

HeidelbergCement India Limited

Terms of Reference of Nomination and Remuneration Committee

(Revised with effect from 01 April 2019)

The Terms of Reference of Nomination and Remuneration Committee, which are in accordance with the provisions of Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations, are as follows:-

- (a) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
 - (b) To formulate criteria for evaluation of performance of independent directors and the board of directors.
 - (c) To specify the manner for effective evaluation of performance of 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.
 - (d) To devise a policy on diversity of board of directors.
 - (e) To identify 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 of directors their appointment and removal.
 - (f) To recommend to the Board, 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.
 - (g) To recommend to the Board, all remuneration, in whatever form, payable to senior management personnel*.
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