

**NOMINATION AND REMUNERATION COMMITTEE****ROLE AND RESPONSIBILITIES****(A) Employee Stock Option Scheme (“ESOS”) related**

- (1) Implementation, administration and superintendence of the ESOS and for formulation of the detailed terms and conditions of the ESOS including but not limited to –
  - (a) The quantum of options to be granted under an ESOS per employee and in aggregate;
  - (b) The procedure for Exercise of options and allotment of Shares in pursuance of the ESOS;
  - (c) The conditions under which vested options in employees may lapse in case of termination of employment for misconduct. The procedure and conditions for vesting of options in case of termination of employment;
  - (d) The exercise period within which the employee should exercise the option and that the option would lapse on failure to exercise the option within the exercise period;
  - (e) The specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
  - (f) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
  - (g) The procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration by the committee:
    - (i) the number and the price of ESOS shall be adjusted in a manner such that total value of the ESOS remains the same after the corporate action.
    - (ii) for this purpose global best practices in this area including the procedures followed by the derivative markets in India and abroad shall be considered.
    - (iii) the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the option holders.

- (h) The procedure for cashless exercise of options;
- (i) The grant, vest and exercise of option in case of employees who are on long leave;
- (j) Approving forms, writings and/or agreements for use in pursuance of the ESOS; and
- (k) Taking all necessary actions and give all such directions as may be necessary or desirable and also to settle any question or difficulty or doubts that may arise with regards to ESOS.

**(B) Nomination related**

- (1) Review and recommend the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board.
- (2) 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 for their appointment and removal.
- (3) Formulate policy on Board diversity, criteria for performance evaluation of directors, Board and Board Committees and for determining qualifications, positive attributes and independence of directors.

**(C) Human Resources and Remuneration related**

- (1) Recommend to the Board a policy relating to remuneration for the directors, key managerial personnel and other employees.
- (2) Recommend remuneration of Executive and Non-Executive Directors and relative of Directors.
- (3) Review key human resource related matters including organization structure, top 25 talent succession planning, employee attrition / retention / development plans, cultural transformation initiatives, annual increment approach including variable pay, results of employee survey, etc.
- (4) Recommend to the board, all remuneration, in whatever form, payable to senior management.

**(D) Miscellaneous**

- (1) Discharge such duties and functions as indicated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and the rules made thereunder from time to time.
- (2) Delegate any of the terms mentioned hereinabove to any officer / employee of the Company or to any other person.