

Reliance Industrial Infrastructure Limited

Terms of Reference of Nomination and Remuneration Committee, *inter-alia*, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other Employees.
2. Formulation of the criteria for evaluation of performance of Independent Directors and the Board of the directors.
3. Devising a policy on Board Diversity.
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and or removal.
5. Consider extension or continuation of the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors.
6. Specifying 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.
7. Recommend/review remuneration of the Managing Director(s), Whole-time Director(s) based on their performance and defined assessment criteria.
8. Review information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
9. Review significant labour problems and their proposed solutions.
10. Review significant development in Human Resources / Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
11. Recommend to the board, all remuneration, in whatever form, payable to senior management.
12. Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable.

Approved by Board of Directors of the Company at their meeting held on July 11, 2018.