

**BENTLEY COMMERCIAL ENTERPRISES LIMITED**

**NOMINATION AND REMUNERATION POLICY**

*(Effective from August 29, 2025)*

## NOMINATION AND REMUNERATION POLICY

### 1. Purpose and Scope

This Nomination and Remuneration Policy (“**Policy**”) of Bentley Commercial Enterprise Limited (“**Company**”) has been adopted pursuant to Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“**Listing Regulations**”) and Section 178(3) of the Companies Act, 2013 (as amended from time to time) (“**Act**”).

This Policy has been formulated by the Company keeping in view the following objectives:

- (a) To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to successfully run the Company;
- (b) To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) To ensure that remuneration paid to directors, key managerial personnel, Senior Management (*as defined below*) and employees involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goal.

### 2. Terms and Definitions

For the purposes of this Policy:

“**Senior Management**” means officers/personnel of the Company who are members of its core management team, excluding the Board of Directors of the Company (“**Board**”) and including all members of management one level below the chief executive officer/managing director/whole time director/manager of the Company (and including chief executive officer and manager of

the Company, in case they are not part of the Board) and specifically including the company secretary, chief financial officer, and the functional heads of the Company.

### 3. Oversight and Management

The Board has constituted the Nomination and Remuneration Committee (“**Committee**”) for the formulation, oversight and review of the Policy. The Committee shall at all times consist of at least 3 (three) directors as members, all of which are required to be non-executive directors and at least 2/3<sup>rd</sup> (two-thirds) of the directors are required to be independent directors. The quorum for a meeting of the Committee shall be the greater of 2 (two) members or 1/3<sup>rd</sup> (one third) of the members of the Committee, including at least 1 (one) independent director in attendance, and the Committee shall meet at least once in a year. The chairperson of such committee shall be an independent director, provided that the chairperson of the Company may be appointed as a member of the Committee, but shall not be the chairperson of the Committee. The role of the Committee, *inter alia*, includes the following:

- (a) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the appointment and remuneration of the directors, key managerial personnel, Senior Management and other employees;
- (b) evaluating the balance of skills, knowledge and experience on the Board, and on the basis of such evaluation, preparing a description of the role and capabilities required of an independent director, by (i) the use of the services of external agencies, if required, (ii) considering candidates from a wide range of backgrounds, having due regard to diversity; and (iii) considering the time commitments of the candidates;
- (c) formulating criteria for evaluation of performance of independent directors and the Board;
- (d) devising a policy on diversity of Board;

- (e) 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;
- (f) deciding whether to recommend to the Board the extension or to continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (g) recommending to the Board, all remuneration, in whatever form, payable to Senior Management; and
- (h) developing a succession plan for the Company which is to be reviewed and approved by the Board on a regular basis.

#### **4. Policy relating to appointment and removal of directors, key managerial personnel, and Senior Management**

##### **A. Appointment criteria and qualifications**

The Committee shall ascertain the integrity, qualification, expertise and experience of the person identified for appointment as directors, key managerial personnel or Senior Management and recommend to the Board their appointment.

- (i) A person, to be appointed as director, key managerial personnel or Senior Management should possess a reputation for integrity, expertise and insights in sectors / areas relevant to the Company and an ability to contribute to the Company's growth.
- (ii) The appointment of a director shall be made in accordance with conditions, if any, prescribed by any of the statutory authorities from time to time, as applicable to the Company.

## **B. Term/ Tenure**

### **(i) Managing Director / Whole-time Director**

The Company may appoint or re-appoint any person as its managing director or whole-time director for a term not exceeding 5 (five) years at a time. No re-appointment shall be made earlier than 1 (one) year before the expiry of term.

### **(ii) Independent Director**

An independent director shall mandatorily hold office for a term up to 5 (five) consecutive years on the Board and will be eligible for re-appointment in the manner as specified under the Act and Listing Regulations. No independent director shall hold office for more than 2 (two) consecutive terms, but such independent director shall be eligible for appointment after expiry of 3 (three) years of ceasing to become an independent director. An independent director shall not, during the said period of 3 (three) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. 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 applicable regulations in force.

## **C. Removal**

Due to reasons for any disqualification mentioned in the Act, any other applicable laws or the rules and regulations made thereunder, the Committee may recommend to the Board with reasons recorded in writing, the removal of a director, key managerial personnel or Senior Management in accordance with the provisions of the applicable law. A director, key managerial personnel or Senior Management may also be removed as per the terms of the contract or arrangement entered into with such director, key managerial personnel or Senior Management by the Company, or as per the decision of the Board.

#### D. Retirement

The directors, key managerial personnel and Senior Management of the Company shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. Subject to applicable law, the Board will have the discretion to retain a director, key managerial personnel, Senior Management in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

#### E. Vacancy

- (i) Directors: Any vacancy in the office of a director shall be filled by the Company at the earliest and in any case not later than three months from the date such vacancy. Further, any vacancy on account of the expiration of the term of office of a director shall be filled by the Company not later than the date of such vacancy. This provision shall not be applicable and the Company will not be required to fill the vacancy, if the requirements in relation to the composition of the Board as per the Listing Regulations are fulfilled without filling such vacancy.
- (ii) Key Managerial Personnel: Any vacancy in the office of the chief executive officer, managing director, whole time director or manager is to be filled by the Company at the earliest and not later than 3 (three) months from the date of such vacancy. Any vacancy in the office of the chief financial officer shall be filled by the Company at the earliest and in any case not later than three months from the date of such vacancy. The Company shall not fill such vacancy by appointing a person in interim capacity unless such appointment is made in accordance with the laws applicable in case of a fresh appointment to such office and the obligations under such laws are made applicable to such person. Provided that where the Company is required to obtain approval of regulatory, government or statutory authorities to fill up such vacancies, then the vacancies shall be filled up by the Company at the earliest and in any case not later than six months from the date of vacancy.

- (iii) Compliance Officer: Any vacancy in the office of the compliance officer of the Company shall be filled by the Company at the earliest and in any case not later than 3 (three) months from the date of such vacancy. The Company shall not fill such vacancy by appointing a person in interim capacity, unless such appointment is made in accordance with the laws applicable in case of a fresh appointment to such office and the obligations under such laws are made applicable to such person.

## **5. Succession planning for directors, key managerial personnel and Senior Management**

The Committee shall present to the Board on a periodic basis, succession plans for appointments to the Board, key managerial personnel and Senior Management based on various factors such as current tenure, outcome of performance evaluation, Board diversity and business requirements.

## **6. Policy relating to remuneration for directors, key managerial personnel, Senior Management and other employees**

### **A. General principles:**

- (i) The remuneration to be paid to directors, key managerial personnel and Senior Management of the Company shall be determined by the Committee and recommended to the Board for approval.
- (ii) The remuneration to be paid to the directors, key managerial personnel and Senior Management of the Company shall be in accordance with the applicable provisions of the Listing Regulations, and the Act and all rules and regulations made thereunder.
- (iii) The remuneration and remuneration policies for directors, key managerial personnel, Senior Management and other employees shall have regard to the need to (a) attract and motivate talent to pursue the Company's long term growth; (b) demonstrate a clear relationship between executive compensation and performance; (c) be consistent with recognised best practices; (d) reflect the size of the Company, complexity of the sector/ industry / Company's operations

and the Company's capacity to pay; (e) have regard to best governance practices and legal requirements; and (f) balance between fixed and incentive pay reflecting short and long-term performance objectives as appropriate for the Company and its goals.

**B. Remuneration for non-executive directors and independent directors:**

- (i) The remuneration payable to each non-executive director and independent director shall be based on the remuneration structure as determined by the Board, as may be revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Listing Regulations, and the Act. The Board on the recommendation of the Committee shall review and approve the remuneration payable to the non-executive and independent directors of the Company within the overall limits approved by the shareholders.
- (ii) The non-executive and independent directors of the Company shall be entitled to sitting fees for attending the meetings of the Board and the committees thereof as may be decided by the Board from time to time.
- (iii) However, the independent directors shall not be entitled to any employee stock options or any other stock incentive of the Company.

**C. Remuneration for executive directors:**

- (i) The Board, on the recommendation of the Committee, shall review and approve the remuneration payable to the executive directors of the Company in compliance with the provisions of the Listing Regulations and the Act.
- (ii) The remuneration structure of the executive directors of the Company may include the following components:
  - (a) basic pay;
  - (b) perquisites, benefits and allowances;

- (c) stock options;
- (d) retiral benefits;
- (e) annual performance bonus;
- (f) other agreed fixed and/or variable pay; and
- (g) any other elements of compensation approved by the Committee.

**D. Remuneration for key managerial personnel and Senior Management:**

- (i) The Board, on the recommendation of the Committee, shall review and approve the remuneration payable to the key managerial personnel and the Senior Management of the Company.
  
- (ii) The remuneration structure of the key managerial personnel and Senior Management of the Company may include the following components:
  - (a) basic pay;
  - (b) perquisites, benefits and allowances;
  - (c) stock options;
  - (d) retiral benefits;
  - (e) annual performance bonus;
  - (f) other agreed fixed and/or variable pay; and
  - (g) any other elements of compensation approved by the Committee.

**E. Remuneration for other employees:**

Employees shall be assigned grades according to their qualifications, work roles, work experience, competencies and other criteria as may be prescribed by the Board or the Committee or any person delegated for such purpose. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

**7. Board Diversity**

- (a) The Company acknowledges the importance of diversity in its broadest sense in the boardroom as a driver of Board effectiveness. Diversity encompasses diversity of perspective, experience, education, background, gender, religion, ethnicity, sexual orientation and personal attributes.
- (b) The Committee shall review and evaluate the Board composition to ensure that the Board and its committees have the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. In doing so, it will take into account diversity, including diversity of gender, amongst other relevant factors.
- (c) The Committee shall ensure that no person is discriminated against on grounds of religion, race, veteran status, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation or any other personal or physical attribute which does not speak to such person's ability to perform as a member of the Board.
- (d) The Committee shall monitor and periodically review the Board diversity and recommend to the Board so as to improve one or more aspects of its diversity and measure progress accordingly.

## **8. Disclosures**

The Company shall disclose this Policy on its website and shall provide the web address of this Policy in the board report of the Company.

## **9. Amendment and review**

This Policy may be reviewed and /or revised as may be deemed necessary by the Board and the Committee. In the event of any conflict between the terms of this Policy and applicable law (including the Listing Regulations and the Act), the provisions of applicable law shall prevail. This policy has been approved and adopted by the Board at its meeting held on 29<sup>th</sup> August, 2025.