

Cemindia Projects Limited

Terms of Reference of Nomination and Remuneration (NRC) Committee

The powers, role and terms of reference of the NRC Committee covers the areas as contemplated under the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. The brief terms of reference of NRC are as under:

SN	Terms of Reference	Frequency
1	To identify persons who are qualified to become directors (including appointments to committees) and who may be appointed in Senior Management in accordance with the criteria laid-down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of 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	P
2	To 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	A
3	To recommend to the Board plans for succession, in particular, of the Managing Director, the Executive Directors, Key Managerial Personnel and Senior Management Personnel	P
4	To formulate criteria for evaluation of performance of Independent Directors and the Board of directors	A
5	To 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: <ul style="list-style-type: none"> i. Use the services of an external agencies, if required; ii. Consider candidates from a wide range of backgrounds, having due regard to diversity; and iii. Consider the time commitments of the candidates 	P
6	To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors	A
7	To recommend to the board, all remuneration, in whatever form, payable to senior management	A
8	To devise a policy on diversity of board of directors	P
9	To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable	P

Frequency : **A** Annually **P** Periodically