

**KINGS INFRA VENTURES LIMITED****CHARTER OF****NOMINATION AND REMUNERATION COMMITTEE**

TABLE OF CONTENTS	
Sl. No:	Particulars
1.	Scope of the Committee
2.	Composition
3.	Meeting & Quorum
4.	Minutes
5.	Role
6.	Reporting
7.	Review





CHARTER OF NOMINATION AND REMUNERATION COMMITTEE

1. SCOPE OF THE COMMITTEE

The Nomination and Remuneration (NRC) Committee (Committee) of Kings Infra Ventures Limited (Company) is constituted in line with Section 178 (1) of the Companies Act, 2013 (Act) read with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations) as amended from time to time. The Committee is responsible for identifying qualified candidates for directorship and senior managerial positions, recommending their appointments or removals, evaluating director performance, formulating criteria for determination of director qualifications, attributes, and independence, and recommending remuneration policies to the Board of Directors (Board) for employees, key managerial personnel, and directors.

2. COMPOSITION

- 2.1. The Committee shall have a minimum of three directors as members.
- 2.2. All the members of the Committee shall be Non-Executive Directors
- 2.3. Independent Directors shall constitute at least two-third of the Committee.
- 2.4. The Chairperson of the Committee shall be an independent director.
- 2.5. The Chairperson of the Committee shall be present at the Annual General Meeting (AGM) to answer the shareholders' queries;
- 2.6. The Chairperson shall have the power to decide as to who shall answer the queries at the AGM
- 2.7. The Chairman of the Company, whether Executive or Non-Executive, may become a member of the Committee. However, he cannot be the Chairperson of the Committee.

3. MEETINGS & QUORUM

- 3.1. The quorum for Committee meeting shall either be two members or one third of the members of the committee, whichever is greater, with at least one independent director.





3.2. The Committee meeting shall be convened at least once in a year.

3.3. The Company Secretary shall be a permanent invitee to all the meetings of the Committee.

4. MINUTES

4.1. The Minutes of Committee Meetings shall be recorded and maintained in a separate and distinct minute book.

4.2. The Minutes of each committee meeting shall be noted and taken on record at the immediately succeeding Board Meeting.

4.3. The Minutes Book shall be preserved permanently and kept in the custody of the Company Secretary.

5. ROLE

The role of the Committee shall, *inter alia*, include the following:

5.1. Formulating the criteria for determining qualifications, positive attributes and independence of a director.

5.2. Recommending to the Board policies dealing with the remuneration of the directors, key managerial personnel and other employees;

5.3. Evaluating the balance of skills, knowledge and experience on the Board for every appointment of an independent director and thereafter preparing a description of the requisite roles and responsibilities;

5.4. Recommending persons to the Board who fall within the ambit of the aforementioned description for appointment as an independent director. For the purpose of identifying 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.





- 5.5. Formulating criteria for evaluation of performance of independent directors and the Board;
- 5.6. Devising a policy on diversity of the Board;
- 5.7. 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 their appointment and removal;
- 5.8. Determining 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;
- 5.9. Recommending to the Board, all remuneration, in whatever form, payable to senior management;
- 5.10. Performing such other functions as may be required under the Act and SEBI Regulations and as may be delegated by the Board from time to time.

6. REPORTING

- 6.1. The Committee shall report periodically to the Board and thereby keep the Board informed of its developments.
- 6.2. This charter shall be displayed on the website of the Company.

7. REVIEW

- 7.1. The adequacy of this charter shall be subjected to periodic review by the Committee.
- 7.2. Recommendations may be made to the Board by the Committee with respect to any modification in the Charter, which may be the consequence of any statutory amendment or otherwise.
- 7.3. The Board shall take such steps as may be necessary for implementing the same.

