



BENGAL ENERGY LIMITED

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION

The Nomination and Remuneration Committee (NRC) constituted by the Company is in accordance with Section 178(3) of the Companies Act, 2013, as and when amended.

2. DEFINITIONS

- i. "Act"** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- ii. "Board"** means Board of Directors of the Company.
- iii. "Directors"** mean Directors of the Company.
- iv. "Key Managerial Personnel"** means
 - a. Chief Executive Officer or the Managing Director or the Manager;
 - b. Company Secretary
 - c. Whole-time director;
 - d. Chief Financial Officer;
 - e. Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board and
 - f. Such other officer as may be prescribed by the Ministry of Corporate Affairs, Government of India from time to time.
- v. "Senior Management"** mean Personnel of the Company who are members of its core management team excluding Board of Directors and normally this shall comprise all members of the management one level below the Chief Executive Officer (CEO)/Managing Director (MD)/Whole time Director (WTD)/Manager (including CEO/Manager, in case they are not part of the Board) and shall specifically include Company Secretary and Chief Financial Officer.

3. ROLE OF COMMITTEE

A. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:



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- i.** Formulate framework and/or policy for remuneration, terms of employment and any changes, including service contracts, remuneration, policy for and scope of pension arrangements, etc for Executives and reviewing it on a periodic basis;
- ii.** Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Executives.
- iii.** Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- iv.** Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel and carry out evaluation of every director's performance.
- v.** The evaluation of independent directors shall be done by the entire Board of directors which shall include:
 - (a) performance of the directors; and
 - (b) fulfillment of the independence criteria as per the Act and their independence from the management:

Provided that in the above evaluation, the directors who are subject to evaluation shall not participate

B. Policy for appointment and removal of Director, KMP and Senior Management

i. Appointment criteria and qualifications

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.

A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.



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ii. Term/Tenure

Managing Director/Whole-time Director

The Company shall appoint or re-appoint any person as its Chairman, Managing Director or Executive Director or Whole time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

iii. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly) unless otherwise prescribed by competent authorit(ies) in this behalf by further amendments in rules/regulations/acts.

iv. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a



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Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

v. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

C. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

i. General:

The remuneration to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration shall be subject to the prior/post approval of the shareholders of the Company or the Central Government, wherever required.

The remuneration to be paid to the Whole-time Director shall be in accordance with the Articles of Association of the Company and as per the provisions of the Act.

Increments to the existing remuneration may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director and as per the prevailing act read with the respective rules.

Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

D. Remuneration to Managing Director/Executive Director/KMP and Senior Management Personnel:

Fixed pay:

The Managing Director/Executive Directors/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration and perquisites as may



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be approved by the Board on the recommendation of the Committee. The statutory and retrial benefits shall be paid as per the applicable laws.

The remuneration to be paid to the Managing Director/Executive Directors shall be paid on recommendation of the Committee and approved by the shareholders or the Central Government, wherever required.

Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director/ Executive Director in accordance with the provisions of part-II of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

Provisions for excess remuneration:

If any Managing Director/Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Shareholders' approval

The fees or compensation payable to any Managing Director or Whole Time Director or Manager, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

(i) the annual remuneration payable to any one such director exceeds 5 per cent of the net profits of the Company ; or

(ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds collectively 10 per cent of the net profits of the Company:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

Explanation: For the purposes of this clause, net profits shall be calculated as per section 198 of the Companies Act, 2013.



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E. Remuneration to Non- Executive/Independent Director:

Shareholders' approval

The approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds one per cent of the net profits of the Company, if there is a Managing or Whole Time Director or Manager, three percent of the net profits of the Company in any other case.

Sitting fees

The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Commission

No Commission shall be paid.

Stock Options

An Independent Director shall not be entitled to any stock option of the Company.

4. MEMBERSHIP

The Members of the Committee shall be appointed by the Board and shall comprise three or more non-executive directors out of which not less than one-half shall be independent directors. Any fraction in the one-half shall be rounded off to one.

Membership of the Committee shall be disclosed in the Annual Report.

Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

Chairperson of the Committee shall be an Independent Director.

Chairperson of the Company (whether executive or non-executive) may be appointed as a member of the Committee but shall not be a Chairman of the Committee.



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In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. QUORUM

The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one-third of the members of the committee whichever is greater, but shall have one independent director in attendance.

7. FREQUENCY OF MEETINGS

The Nomination and Remuneration Committee shall be held at such regular intervals as may be required.

8. COMMITTEE MEMBERS' INTERESTS

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

9. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

10. VOTING

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

In the case of equality of votes, the Chairman of the meeting will have a casting vote.

11. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- i.** Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;



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- ii. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the guidelines provided under the Act;
- iii. Identifying and recommending Directors who are to be put forward for retirement by rotation.
- iv. Determining the appropriate size, diversity and composition of the Board;
- v. Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- vi. Evaluating the performance of the Board members in the context of the Company's performance from business and compliance perspective;
- vii. Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- viii. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- ix. Recommend any necessary changes to the Board; and
- x. Considering any other matters, as may be requested by the Board.

12. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- i. To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- ii. To recommend the remuneration of the Senior Management including key managerial personnel of the Company.
- iii. To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- iv. To consider any other matters as may be requested by the Board.



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13. OBJECTIVE

The Key Objectives of the Committee are:

- i.** To guide the Board in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- ii.** To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- iii.** To recommend to the Board all Remuneration, in whatever form, payable to the Directors, Key Managerial Personnel and Senior Management.
- iv.** To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- v.** To devise a policy on Board diversity.

14. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be recorded and signed by the Chairman of the Committee as per provisions of the Companies Act 2013 and applicable secretarial standard. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

15. SUPPLEMENTARY PROVISIONS

This Policy shall formally be implemented from the date on which they are adopted pursuant to a resolution of the Board of Directors or their delegated committee.

Any matters not provided for in this Policy shall be handled in accordance with relevant State laws and regulations and the Company's Articles of Association. If this Policy conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant state laws and regulations and the Company's Articles of Association shall prevail, and this Policy shall be amended in a timely manner and submitted to the Board of Directors for review and adoption.

The right to interpret this Policy vests in the Board of Directors of the Company.



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16. AMENDMENTS TO THIS POLICY

The Board of Directors which expression shall include delegated committee shall have the power to amend any of the provisions of this policy, substitute any of the provisions with a new provision or replace this policy entirely with a new policy.

This policy shall be effective from 1st April, 2019 and it shall be hosted on the website of the Company www.bengalenergy.in.