

Policy on Nomination and Remuneration

Section 178 of the Companies Act, 2013 (“2013 Act”) and the rules prescribed thereunder have made it mandatory for UTV Software Communications Limited (the “Company”) to constitute a Nomination and Remuneration Committee. The Company has in pursuance of these statutory requirements, constituted a Nomination and Remuneration Committee (the “Committee”).

Objective of the Policy

The mission of the Company is to ensure compliance with legal requirements and set the standards for corporate governance that would operate as guidelines for the working of the Committee. The objective of the policy is:

- (i) to ensure board diversity in order to help provide the maximum experience and access to knowledge that can be derived from the board;
- (ii) to guide the board in relation to appointment and removal of directors, key managerial personnel and senior management;
- (iii) to retain, motivate and encourage talent and ensure long term sustainability of talented managerial person and create competitive advantage;
- (iv) to develop a succession plan for the board and to regularly review the plan; and
- (v) that it may be aligned to the various HR policies, if any, of the Company in regard to appointment of key managerial personnel and senior management.

Criteria for Evaluation of Performance

The performance evaluation should keep in mind factors such as attendance at meetings, contribution at such board or board committee meetings and value addition that has been done by the directors, key managerial personnel or senior management. The evaluation must also take into consideration the future strategy to be adopted by the Company.

Criteria for Determination of Remuneration

The Committee shall determine the remuneration for its directors, the senior management and key managerial personnel while keeping the following criteria in mind:

- the remuneration shall be of such an amount that is in consonance with the services that are being provided to the Company;
- the remuneration is commensurate with reference to remuneration paid to people in similar positions;
- the remuneration is commensurate with the experience that the director or personnel brings to the Company;
- the remuneration must be of a level that is sufficient to retain and motivate talented personnel in the market to work for the Company;
- the remuneration is a fair balance of perquisites and salary and also includes in the case of independent directors, any sitting fees;
- the remuneration must be decided while keeping in mind the structure of the Company and of the board;
- the remuneration must co-relate to the clearly defined benchmarks for performance evaluation;
- the remuneration is revised on the basis of the performance of the director/ personnel; and
- the remuneration must be in accordance with the permissible law.

Dissemination

The details of this policy and the evaluation criteria as applicable shall be published on the Company’s website and accordingly disclosed in the Annual Report as part of the board’s report.