



RUPA & COMPANY LIMITED

Terms of Reference of Nomination and Remuneration Committee

Effective- May 24, 2023

[As revised and approved by the Board of Directors on May 24, 2023]

Rupa & Company Limited

CIN: L17299WB1985PLC038517

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Members of Nomination and Remuneration Committee:

Mr. Vinod Kumar Kothari, *Independent Director* – Chairman
Mr. Dipak Kumar Banerjee, *Independent Director* – Member
Mr. Ashok Bhandari, *Independent Director* – Member

Terms of Reference of the Nomination and Remuneration Committee:

- (1) formulation of 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;
- (2) for every appointment of an independent director, the Nomination and Remuneration Committee shall 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:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.
- (3) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (4) devising a policy on diversity of board of directors;
- (5) identifying 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 of directors their appointment and removal;
- (6) 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;
- (7) recommend to the board, all remuneration, in whatever form, payable to senior management;
- (8) 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; and
- (9) to perform such other function as may be delegated by the Board of Directors from time to time.
