MUKAND LIMITED

Terms of reference of Nomination & Remuneration Committee
(Board meeting held on 12th February, 2019)

1. To identify persons who are qualified to become directors 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, Chairperson and individual directors to be carried
out by the Board, by the NRC or by an independent external agency and review its
implementation and compliance.

2. To formulate the criteria for determining qualifications, positive attributes and
independence of a director and recommend to the Board a policy, relating to the
remuneration for the directors, key managerial personnel and other employees.

3. While formulating the policy, to ensure that -
   a. the level and composition of remuneration is reasonable and sufficient to attract,
      retain and motivate directors of the quality required to run the company
      successfully;
   b. relationship of remuneration to performance is clear and meets appropriate
      performance benchmarks; and
   c. remuneration to directors, key managerial personnel and senior management
      involves a balance between fixed and incentive pay reflecting short and long-term
      performance objectives appropriate to the working of the company and its goals.

4. To take into account financial position of the company, trend in the industry, appointees
   qualifications, experience, past performance, past remuneration, etc., and bring about
   objectivity in determining the remuneration package while striking a balance between the
   interest of the company and the shareholders while approving the remuneration payable
   to managing director, whole time director or manager.

5. To lay down / formulate the evaluation criteria for performance evaluation of
   independent directors & the Board.

6. To devise a policy on Board diversity.
7. To recommend to board, 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.

8. To review and approve the remuneration and change in remuneration payable to whole-time directors.

9. To recommend to board, all remuneration payable to senior management (i.e. members of the core management team, i.e. members one level below the chief executive officer/managing director/whole time director and shall specifically include Company Secretary and Chief Financial Officer).

Place: Mumbai  
Date: 12th February, 2019  

Niraj Bajaj  
Chairman & Managing Director