

NOMINATION & REMUNERATION COMMITTEE CHARTER
OF
R K SWAMY LIMITED

- a. For every appointment of an Independent Director, the 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:
 - (i) use the services of external agencies, if required,
 - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity, and
 - (iii) consider the time commitments of the candidates;
- b. formulation of criteria for evaluation of the performance of Independent Directors and the Board;
- c. devising a policy on diversity of the Board;
- d. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
- e. determining 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;
- f. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of the Company;
- g. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- g. recommending to the Board, all remuneration, in whatever form, payable to senior management;
- h. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- i. analyzing, monitoring and reviewing various human resource and compensation matters;
- j. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

- k. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.”