

Revised Charter of Nomination and Remuneration Committee

Amended Charter for the Nomination and Remuneration Committee of the Board of Directors of BPL Limited

A. OBJECTIVES

A Nomination and Remuneration Committee (“Committee”) is central to the effective functioning of the Board. The purpose of this Committee shall be to assist the Board in;

- identifying potential candidates to become Board members;
- 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 and shall carry out evaluation of every director’s performance
- determining the composition of the Board of Directors and the sub-committees of the Board and addressing issues of Board diversity
- periodic review of Company’s Corporate Governance Guidelines
- implementing policies and processes relating to corporate governance principles
- Formulation of criteria for evaluation of Independent Directors and the Board
- ensuring that appropriate procedures are in place to assess Board membership needs and Board effectiveness
- Developing and recommending to the Board of Directors for its approval an annual evaluation process of the Board and its Committees.
- Formulating the Disclosure Policy, its review and approval of disclosures; Overseeing Disclosure Committee’s functions and responsibilities
- to assist the Board’s overall responsibility relating to executive compensation and recommend to the Board appropriate compensation packages for wholetime Directors and Senior Management personnel in such a manner so as to attract and retain the best available personnel for position of substantial responsibility with the Company and .
- Overall responsibility of approving and evaluating the compensation plans, policies and programs for Whole-time Directors, Key Managerial Personnel and Senior Management.
- The Committee shall also make sure that the Company’s compensation packages, Human Resources practices and programs are competitive and effective in motivating highly qualified personnel and establish a suitable relationship between compensation and performance.

B. ROLE OF THE COMMITTEE:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- 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 of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

C. MEMBERSHIP

The Committee shall consist of a minimum of three or more non-executive Directors out of which one-half shall be independent Directors. The chairperson may be appointed as a member of the Committee, but shall not chair such Committee. The independent Directors of the Committee shall meet the “independence” requirements of the listing standards of the Indian Stock Exchange Listing Agreement.

D. RESPONSIBILITIES AND DUTIES

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board of Directors may from time to time prescribe and as may be required to be undertaken in terms of any statutory or regulatory requirements.

E. BOARD GOVERNANCE AND NOMINATION

Responsibilities relating to the Board/Company

a) Assisting the Board in;

- annually reviewing the composition of each Committee and present recommendations for Committee memberships to the Board as appropriate, including selection of Chairman and Members for each of the committees of the Board.
- Formulating the desired/preferred board skills, attributes and qualifications for selecting new directors and to review these skill-sets with the Board periodically - Conducting searches for prospective board members whose skills and attributes reflect the requirements those desired.
- Evaluating the selection process of the prospective board members and making recommendation of the proposed nominees for election to the Board of Directors

including to fill vacancies on the Board occurring between annual general meetings of the shareholders.

- Evaluating and making recommendations to the Board regarding director retirements and directors' offer to resign due to changes in circumstances, in accordance with the Company's bylaws and Corporate Governance Guidelines of the Company.
- Evaluating and recommending termination of membership of individual directors in accordance with the Board's corporate governance guidelines, for cause or for other appropriate reasons.
- Coordinating and overseeing the annual self-evaluation of the performance of the Board and of individual directors.
- Developing the future requirements for the Board as well as its Committees and making recommendations to the Board regarding Company's overall Corporate Governance effectiveness.
- Developing and overseeing the execution of a formal Board member capacity building program, including such elements as orientation of new members, and continuing education and training, and a mentoring program with senior Board members.
- Annually presenting to the Board a list of individuals recommended for nomination for election to the Board at the annual general meeting of shareholders.

b) Other responsibilities

- The Committee shall coordinate and approve Board and Committee meeting schedules, if required.
- The Committee shall consider matters of corporate governance and to review, at least annually, the corporate governance guidelines of the Company and the Committee's Charter and recommend changes as necessary.
- The Committee shall review and assess its performance on an annual basis.
- The Committee shall report to the Board of Directors its conclusions with respect to the various matters including recommendations, if any, that the Committee has considered at the next meeting of the Board of Directors.
- The Committee shall disclose the criteria for performance evaluation, as laid down by the Board Governance, Nomination and Compensation Committee, in Company's Annual Report.
- The Committee shall review compliance with the Corporate Governance guidelines of the Company.
- The Committee shall review annually and recommend to the Board the Company's annual Corporate Governance report under Clause 49 of the Listing Agreement for disclosure in the Annual Report.
- The Committee shall work with Chairman to plan for CEO/ Whole time Directors/Key Managerial Personnel/Senior Management succession including plans for interim succession in the event of an unexpected occurrence and submit an annual report to the Board to nominate potential successors to CEO/ whole time directors/Key Managerial Personnel/Senior Management personnel.
- The Committee shall perform any other activities in line with this Charter, Company's bylaws, Corporate Governance guidelines as the Board feels appropriate and delegates to the Board Governance, Nomination and

Compensation Committee including activities and as may be required to be undertaken in terms of any statutory or regulatory requirements.

- The Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting, to answer the shareholders' queries. However, the Chairman of the Company can decide who should answer the queries.

F. COMPENSATION

1. Goals and Objectives

Assisting the Board in;

- a. Reviewing and approving corporate goals and objectives.
- b. Evaluating the performance of the Whole-time Director in the light of these established goals and objectives.
- c. 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.
- d. Recommending to the Board for approval of the annual compensation level of Whole-time Director (s), Key Managerial Personnel and Senior Management including grant of stock options based on this evaluation.
- e. The Nomination and Remuneration Committee shall, while formulating the remuneration policy ensure that—
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;*
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and*
 - c. remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:*
- f. Discharging the Board's responsibilities relating to compensation payable to the Whole-time Directors including payment of (i) annual base salary (ii) annual bonus, including any specific goals and amounts linked to performance (iii) equity compensation and (iv) employment agreements, severance agreements and change in control agreements, and (v) any other benefits, compensation or arrangements
- g. The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

2. Compensation of Key Managerial Personnel and Senior Management Personnel

- a. The term “Key Managerial Personnel” and “Senior Management Personnel” means to include all personnel as defined under Companies Act, 2013 and Clause 49 of the Listing Agreement with Indian Stock Exchanges.
- b. The Committee shall evaluate the performance of Key Managerial Personnel and Senior Management Personnel and shall approve annual compensation including grant of stock options for such members, in consultation with the Chairman of the Company. The Committee shall also provide oversight of management’s decisions regarding performance and compensation of other employees.
- c. Discharging the Board’s responsibilities relating to compensation payable to the Key Managerial Personnel and Senior Management Personnel including payment of (i) annual base salary (ii) annual bonus, including any specific goals and amounts linked to performance (iii) equity compensation and (iv) employment agreements, severance agreements and change in control agreements, and (v) any other benefits, compensation or arrangements.
- d. The Committee shall disclose the policy and criteria of remuneration as part of Board’s Report in Company’s Annual Report.

3. Relating to Incentive Compensation Plan and Equity based plan

Acting as Administrator (as defined therein) of the Company's Employee Stock Option Plans/Restricted Stock Unit Plans and Employee Stock Purchase Plans drawn up from time to time and administering, within the authority delegated by the Board of Directors and within the terms and conditions of the said Plans.

Relating to Compensation & Benefits Plan

- Reviewing and making recommendations to the Board of Directors regarding any other plans including Deferred Compensation Plan that are proposed for adoption or adopted by the Company for the provision of Compensation & Benefits to Whole-time Directors, Key Managerial Personnel and Senior Management Personnel of the Company.
 - Reviewing and overseeing Company’s employee benefit programs including deferred benefits plans and retirement plans.
4. The Committee shall perform any other activities in line with this Charter, Company’s bylaws, Corporate Governance guidelines as the Board feels appropriate and delegates to the Board Governance, Nomination and Compensation Committee including activities and as may be required to be undertaken in terms of any statutory or regulatory requirements.
 5. The Committee shall perform an annual evaluation on its performance, using the established procedures by Nomination and Remuneration Committee.

G. RETAINING A SEARCH OR CONSULTING FIRM

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem fit in its sole discretion. The Committee shall have the authority to approve related fees and other terms. Any communications between the Committee and the external legal counsel in the course of obtaining legal advice will be considered as attorney-client (company) privileged communication and the Committee shall take all necessary steps to preserve the privileged nature of those communications.

The Committee members may if they so desire and at their sole option take the assistance of a Compensation Consultant for evaluation of Compensation payable to Whole-time Directors, Key Managerial Personnel and Senior Management Personnel as well as approve the firm's fees and other terms. The Compensation Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. Any communications between the Committee and the external legal counsel in the course of obtaining legal advice will be considered as attorney-client (company) privileged communication and the Committee shall take all necessary steps to preserve the privileged nature of those communications.

The Committee shall have full access to Company's records, its employees and external advisors as necessary to perform its duties.

H. MEETINGS

The Committee will meet as and when the requirement arises. The Committee members shall be furnished with the copies of minutes of each meeting. The Committee may meet in person or through other methods like video conferencing, audio conferencing etc. as may be permitted by law, from time to time.

I. CIRCULAR RESOLUTION

The decisions to be taken by the Committee members may be taken by way of a circular resolution wherever it is not possible to have a meeting of the Committee members.

J. REPORT

The Committee shall report to the Board at its next Board meeting, which will be incorporated as a part of the minutes of the Board of Directors meeting.

K. MINUTES

The Company Secretary will maintain minutes of its meetings, which will be submitted to the Board for noting.

**Amended by the Board of Directors vide Resolution passed on 9th November, 2015.*
