



# Suven Pharmaceuticals Limited

## **Charter of the Nomination and Remuneration Committee**

*(Charter effective from November 12, 2024)*

### **Registered Office**

215 Atrium, C Wing, 8th Floor, 819-821,  
Andheri Kurla Road, Chakala,  
Andheri East, Chakala MIDC,  
Mumbai, Maharashtra, India, 400093  
Tel: +91 22 61539999

### **Corporate Office**

202, A Wing, Galaxy Towers,  
Plot No 1, Hyderabad Knowledge City,  
TSIIC Raidurg, Hyderabad,  
Telangana, India, 500081  
Tel: +91 40 23549414

Website: <https://suvenpharm.com/>

Email: [info@suvenpharm.com](mailto:info@suvenpharm.com)

## Charter of the Nomination and Remuneration Committee

### Objective

The Nomination and Remuneration Committee (the “Committee”) Charter is framed in compliance with the provisions of the Companies Act, 2013 read with Rules made thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee shall assist the Board in discharging its responsibilities as required under the applicable laws.

The role, responsibilities and powers of the Nomination and Remuneration Committee shall include matters set out in this Charter and such other items as may be delegated by the Board or prescribed under the applicable laws, as amended from time to time.

### Composition

- The Nomination and Remuneration Committee shall have minimum 3 (three) Directors as members.
- All members of the Committee shall be non-executive directors and at least two-thirds of the members shall be Independent Directors.
- The Chairperson of the Nomination and Remuneration Committee shall be an Independent Director. The Chairperson of the Company shall not chair the Committee.
- The Company Secretary shall act as Secretary to the Committee.

### Meeting and Quorum

- The Committee shall meet at least once in a year.
- The quorum for the meeting shall be one-third of the total strength or two members, whichever is greater, including at least one independent director.
- The Committee may invite such other executives, as it considers appropriate, to be present at the meetings.
- The Chairman of the Committee shall attend the Annual General Meeting and should be available to answer shareholder queries, if any.

### Role and Responsibilities

- 1) Review and recommend, the Board composition, structure and size (including the skills, knowledge, experience and diversity);
- 2) Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- 3) For appointment of an independent director, evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, formulate a description of the role and capabilities required of an independent director. For the purpose of identifying suitable candidates, the Committee may, use the services of an external agencies, if required; consider candidates from a wide range of backgrounds, having due regard to diversity; and consider the time commitments of the candidates, etc.;
- 4) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- 5) Devising a policy on diversity of Board of Directors;

- 6) Formulate criteria for evaluation of performance of independent directors and the Board of Directors;
- 7) 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;
- 8) Recommend 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;
- 9) Recommend to the Board, all remuneration, in whatever form, payable to senior management;
- 10) Review the Company's ESOP Scheme and recommend changes as necessary;
- 11) Oversee administration and implementation of the ESOP Scheme:
  - Grant Options to eligible employees, in consultation with the management; and
  - Allot shares when options are exercised;
- 12) Discharge such duties and functions as required in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 or any other applicable laws and the rules made thereunder from time to time;
- 13) Discharge such other functions as may be specifically delegated to the Committee by the Board from time to time.

## **Authority**

The Nomination and Remuneration Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

## **Reporting**

The Committee shall report on its activities, and summarize any recommendations; at the Board meeting.

## **Evaluation**

The Nomination and Remuneration Committee, if deemed necessary, may conduct a performance evaluation related to its purpose, duties, responsibilities and effectiveness and recommend, any changes, it considers necessary for the approval of the Board of Directors. The Committee may conduct such evaluation and reviews at such intervals and in such manner as it deems appropriate.

## **Review of Nomination and Remuneration Committee Charter**

The Nomination and Remuneration Committee charter shall be reviewed and reassessed by the Committee at such intervals as the Committee deems appropriate and recommendations, if any shall be made to the Board for approval of the same from time to time.

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*Approved by the Board of Directors on November 12, 2024*