

DMCC SPECIALITY CHEMICALS LIMITED
(Formerly known as "The Dharamsi Morarji Chemical Company Limited")

Terms of Reference of Nomination and Remuneration Committee

- A. Role of nomination and remuneration committee :** Role of committee shall, 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 of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 2. 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.
 3. formulation of criteria for evaluation of performance of independent directors and the board of directors;
 4. devising a policy on diversity of board of directors;
 5. 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 of directors their appointment and removal.
 6. 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.
 7. Recommend to the board, all remuneration, in whatever form, payable to senior management.
 8. To do such act as specifically prescribed by Board and Carry out such functions, and is empowered to act, in terms of Companies Act 2013, read with rules framed there under and the Regulations framed by Securities Exchange Board of India, including any amendment or modification thereof.
- B. Composition and Meetings**
1. The Committee shall consist of minimum of three directors with all directors of the committee shall be non-executive directors; and at least **two-third**¹ of the directors shall be independent directors.

2. The Chairperson of the nomination and remuneration committee shall be an independent director.
3. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries. However, it shall be up to the chairperson to decide who shall answer the queries.
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.
5. The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.
6. The nomination and remuneration committee shall meet at least once in a year.

The above terms of reference shall be read in conjunction with the DMCC's Nomination and Remuneration Policy.

¹ Substituted by the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 w.e.f. 1.1.2022 (earlier Fifty percent)