



WELTERMAN INTERNATIONAL LIMITED

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted by our Directors. This Committee is responsible for the oversight of executive compensation. The Nomination and Remuneration Committee consists of the following members:

SR. NO.	NAME OF THE MEMBER	NATURE OF DIRECTORSHIP	DESIGNATION IN COMMITTEE
1.	Shri Mihir M. Bhatia	Non-Executive Independent Director	Chairman
2.	Ms. Shamim Sheikh	Promoter Non-Executive Director	Member
3.	Shri L S Kotian	Non-Executive Independent Director	Member

The terms of reference of the Nomination and Remuneration Committee are as follows:

1. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - a) The Securities and Exchange Board of India (Insider Trading) Regulations, 1992; or
 - b) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995.
2. Determine on behalf of the Board and the shareholders, our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment;
3. Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the ESOP Guidelines, in particular, those stated in Clause 5 of the ESOP Guidelines; and
4. Such other matters as May, from time to time, be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The Company Secretary of Our Company acts as the secretary to the Committee.