



**WEST BENGAL POLICE HOUSING & INFRASTRUCTURE  
DEVELOPMENT CORPORATION LIMITED**

**NOMINATION & REMUNERATION POLICY**

## **WBPHIDCL NOMINATION & REMUNERATION POLICY**

This Nomination and Remuneration Policy (the “Policy”) of West Bengal Police Housing & Infrastructure Development Corporation Limited (WBPHIDCL) has been formulated in compliance with Section 178 of Companies Act, 2013 read along with applicable rules thereto, as amended from time to time.

### **1. Definitions:**

- (i) “**Board**” means the Board of Directors of the Company;
- (ii) “**Company**” means West Bengal Police Housing & Infrastructure Development Corporation Limited;
- (iii) “**Committee**” means Nomination and Remuneration Committee of the Company as constituted or re-constituted by the Board, in accordance with the Act;
- (iv) “**Directors**” mean directors of the Company appointed by Governor of West Bengal;
- (v) “**Independent Directors**” mean directors appointed by Governor of West Bengal as independent directors as per section 149(6) of Companies Act, 2013 read with MCA notification G.S.R 463(E) dated 05.06.2015;
- (vi) “**Key Managerial Personnel**” shall mean the Company Secretary and the Chief Financial Officer of the company as provided in section 2(51) of Companies Act, 2013 r/w MCA notification G.S.R. 463(E) dated 05.06.2015.
- (vii) “**Remuneration**” means any money or its equivalent given or passed to any persons for services rendered by him and includes perquisites as defined under Income Tax Act, 1961;
- (viii) “**Senior Management**” means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of the management one level below the executive directors, including the functional heads;
- (ix) “**Selection Committee**” means a committee entrusted with the task of conducting selection test and/or viva-voce and as defined in Recruitment By-Laws of the Company.

### **2. Objectives:**

The objective and purpose of the Committee are,

- (i) To guide the Board in relation to appointment of senior management in the Company.
- (ii) To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate employees of quality required by the Company.
- (iii) To formulate criteria for determining qualifications, competencies, positive attributes for appointment and recommend to the Board policies relating to remuneration of senior management.

### **3. Composition:**

The Committee shall comprise of at least three non-executive directors as members of the Committee and not less than one half shall be independent directors.

One member shall be elected as Chairman of the Committee by the Board or by the members themselves, by majority vote. The Chairman of the Board can be a member of the Committee but cannot be elected as chairman of the Committee. The Company Secretary shall act as Secretary of the Committee in its meetings.

The Chairman of the Committee, or in his absence any member authorised by him, shall attend the General Meetings of the Company.

### **4. Meetings**

The Committee shall meet periodically as deemed fit by it.

The Committee may invite such of the executives, as it considers appropriate, to be present at the meetings. The right to vote shall vest only in the members of the Committee.

The Financial Advisor and Chief Accounts Officers shall be a permanent invitee in meetings of the Committee.

### **5. Applicability**

The Policy is applicable on Senior Management of the Company other than Directors, Financial Advisor or other officials/employees appointed by Governor of West Bengal.

[Explanation:

- a. The Companies Act, 2013 provides that the Committee shall be responsible for recommending to the Board regarding appointment, removal, remuneration, and reviewing performance of directors, key managerial personnel and senior management of a Company. However, government companies have been exempted for appointment, remuneration, removal and performance review of directors except with regard to appointment of senior management and other employees vide MCA notification G.S.R.463(E) dated 05.06.2015.
- b. Senior management will include Chief Financial Officer, Chief Engineer, Additional/Assistant Chief Engineers, Chief Personnel & Administrative Officer and Company Secretary.
- c. In WBPHIDCL, Financial Advisor & Chief Accounts Officer has been designated as Chief Financial Officer]

### **6. Policy for Appointment of Senior Management**

- (a) *Appointment criteria and qualifications*

- (i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as senior management level and recommend to the Board his/her appointment.
- (ii) A person to be appointed in senior management level should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has to decide whether qualification, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.
- (iii) The Committee may direct the *Selection Committee* of the Company to conduct exams and interviews, as required, for selection of candidates and report to the Committee with list of selected candidates on the basis of their merits. The Committee may supervise the entire selection process as it deems fit.
- (iv) The Committee may obtain outside legal or professional advice or services as it desires for efficiently executing its responsibilities.
- (v) The Committee may refer to Recruitment By-Laws and Service Conduct Rules of the Company, etc. for considering appointment, qualifications and other criteria.

(b) *Term / Tenure*

Employees may be appointed on deputation from Government and/or on contractual and/or permanent basis through open advertisement, as and when required. The term may be decided by the Committee on the basis of requirement of the Company and, wherever applicable, as per the provisions of Companies Act, 2013 and Rules made thereunder or any other act at the time being in force in India.

(c) *Retirement*

- (i) The senior management of the Company on deputation shall retire as per government rules and others shall retire as per the applicable provisions of Companies Act, 2013 and the prevailing policy of the Company.
- (ii) The Board will have the discretion to retain such senior management personnel in the same position/ remuneration or otherwise, even after attaining the retirement age, for benefit of the Company.

7. **Review of the Policy:**

The adequacy of this Policy shall be reviewed and reassessed by the Committee and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about to the regulatory framework, from time to time.

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