



KARNATAKA POWER TRANSMISSION CORPORATION LIMITED

Corporate Identity Number (CIN): U40109KA1999SGC025521

Registered office: Corporate Office, Kaveri Bhavan, K.G.Road, Bengaluru- 560009

Subject : Constitution of Nomination and Remuneration Committee.

Ref : Resolutions passed by the Board of Directors KPTCL at its 140th Meeting held on 19th July 2023 vide Subject. No.140/16.

Preamble:

Board of Directors of KPTCL at its 140th Meeting held on 19th July 2023 constituted the "Nomination and Remuneration Committee" in pursuance of applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Corporate Governance Guidelines issued by Ministry of Power, GoI.

Hence, this Order:

ORDER No. KPTCL/B37/4424/2001-02,

BENGALURU, DATED : 11 SEP 2023

In accordance with the preamble above, is hereby constituted with the "Nomination and Remuneration Committee" with the following members.

<i>Sl. No.</i>	<i>Members</i>	<i>Designation</i>
1	Additional Chief Secretary to Government, Energy Department, GoK	Chairman
2	Managing Director, KPCL	Member
3	Secretary to Government (B&R), Finance Department, GoK – Independent Director	Member
4	Managing Director, BESCO	Member
5	Company Secretary	Convener

NOTE: *Membership is coterminous with their Directorship on the Board of KPTCL

II. The following Roles were prescribed to Nomination and Remuneration Committee:

- 1) To formulate the criteria for determining qualifications, positive attributes and independence of a Director based on the directives of the Government.**
- 2) To devise a policy on diversity of Board of Directors.**
- 3) To formulate criteria for evaluation of Board of Directors, its Committees and individual Directors based on the directives of the Government.**
- 4) To specify the manner for effective evaluation of performance of Board, its Committees and individual Directors, based on the directives of the Government, to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.**

RS
Company Secretary
KPTCL

- 5) *To assist the Board in fulfilling all related responsibilities and consider other topics as defined by Board.*
- 6) *Any other functions required under corporate law and statutory requirements.*

The powers so conferred above shall remain intact unless and until modified or altered or amended further by way of a resolution passed by the Board of Directors of the Company;

By Order,

Ramya .K
11/9
Company Secretary,
KPTCL
Company Secretary
KPTCL

To:

1. SPS/P.Ss to the Additional Chief Secretary to Government, Energy Department, GoK/Secretary (Budget and Resources) to Govt., Finance Department, GoK/ Managing Director, KPCL / Director (Finance) / Director (Transmission) / Managing Director, BESCO to bring it to the kind reference of the respective Directors.
2. SA-2 Records.