

## NOMINATION AND REMUNERATION COMMITTEE CHARTER TIRUPATI WELLNESS PRIVATE LIMITED

### 1. PRIMARY OBJECTIVES

The Nomination and Remuneration Committee (hereinafter referred as the “**Committee**”) is a committee of the Board of Directors (hereinafter referred as the “**Board**”) established in accordance with the Company’s constitution and authorized by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time. The Committee shall as per this charter and as per the policy approved by the Board have primary objective of:

- Identify persons who are qualified to become directors of the Board and recommend the same to the Board.
- Identify persons who may be appointed in senior management of the Company and recommend the same to the Board.
- Shall formulate the policy for determining qualifications, positive attributes and independence of Director and the remuneration to them, Key managerial personnel (hereinafter referred as the “**KMP**”) and other employees.

### 2. COMPOSITION

1. The Committee shall comprise of three or more non-executive Directors out of which at least half shall be Independent Directors. Independence would be decided upon by the Board and in accordance Companies Act, 2013 (hereinafter referred as the “**Act**”) and such other legal and regulatory environment that may be applicable to the Company.
2. The Chairperson of the nomination and remuneration committee shall be an independent director.
3. The Chairman of the Company whether (executive or non-executive) may be appointed as a member of the Committee but shall not chair such Committee.

### 3. SECRETARY

The Company Secretary shall act as the Secretary to the Committee Meetings.

### 4. QUORUM

The quorum necessary for transacting business at a meeting of the Committee shall be two members or one-third of the members of the Committee; whichever is greater. A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

### 5. MEETING

The Committee shall meet as and when required or as stipulated by Board from time to time.

## **6. ANNUAL GENERAL MEETING**

The Chairman of the Committee shall attend the Annual General Meeting to answer shareholder queries.

## **7. ROLE OF THE COMMITTEE**

The responsibilities of the Committee shall include the following:

### **7.1 Nomination**

The Committee assists, advises and recommend the Board on:

- a) Board succession planning generally;
- b) Induction and continuing professional development programs for directors;
- c) The development and implementation of a process for evaluating the performance of the Board, its committees and directors;
- d) The process for appointing a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- e) The process for appointing and removal of KMP's and the Senior Management one level below the Board.
- f) The appointment and re-election of directors.

### **7.2 Remuneration**

1. The Committee also assists and advises the Board on remuneration policies and practices for the Board, the CEO, the chief financial officer, senior executives and other persons whose activities, individually or collectively, affect the financial soundness of the Company.
2. The Committee shall formulate the policy detailing the criteria for determining the remuneration and shall continue adhere to it.

### **7.3 Performance evaluation**

1. The Committee is primarily responsible along with the Board to lay down the format and the procedure in which the Board, its Committees and all the individual Directors of the Company will be evaluated annually.
2. Board Report shall state the statement about the manner in which the Board, its Committees and all the individual Directors of the Company is formally evaluated.

## **8 ACCESS TO INFORMATION AND ADVISERS**

The Committee has direct and unlimited access to all resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate. This may include requesting management or engaging external remuneration consultants to provide information to the Committee. The Committee also has the authority to conduct or direct any investigation required to fulfill its responsibilities.

**9. OTHER FUNCTIONS**

1. Perform other activities related to this Charter as requested by the Board.
2. Carry out additional functions as is contained in the listing Regulation or other regulatory requirements applicable to the Company.

**10. REVIEW OF COMMITTEE CHARTER**

The adequacy of this charter shall be reviewed and reassessed by the Committee as may be deemed fit by the Committee and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about to the regulatory framework, from time to time