



SHREE RAJASTHAN SYNTEX LIMITED

CHARTER OF NOMINATION AND REMUNERATION COMMITTEE

PREFACE -

S. No.	Particulars	Details
1.	Title	Charter of Nomination and Remuneration Committee
2.	Effective Date	14.09.2017
3.	Version Number	1.00
4.	Approved by	Board of Directors in meeting dated 14.09.2017
5.	Number of Revision(s)	0
6.	Last Revised Date	-
7.	Date of it's First Approval by Board and it's effective date	Board Approval received on 14.09.2017 Effective date - 14.09.2017

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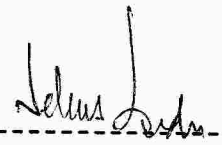
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Company Secretary



Executive Director



Managing Director

14th September, 2017

1. ROLE OF THE COMMITTEE

- 1) Identifying persons who are qualified to become Directors and Key Managerial Personnel (KMP) and recommend to the Board their appointment / re-appointment and removal
- 2) Formulating 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 and KMP.
- 3) Formulating the criteria for evaluation of Independent Directors and the Board and shall carry out evaluation of every director's performance;
- 4) The Committee shall be in position to recommend to the Board, extension or continuation of the terms of appointment / re-appointment of Independent Director, on the basis of the performance evaluation of Independent Director;
- 5) Devising a policy on Board diversity;
- 6) Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors;
- 7) All information about the Directors / Managing Directors / Whole time Directors / KMP i.e., background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to shareholders, where required;
- 8) The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Whole-time Directors and KMP;
- 9) While approving the remuneration / revision in the remuneration (including sitting fees), the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;
- 10) The Committee shall be in a position to bring about objectivity in determining the remuneration package Directors and KMP while striking the balance between the interest of the Company and the shareholders;
- 11) The Committee shall perform all such other activities as determined by the Board and also required under the laws applicable to the Company.

2. COMPOSITION OF THE COMMITTEE

- 1) The Constitution of the committee shall be done by the Board of Directors.
- 2) The Committee shall comprise of at least three (3) Directors, all of whom shall be non-executive Directors and at least 50% of the Directors shall be Independent.
- 3) The Chairman of the Company (whether executive or non-executive) may be appointed as a member of the Committee but shall not Chair the Committee.
- 4) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- 5) Membership of the Committee shall be disclosed in the Annual Report.
- 6) Term of the Committee shall be continued unless terminated modified by the Board of Directors.

3. CHAIRMAN OF THE COMMITTEE

- 1) The Chairman of the Committee shall be an Independent Director.
- 2) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- 3) Chairman of the Nomination and Remuneration Committee shall be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.



Company Secretary

Executive Director

Managing Director14th September, 2017

4. QUORUM AND FREQUENCY OF THE MEETINGS OF THE COMMITTEE

- 1) The meeting of the Committee shall be held at such regular intervals as may be required.
- 2) Minimum two(2) members shall constitute quorum for the Committee meeting.

5. COMMITTEE MEMBER'S INTEREST

- a. A member of the Committee is not entitled to participate and present in the meeting when
 - Appointment / re-appointment of the director related to the member of the committee is considered, or
 - his or her own remuneration and / or remuneration of the director related to the member of the committee is considered, or
 - when his or her performance is being evaluated and / or performance of the director related to the member of the committee is considered.
- b. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

6. VOTING AT THE MEETING

- Matters arising for consideration at Committee meetings shall be decided by a majority of votes of Members present and eligible to vote. Any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

7. MINUTES OF THE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Committee and Board Meeting.

8. DISCLOSURE

The Company shall disclose the Charter of Nomination and Remuneration Committee on its website.

9. AMENDMENT

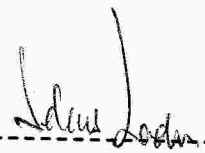
The Board of Directors may review or amend this Charter, in whole or in part, from time to time, as may be required.



Company Secretary



Executive Director



Managing Director

14th September, 2017