



Welspun Specialty Solutions Limited

NOMINATION AND REMUNERATION COMMITTEE CHARTER



WELSPUN SPECIALTY SOLUTIONS LIMITED NOMINATION AND REMUNERATION COMMITTEE CHARTER

Adopted on October 31, 2022

1. Objectives

The objective of the Nomination & Remuneration Committee is to assist the Board of Directors of the Company on:

- a. Appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP);
- b. Remuneration payable to the Directors, Key Managerial Personnel and Senior Management Personnel;
- c. Board Diversity;
- d. Succession plan for Directors, Key Managerial Personnel and Senior Management Personnel;
- e. Evaluation of individual Directors, Chairperson of the Board, the Board as a whole and the Committees of the Board.

2. Composition

- The Committee shall consist of minimum three directors, all of whom shall be non-executive directors and shall be independent.
- The Chairperson of the Committee shall attend the annual general meeting of the Company.
- The Company Secretary shall act as the secretary to the Committee.

3. Meetings and Reports

- The Committee shall meet at least two times a year.
- The quorum will be two members or one third of the Committee strength, whichever is higher.
- Minutes of the meeting
 - Draft Minutes of the meeting to be circulated within 7 days from the date of meeting.
 - Final minutes of the meeting to be circulated within 21 days from the date of meeting (7 days for receiving inputs on the draft minutes and 7 days to update & finalize).



- The Committee shall make regular reports to the Board regarding its actions and make recommendations to the Board as appropriate.
- The Managing Director / Whole Time Director / CEO and the CHRO shall be permanent invitee to the Committee. The Committee may invite such other members of management to its meetings as it deems appropriate. However, the committee shall meet regularly without such members present, and the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

4. Responsibilities

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board prescribes from time-to-time.

- Oversee the Company's nomination process for the Directors, KMP and SMP and identify, screen and review individuals qualified to serve as Directors, KMP and SMP consistent with criteria approved by the Board;
- To formulate the criteria to determine the qualifications, skills, positive attributes, independence and other expertise required to be a director of the Company and to develop & recommend to the Board for its approval;
- Formulate and periodically review the Nomination & Remuneration Policy of the company covering directors (executive and non-executive directors), KMP and SMPs;
- Evaluate and approve the adequacy of the compensation plans, policies, and succession plans for Company's Executive Directors, KMP and SMP;
- Review and approval for appointment, terms of appointment (e.g. notice period, severance pay, joining bonus, if any) and remuneration of Directors, KMP and SMP;
- To formulate key performance indicators/ Key result areas (financial and non-financial metrics) for Executive Directors, KMP and SMP;
- To formulate a criterion for evaluation of independent Directors, Board and the Board Committees and carry out evaluation of every Director's performance;
- Perform review of existing evaluation criteria from time to time to address emerging areas of stakeholder focus;
- Appointment of external independent consultant (as and when deemed necessary by the committee) to facilitate the evaluation process;
- Review disclosure of evaluation criteria, evaluation outcome and actions taken based on previous year's evaluation outcome in the annual report;
- Extend the term of appointment of Directors based on their performance evaluation report;



- Review the Succession plan for Directors, Key Managerial Personnel and SMP and the successor readiness roadmap;
- Review and approve the job rotation policy to enable diverse experience;
- Devising a policy on Board diversity;
- Recommend to the board, all remuneration, in whatever form, payable to SMP, including the composition into fixed pay, performance linked incentive, commission, employee stock option scheme;
- To review the Company's incentive compensation and equity-based plans and recommend changes as necessary, oversee administration of these plans, grant incentives to eligible employees, in consultation with management, and allot shares when options are exercised;
- Review of organization structure, reporting lines and key changes in the organization structure;
- Review ageing of key open/ vacant positions in the organization;
- Oversee the performance management mechanism within the organization.

In discharging its oversight role, the Committee shall have the power to retain legal, financial or other advisors as it deems necessary.

----- XXXX-----