

**TERMS OF REFERENCE OF THE NOMINATION AND REMUNERATION COMMITTEE OF STERLITE GRID 5
LIMITED**

Adopted by the Board of Directors on March 31, 2025

The terms of reference of the Nomination and Remuneration Committee shall be as under:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. Devising a policy on Board diversity;
- iv. 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 their appointment and removal;
- v. Administration of Employee Stock Option Scheme(s), if any.
- vi. Reviewing and recommending the remuneration of Executive Directors of the Company.
- vii. Undertake any other activity in this regard as may be required by the Companies Act, 2013 or the Rules, from time to time.
- viii. To do all acts, deeds and things as may be necessary for effective implementation of the foregoing acts.