

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S. ZIRCON TECHNOLOGIES (INDIA) LIMITED HELD ON MONDAY, 16TH JULY, 2018 AT 03:00 P.M AT NO-2B-1226 G D COLONY MAYUR VIHAR PH-III NEW DELHI DL 110096 IN.

CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE

RESOLVED THAT a committee of the Board be and is hereby constituted to be named as 'Nomination and Remuneration Committee' (the "Nomination and Remuneration Committee") in compliance with the requirements of the Securities and Exchange Board of India Act, 1992, as amended (including, in each case, any statutory modification or re-enactment of such laws for the time being in force) and the applicable rules, regulations, guidelines and circulars promulgated there under and as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 178 of the Companies Act 2013, as amended, and any other applicable law, as under:

Composition of the Committee:

1. **Mr. Ashwani Kumar Punn**, Non-Executive, Independent Director (Chairman);
2. **Mr. Pramod Agarwal**, Non-Executive, Independent Director (Member); and
3. **Mr. Tilak Raj Sondhi**, (Member).

Terms of Reference for the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall be responsible for, among other things, as may be required by the stock exchanges from time to time, the following:

- 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;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity; and
- 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.

- Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent each is applicable; or
 - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
- Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.”

RESOLVED FURTHER THAT, the Nomination and Remuneration Committee shall have the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and shall have power to obtain external professional advice, if necessary.

RESOLVED FURTHER THAT, the quorum for each meeting of the Nomination and Remuneration Committee shall be two members present.

RESOLVED FURTHER THAT, Mr. Sanjeev Sondhi(DIN:01053263), be and is hereby authorized to take all steps for giving effect to the aforesaid Resolution including filing of the necessary forms with the ROC.

CERTIFIED TRUE COPY
For M/s. ZIRCON TECHNOLOGIES (INDIA) LIMITED

(SANJEEV SONDHI)

Director

DIN:01053263

ADD:E-703, PAVITRA APARTMENT,
VASUNDHRA ENCLAVE MAYUR VIHAR,
PHASE-III DELHI 110096 DL IN