February 2024 Amended on 9 th August 2024 Amended on 29 th April 2025
