



CHARTER FOR THE NOMINATION AND REMUNERATION COMMITTEE
OF
SOLAR INDUSTRIES INDIA LIMITED

INTRODUCTION

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP), Senior Management Personnel and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements Regulation, 2015 as amended from time to time this charter on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel has been formulated by the Committee and approved by the Board of Directors.

The composition, quorum, powers, role, review of information, scope, etc., of the Nomination and Remuneration Committee is in accordance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of the Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee makes proposals to the Board of Directors regarding the remuneration policy and the individual remuneration of directors and senior officers just below the board level.

A. OBJECTIVES

The Nomination and Remuneration Committee is central to the effective functioning of the Board. The purpose of this Committee shall be to assist the Board in:

1. Identifying potential candidates who are qualified to become Directors and who may be appointed in senior management.
2. Determining the composition of the Board of Directors and the sub-committees of the board.
3. Specify methodology for effective evaluation of performance of Board/Committees/Directors either by Board, NRC or an Independent external agency and to review implementation of evaluation system.
4. Carry out the evaluation of every Director's performance and formulate criteria for evaluation of Independent Directors, Board/ Committees of Board and review the term of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors, 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. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
6. Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
7. To assist the Board's overall responsibility relating to executive compensation and recommend to the Board appropriate compensation packages for Whole-time Directors and Senior

Management personnel in such a manner so as to attract and retain the best available personnel for position of substantial responsibility with the Company.

8. Overall responsibility of approving and evaluating the compensation plans, policies and programs for all the Executive Directors and Senior Management Personnel.
9. Devising a policy on diversity of board of directors.
10. Deciding 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.
11. #Recommend to the board, the remuneration for the directors, key managerial personnel and other employees and in whatever form, payable to senior management.
12. Undertake any other matters as the Board may decide from time to time. Company has framed the Nomination & Remuneration Policy which is available at its website: www.solargroup.com.

B. MEMBERSHIP AND COMPOSITION:

The Committee will consist of a minimum of three independent non-executive directors of the Company. The members of the Committee are appointed by and serve at the discretion of the Board of Directors. These members will serve until removed by the Board or their successors have been duly appointed. The members of the Committee shall meet the “independence” requirements, as per companies Act, 2013 and in compliance with listing standards of the Indian Stock Exchange Listing Agreement. Chairman of the committee will be an independent director.

Composition: The Nomination and Remuneration Committee comprises of three Independent Directors as detailed below:

Name of Committee Member	Designation in Committee	Category
Mr. Anant Sagar Awasthi	Chairman	Non-Executive Independent Director
Mr. Ajai Nigam	Member	Non-Executive Independent Director
Mr. Dilip Patel	Member	Non-Executive Independent Director

Mrs. Khushboo Pasari act's as a Secretary to the Committee.

Inserted in accordance with Part D of the Schedule II read with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

C. INDEPENDENCE:

Each member of the Committee shall be an “independent director” as defined by the companies Act, 2013 and in compliance with listing standards of the Indian Stock Exchange Listing Agreement.

D. ROLES AND RESPONSIBILITIES:

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board of Directors from time to time prescribes and as may be required to be undertaken in terms of any statutory or regulatory requirements.

The role of the Committee is to assist the Board in fulfilling its duties by providing independent and objective review, advice and assistance to the Board, on matters concerning nomination and remuneration related issues within Solar Industries India Limited.

The primary functions of the Nomination and Remuneration Committee are to advise the Board on matters regarding:

E. COMPENSATION:

1. Compensation of Whole-Time Directors:

Assisting the Board in;

- a. Discharging the Board’s responsibilities relating to compensation payable to the Whole- time Directors including payment of ;
 - i. annual base salary
 - ii. annual bonus, including any specific goals and amounts linked to performance
 - iii. equity compensation and
 - iv. employment agreement, severance agreements and change in control agreements and
 - v. any other benefits, compensation or arrangements.
- b. The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

2. Compensation of Senior Management Personnel

- a. *The term “Senior Management Personnel” means to include all senior officers just below the board level other than Whole-time Directors. Senior management to include one level below chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.
- b. The Committee shall evaluate the performance of all senior officers just below the board level and shall approve annual compensation for such senior officers, in

consultation with the Chairman of the Company. The Committee shall also provide oversight of management's decisions regarding performance and compensation of other employees.

- c. Discharging the Board's responsibilities relating to compensation payable to the Senior Management Personnel including payment of (i) annual base salary (ii) annual bonus, including any specific goals and amounts linked to performance (iii) equity compensation and (iv) employment agreements, severance agreements and change in control agreements, and (v) any other benefits, compensation or arrangements.

3. Relating to Compensation & Benefits Plan

- a. Reviewing and making recommendations to the Board of Directors regarding any other plans including Deferred Compensation Plan that are proposed for adoption or adopted by the Company for the provision of Compensation & Benefits to Whole-time Directors and Senior Management Personnel of the Company.
- b. Reviewing and overseeing Company's employee benefit programs including deferred benefits plans and retirement plans.

4. The Committee shall perform any other activities in line with this Charter, Company's bylaws, Corporate Governance guidelines as the Board feels appropriate and delegates to the Compensation Committee including activities and as may be required to be undertaken in terms of any statutory or regulatory requirements.

5. The Committee shall perform an annual evaluation on its performance, using the established procedures by Board Governance and Nomination Committee.

6. **Disclosure in Annual report:** The Committee shall review and approve annual disclosure with respect to compensation paid to its Chairman, Executive Directors and Senior Management personnel.

F. MEETINGS

The Committee will meet at least once in a six months. Additional meetings may happen as the Committee deems it appropriate and advisable. Committee members shall be furnished with the copies of minutes of each meeting. The Committee may meet in person or through other methods like video conferencing, audio conferencing etc as may be permitted by law from time to time.

G. *QUORUM

The quorum shall be two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

**Inserted in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment)Regulations,2018.*

H. CIRCULAR RESOLUTION

The decisions to be taken by the Committee members may be taken by way of a circular resolution wherever it is not possible to have a meeting of the Committee members.

I. REPORT

The Committee shall report to the Board at its next Board meeting, which will be incorporated as a part of the minutes of the Board of Directors meeting.

J. MINUTES

The Company Secretary will maintain minutes of its meetings, which will be submitted to the Board for noting.

**ANANT SAGAR AWASTHI
CHAIRMAN**