



IFFCO KISAN LOGISTICS LIMITED

NOMINATION & REMUNERATION COMMITTEE CHARTER OF IFFCO KISAN LOGISTICS LIMITED(IKLL):

1. Purpose:

1.1 To assist the Board of Directors in fulfilling its responsibilities for identifying the list of criteria to be considered in choosing Directors and Key Managerial Personnel* of the Company and formulate a Remuneration Policy for the Company that attracts, retains and motivates Directors and Key Managerial Personnel.

1.2 To develop a process for the evaluation of performance of the Board, its Committees and Directors.

2. Authority:

2.1 The Nominations and Remuneration Committee is empowered to:

- Seek any information or explanation from Management that it considers necessary to fulfil its responsibilities.
- Interact, engage and consult external experts to fulfil its responsibilities, if required.

3. Composition:

3.1 The Nomination and Remuneration Committee shall consist of three or more Non Executive Directors out of which not less than one half shall be Independent Directors.

3.2 The Chairperson of the Board of Directors may be a member of the Nomination and Remuneration Committee, but shall not chair such Committee.

4. Meetings:

4.1 The Nomination and Remuneration Committee shall meet prior to the Board Meeting in which nominations to the Board are considered or remuneration is being decided. Further, the Committee can convene additional Meetings, as circumstances may require.



4.2 The Committee will invite Members of the Management Team or such other persons as it may consider necessary.

5. Responsibilities:

5.1 To identify persons who are qualified to become Directors, appointed in senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal,

5.2 Recommend to the Board a Remuneration Policy for the Company that attracts, retains and motivates Directors, Key Management Personnel and other employees.

5.3 It shall specify the manner for effective evaluation of performance of Board, its committees and Individual Directors by the Board or by itself and review its implementation and compliance.

6. Documentation:

6.1 Members of the Nomination and Remuneration Committee will be provided Agenda along with the required briefing materials.

6.2 Nomination and Remuneration Committee Meetings will be documented and Minutes provided to its Members.

7. Quorum:

7.1 Quorum for the Meeting of the Nomination & Remuneration Committee shall be a minimum of two Members or 1/3rd of the Members of the Nomination & Remuneration Committee, whichever is higher, but there should be minimum of two Independent Members present in the Meeting.



***Key Managerial Personnel** – u/s 2(51)of the Companies Act, 2013 means-

- i.)the Chief Executive Officer, or the Managing Director or the Manager,
- ii.)the Company Secretary,
- iii.)the Whole-Time Director,
- iv.)the Chief Financial Officer,
- v.)such other officer,not more than one level below the Directors who is in the whole-time employment, designated as Key Managerial Personnel by the Board
- vi.)such other officer as may be prescribed.