

MUKAND ENGINEERS LIMITED

CHARTER OF NOMINATION & REMUNERATION COMMITTEE

1. Status

The Nomination & Remuneration Committee (the "Committee") is a Committee of the Board of Directors (the "Board") of the Company constituted in compliance with the requirements of section 178 of the Companies Act, 2013 (the Act) and clause 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The meetings and proceedings of the Committee shall be governed by the provisions of Articles of Association of Company for regulating the meetings and proceedings of the Directors.

2. Members

The Committee shall consist of at least 3 (Three) Non-Executive Directors as Members. At least one half the Members of the Committee shall be Independent Directors (IDs) duly qualified as per the Companies Act, 2013. The Committee may consist of the Chairperson of the Company as its Member.

3. Chairperson

The Board may designate one Member of the Committee who is an Independent Director as the Chairperson of the Committee. The Chairperson of the Committee or in his absence, any Member of the Committee authorized by him shall be present at the Annual General Meeting to answer the shareholder queries.

4. Meetings

The Committee shall meet at least once in a year and at such other times as it deems necessary to fulfill its responsibilities.

The quorum shall be either two Members or one third of the Members of the Committee whichever is greater, but there should be minimum of two Independent Directors present.

The Company Secretary shall act as the Secretary of the Committee.

5. Powers of the Committee

The powers of the Committee inter-alia include the following:-

- 5.1 To investigate any activity within its terms of reference.
- 5.2 To seek information from any Member of the Board of Directors and any Employee of the Company.
- 5.3 To obtain outside legal or other professional advice.
- 5.4 To secure attendance of outsiders with relevant expertise, if it considers necessary.

6. Role of the Committee

The Committee has following roles and responsibilities:

- 6.1 Identify the persons who are qualified to become Directors and who may be appointed in Senior Management and recommend to the Board their appointment and removal.
- 6.2 To carry out evaluation of every Director's performance including Independent Directors and formulate the criteria for overall evaluation of Independent Directors & the Board of Directors.
- 6.3 Devise a policy on Board diversity.
- 6.4 Formulate 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, Key Managerial Personnel and other employees. While formulating the policy, it should ensure that:
 - i. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
 - ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - iii. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

6.5 While considering, approving and recommending to the Board the reappointment and remuneration to be paid to Managerial Personnel (Managing or Whole-time Director or Manager) of the Company to –

- i. take into account, financial position of the Company, trend in the industry, appointee's qualification, experience, past qualification, past remuneration, etc;
- ii. be in a position to bring about objectivity in determining the remuneration package while striking a balance between the interest of the company and the shareholders.

7. Charter Amendment

The Board may alter, amend or modify the clauses of this Charter from time to time in line with the requirement of the Companies Act, 2013, SEBI Regulations or any other statutory provisions applicable to the Company.

[Approved by the Board of Directors and effective as of 13th February, 2017]