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NOMINATION AND REMUNERATION COMMITTEE

PRIMARY OBJECTIVES

The Nomination and Remuneration Committee has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time. The Committee's responsibility is as follows:

- Identify persons who are qualified to become directors of the Board and recommend the same to the Board.
- Identify persons who may be appointed in senior management of the Company and recommend the same to the Board.
- Shall formulate the policy for determining qualifications, positive attributes and independence of Director and the remuneration to them, Key Managerial Personnel (hereinafter referred as the "KMP") and other employees.

ROLE AND RESPONSIBILITY

- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration for directors, KMPs and other employees.
- Formulation of criteria for evaluation of performance of independent directors and Board of Directors
- Devising a policy on diversity of board of directors
- Identifying persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal



- Deciding on, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole Time Director / Managing Directors.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- To formulate and administer the Employee Stock Option Scheme

NOMINATION AND REMUNERATION COMMITTEE MEETING:

The Committee shall meet at least once in a year. The decision of the NRC will be placed before the Board for approval.

NOMINATION AND REMUNERATION COMMITTEE MEMBERS:

| Name of the Director | Designation in Committee | Nature of Directorship |
|-----------------------------|---------------------------------|-------------------------------|
| Mr. Brandon Almeida | Chairman | Independent Director |
| Ms. Shruti Rambhia | Member | Independent Director |
| Mr. Milind Rane | Member | Non-Executive Director |

