

**Terms of Reference (“ToR”) of Nomination and Remuneration Committee of  
Amara Raja Energy & Mobility Limited**

1. To formulate 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 senior management and other employees as per Section 178 of the Act;
2. To formulate criteria and specify the manner for performance evaluation of Board, its committees and individual directors and review its implementation and compliance;
3. To devise a policy on diversity of board of directors;
4. To 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 and identify persons who are qualified to become directors in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
5. To consider and recommend to the Board whether to extend or continue the term of appointment of the any director, on the basis of the report of performance evaluation of such directors;
6. To establish/ review/ recommend / grant/ administer, in consultation with the management, incentive schemes including any employee stock option schemes, if any, under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, or any other applicable regulations, as amended from time to time;
7. To recommend to the board, all remuneration, in whatever form, payable to senior management;
8. Such other matters as may be required to discharge their responsibilities under the Act, rules thereunder and SEBI LODR as amended from time to time.