



ACCESS TO QUALITY AFFORDABLE MEDICINES

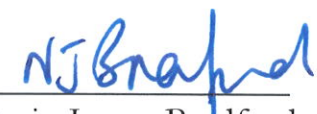
NOMINATION & REMUNERATION COMMITTEE CHARTER

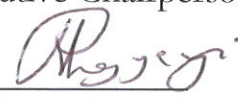
Reviewed and approved by the Board of Directors to be effective upon execution.

Executed this 13th day of February 2019

by


Emmanuel Katongole
Executive Chairperson


Nevin James Bradford
Chief Executive Officer


Prof Peter Mugenyi
Chairman Nomination and Remuneration Committee

1. PURPOSE OF THE CHARTER

The Nomination and Remuneration Committee of Cipla Quality Chemical Industries Limited (“Company”) operates within the governance structure of Cipla Ltd’s global governance framework. The Committee’s primary functions are to make recommendations to the Board on the following matters:

- a. The structure, size and composition of the Board and Board Committees;
- b. The necessary and desirable competencies, skills, knowledge and experience of Directors;
- c. The Board succession plans;
- d. The appointment, re-election and removal of Directors to the Board and Board Committees; and
- e. Determine and agree with the Board the framework or broad policy for the remuneration of the Company’s Chairperson, Executive Directors, Chief Executive Officer/General Manager and any other members of Executive Management, including the Head of Finance/Chief Financial Officer.

2. MEMBERSHIP, TERM AND VOTING

- a. The members of the Committee shall be appointed by the Board, consisting preferably entirely but at least mainly of independent and non-executive directors. A quorum shall be two members.
- b. The Chairperson of the Committee shall be an independent non-executive Director, appointed by the Board.
- c. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination and Remuneration Committee. The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a Director of the Board.
- d. Appointments to the Committee shall be for a period of up to two years, extendable by no more than two additional two-year periods, with

Committee members generally being eligible for re-appointment for as long as they remain Directors. The effect of ceasing to be a Director of the Board is an automatic termination of an appointment as a member of the Committee. A member who wishes to terminate their services with the Committee before end of a particular term shall notify the Board of their intention to resign the position through the Chairman of the Committee.

- e. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Directors present and voting, and any such decision shall for all purposes be deemed a decision of the Committee.
- f. In the case of equality of votes, the Chairperson of the meeting, in addition to his deliberative vote, shall have a casting vote.
- g. The Chief Executive Officer and Chairman of the Board may attend Committee meetings, by invitation, for most business but shall excuse himself while his remuneration is considered.

3. SECRETARY AND MINUTES

- a. The Company Secretary shall be the Secretary of the Committee and the minutes of meetings of the Committee shall be made available to all members of the Board, unless in the opinion of the Committee Chairperson it would be inappropriate to do so.
- b. The Company Secretary shall ensure that the Committee receives information and documentation at least seven working days before the meeting to enable full and proper consideration being given to the issues.

4. ATTENDANCE AND FREQUENCY OF MEETINGS

- a. Meetings of the Committee shall be called by the Company Secretary, at the request of the Committee Chairperson. The Secretary shall prepare an agenda for each meeting, to be agreed by the Chairperson of the