



## NOMINATION AND REMUNERATION COMMITTEE OF THE BOARD OF INDEGENE LIMITED

### A. OBJECTIVE

The Committee has been constituted in consonance with S.178 of the Companies Act, read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014, and Regulation 19 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended

The Charter of Nomination and Remuneration Committee (hereafter referred to as the “Charter”), of Indegene Limited and its subsidiaries, (hereafter collectively referred to as the “Company”), details the broad scope of the Nomination and Remuneration Committee (“NRC” or “Committee”).

### B. COMPOSITION

The Board of Directors shall constitute the Nomination and Remuneration Committee as follows:

1. The committee shall comprise of at least three directors;
2. All directors of the committee shall be non-executive directors; and
3. At least two-thirds of the directors shall be independent directors.
4. The chairperson of the Nomination and Remuneration Committee shall be an independent director. Provided that the chairperson of the listed entity, whether executive or non-executive, may be appointed as a member of the Nomination and Remuneration Committee and shall not chair such Committee.

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

C. MEETINGS AND QUORUM

1. The Committee shall meet at least once a year.
2. Additional meetings may happen as the Committee deems it appropriate and advisable.
3. The quorum shall be two members or one third of the Committee strength; whichever is higher and at least one Independent Director in attendance.
4. The Chairperson of the NRC may be present at the annual general meeting, to answer the shareholders' queries. However, it would be up to the Chairperson to decide as to who shall answer the queries. In his absence, any other member of the committee authorised by him in this behalf shall attend the general meetings of the company.

D. DEFINITION

1. Act shall mean the Companies Act, 2013 and the rules and regulations made thereunder.
2. Directors shall mean a director appointed to the Board of Indegene Limited.
3. Key Managerial Personnel shall mean Key Managerial Personnel (the "KMP") as defined in Section 2(51) of the Companies Act, 2013.
4. SEBI Listing Regulations means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. Senior Management includes KMP and means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads.

Words and expressions used and not defined in this Charter but defined in the Act or any rules framed under the Act, the SEBI Listing Regulations and Rules framed thereunder shall have the meanings assigned to them in these regulations.

## E. ROLES AND RESPONSIBILITIES

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and its terms of reference as stipulated pursuant to resolution passed by the Board in its Meeting held on 3rd November 2022 are set forth below:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the “Board” or “Board of Directors”) a policy relating to the remuneration of the Directors, Key Managerial Personnel, Senior Management and other employees (“Remuneration Policy”) in compliance with the conditions laid down under the Act (see below);
2. Identification of persons qualified to become Directors and to be appointed in senior management in accordance with the criteria laid down;
3. Recommend to the Board for appointment and removal of Directors and performance evaluation of the Board, its committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
4. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable 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. Formulation of criteria for evaluation of performance of independent directors and the Board;
6. Devising a policy on Board diversity;
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;

8. Opine on 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 and carrying out evaluation of every director's performance (including independent director);
9. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
10. Whether to extend or continue the term of appointment of an independent director, on the basis of the report of performance evaluation of independent directors;
11. Recommend to the board, all remuneration, in whatever form, payable to senior management, as deemed necessary;
12. The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that –
  - a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - c. 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;
13. Perform such functions as are required to be performed by the Compensation Committee, including the following:
  - a. Administration and superintendence of schemes;
  - b. Frame suitable policies and procedures to ensure that there is no violation of securities laws; and
  - c. Formulation of detailed terms and conditions of the schemes including:
    - i. the quantum of options, SARs, shares or benefits per employee and in aggregate under a scheme;
    - ii. benefits granted under the General Employee Benefits Scheme and Retirement Benefit Scheme;
    - iii. conditions for vesting in employees and lapse in case of termination of employment for misconduct;
    - iv. exercise period for employees to exercise the options or SARs, and that the same may lapse on any failure to exercise the same within the prescribed period;

- v. specified time period within which the employee shall exercise the vested options or SARs in the event of termination or resignation;
- vi. right of an employee to exercise all the options or SARs, as the case may be, vested in him at one time or at various points of time within the exercise period;
- vii. procedure for making a fair and reasonable adjustment to the entitlement including adjustment to the number of options/SARs and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard, the Committee shall follow the considerations laid down under Schedule I, Part B of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- viii. the grant, vesting and exercise of shares, options or SARs in case of employees who are on long leave;
- ix. the procedure for funding the exercise of options / SARs;
- x. determining the eligibility of employees to participate under the schemes;
- xi. procedure for buy-back of specified securities under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 issued under these regulations;

14. Carrying out any other activities as may be delegated by the Board of Directors of the Company functions required to be carried out by the Nomination and Remuneration Committee as provided under the Act, the Listing Regulations or any other applicable law, as and when amended from time to time.

#### F. CHARTER REVIEW

The charter will be subject to review by the Board from time to time.

#### G. MINUTES & REPORTING

The Committee will report to the Board with respect to the recommendations that the Committee deems appropriate from time to time. The Company Secretary shall maintain minutes of the meetings of the Committee, which shall be placed before the Board quarterly.

For Indegene Limited

(Formerly known as Indegene Private Limited)

**Srishti Kaushik**

Company Secretary & Compliance Officer

ICSI Membership No.: 21609



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