

ACTIVE INFRASTRUCTURES LIMITED

(Formerly Known as Active Infrastructures Private Limited)

CIN: U45200MH2007PLC174506

Registered Office Address: Riaan Tower 10th Floor, Mangalwari Road, Sadar Bazar, Nagpur-440001, Maharashtra, India

Email Id: investorinfo@activeinfra.in, **Telephone No.:** +91 9604020000

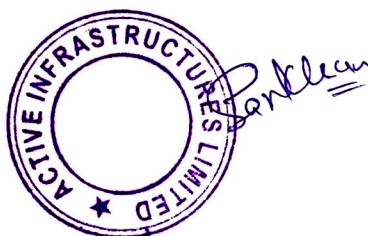
NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board pursuant to Section 178 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015 / Listing Regulations] be and is hereby re-constituted consisting of the following Members, viz.,

Mr. Gaurav sharma	Non-executive, Independent Director	Chairman
Mr. Akshay Thakkar	Non-executive, Independent Director	Member
Ms. Asha Sampath	Non-executive, Independent Director	Member
Mr. Shreyas Raisonni	Non-executive, Non-Independent Director	Invitee

and that the Company Secretary of the Company shall act as a Secretary of the Nomination and Remuneration Committee with a quorum requirement for each Nomination and Remuneration Committee meeting is of attendance of minimum two (2) members, against which at least two (2) shall be an independent directors and that the Nomination and Remuneration Committee shall act in accordance with the terms of reference specified which shall, inter-alia, includes—

- (a) 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 and shall carry out evaluation of every director's performance;
- (b) 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;
- (c) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (d) devising a policy on diversity of board of directors;
- (e) while formulating the policy under (b) above, ensure that
 - (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and



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(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

(iv) #Recommend to the board, the remuneration for the directors, key managerial personnel and other employees and in whatever form, payable to senior management.

Inserted in accordance with Part D of the Schedule II read with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

(f) such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and/or pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015 / Listing Regulations]

