



## **NOMINATION AND REMUNERATION COMMITTEE CHARTER**

*This document outlines the terms of reference and role of the Nomination and Remuneration Committee of Subex Limited.*

## **CONTENTS**

Role of the Nomination and Remuneration Committee

## **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee “**Committee**” of the Company shall be constituted in accordance with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 “SEBI Listing Regulations”, read with Section 178 of the Companies Act, 2013.

The Committee shall comprise of at least three (3) Directors, all of whom shall be nonexecutive Directors and at least half of them shall be Independent. The Board shall reconstitute the Committee as and when required to comply with the provisions of the Act and Listing Regulations. The quorum for the meeting shall be either two members or one-third of the members, whichever is greater including one independent director in attendance

### **Role of the Committee**

The role of the Committee shall include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director, KMP or other employees and recommend to the Board of Directors a policy relating to the appointment & remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors and specifying the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, the Committee or by an independent external agency and review its implementation and compliance.
3. Devising a policy on diversity of board of directors;
4. 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, remuneration and removal.
5. Develop and recommend to the Board succession plan for the key positions in the company (the "Succession Plan"), to review the Succession Plan periodically, develop and evaluate potential candidates for executive positions and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan and to perform a consultative and advisory role for any appointment requiring Board approval for the top management positions of the Company.
6. Administer the Company's equity incentive plans, including the review and grant of options to eligible employees under the plans and the terms and conditions applicable to such options, subject to the provisions of each plan.

7. 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.
8. Recommend to the Board, all remuneration, in whatever form, payable to senior management.
9. Carrying out any other function as prescribed under the SEBI Listing Regulations, the Companies Act, 2013 and the Rules made thereunder and any other statutory/regulatory body from time to time.