

**NOMINATION AND REMUNERATION
POLICY**

(effective from 31 / 03 / 2015)

In accordance with provisions of Section 178 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time
("the Act")



IndiaCast Media Distribution Private Limited

Nomination and Remuneration Policy ("**Policy**") defines Company's philosophy to consider Human Resources as its precious assets, to harmonies the aspirations of Human Resources consistent with the goal of the Company.

PREAMBLE

In pursuance of the IndiaCast Media Distribution Private Limited (“**IndiaCast**” or “**the Company**”) Policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, key managerial personnel and employees of the Company and to harmonize the aspirations of the human resources consistent with the goals and objectives of the Company; as mandated by the Government of India under the provisions of the Act, Nomination and Remuneration Policy of the Company is required to be framed.

OBJECTIVE

The objective of this Policy is to lay down a framework in relation to identifying persons who (i) are qualified to become Directors and criteria for their appointment, removal and performance evaluation and (2) who may be appointed in Senior Management including KMPs and recommend to the Board criteria for their appointment, removal including respective remunerations.

The Key Objectives of the Committee are:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;
- 1.2. Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a Policy relating to the remuneration of Directors;
- 1.3. Recommend to the Board a Policy relating to the remuneration of KMPs and Senior Management;
- 1.4. To retain, motivate and promote talent and to ensure long term sustainability of human resources and create competitive advantage;
- 1.5. To recommend Company’s Employees’ Stock Option Plan / Scheme, if any; and
- 1.6. To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

GUIDING PRINCIPLES

This Policy shall be in compliance with the requirements of the Act and it would be the endeavor of the Company to ensure that:

- 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;
- The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and variables reflecting short terms and long term performance objectives appropriate to the working of the Company and its goals.

IndiaCast is vigilant in its enforcement towards corporate principles and is committed towards sustainable development of its human resources.

COMMITMENT

IndiaCast is committed to create a transparent, fair and equitable Policy that aims to attract, motivate and retain the best of minds and talents in the industry. The Policy is based on principles of sound compensation practices

which thrives to drive meritocracy, transparency and objectivity in the way and manner it rewards the employees for:

- Continuous improvement in its strategy towards human resources;
- Encouraging its business partners to strive for matching performance;
- Encouraging our employees to be mindful of the effect of their performance in achieving the ultimate goals and objective of the Company;

APPLICABILITY

- a) Directors (Executive /Non-Executive /Independent)
- b) KMPs
- c) Senior Management / other employees

DEFINITIONS

Words and expressions used in this Policy and not defined specifically in this document shall have the meanings respectively assigned to them under the Act.

CONSTITUTION OF THE COMMITTEE

In terms of the provisions of the Act, the composition of the Committee shall be comprising of three or more non-executives Directors with not less than one half as Independent Directors. The Committee shall also have equal representation from each of the shareholders, which can be waived by either discretion at its sole discretion in writing. Meetings of the Committee shall be held at such regular intervals as may be required. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

The Board of Directors of the Company vide Board Resolution dated March 30, 2015, constituted the Committee.

FOCUS AREAS OF ENGAGEMENT

Committee shall primarily focus on the following issues:

HR related

- Attraction and Retention strategies for directors, key managerial personnel and senior management.
- Assess the learning and development needs of the directors, key managerial personnel and senior management and recommend learning opportunities which can be used by them to meet their needs for development, if any.
- Review its Terms of Reference on an annual basis and recommend any changes to the Board.
- Review all human resource related issues related to succession plan of directors, key managerial personnel and senior management key personnel.

The Committee shall also consider any other key issues / matters as may be referred by the Board.

ESOP related

- Formulation of ESOP plans / schemes, if any and decide on future grants including formulation of terms and conditions of ESOP plans;
- Other matters which may be relevant for administration of ESOP plans / schemes, if any from time to time;

Nomination related

- Review and recommend the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and Board Committees;
- Evaluate the balance of skills, knowledge, experience and diversity on the Board for description of the role and capabilities required for particular appointment;
- Identify and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- Review succession planning for directors, KMPs and Senior Management;
- Recommend the appointment of any director to executive or other employment/place of profit in the Company; and
- Conduct an annual evaluation of the overall effectiveness of the Board and the committees of the Board.

The Committee shall also consider any other key issues / matters as may be referred by the Board.

REVIEW AND AMENDMENT

The Committee or the Board may review the Policy as and when it deems necessary. The Committee may issue guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.

VALIDITY OF THE POLICY

This Policy is valid with effect from March 31, 2015 and may be amended by the Board as required from time to time.

ON BEHALF OF THE BOARD OF DIRECTORS
INDIACAST MEDIA DISTRIBUTION PRIVATE LIMITED

Sarbvir Singh
Bakish
Director

Robert

Director

DIN : 00509959

DIN : 02069095

Place : Mumbai

Dated : _____