

# NOMINATION AND REMUNERATION POLICY

The Board of Directors of Concept Communication Limited (hereinafter referred as “the Company”) constituted the “Nomination and Remuneration Committee” at its Meeting held on October 26<sup>th</sup>, 2005.

## 1. OBJECTIVE

The Nomination and Remuneration Committee (“Committee”) and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder. The Key Objectives of the Committee is to recommend to the Board, appointment and removal of Director, Key Managerial Personnel and Senior Management Personnel.

## 2. DEFINITIONS

- i. Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- ii. Board means Board of Directors of the Company.
- iii. Directors mean Directors of the Company on the Board.
- iv. Key Managerial Personnel means Chief Executive Officer or the Managing Director; Whole-time Director; Chief Financial Officer; Company Secretary; and such other officer as may be prescribed.
- v. “Senior Management” shall mean personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive Directors, including the functional heads.
- vi. “Independent Director” means a director referred to in Section 149(6) of the Companies Act, 2013.

## 3. ROLE OF THE COMMITTEE

### **i. Matters to be dealt with, pursued and recommended to the Board by the Nomination and Remuneration Committee.**

Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

**ii. Policy for appointment and removal of Directors, KMPs and Senior Management Personnel**

**A. Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director/ Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

**B. Term / Tenure**

**1. Managing Director /Whole-time Director:**

- The Board based on the recommendation of the Nomination and Remuneration Committee shall be responsible for identifying suitable candidate for the position of Managing Director/Whole-time Director.
- The terms and conditions of the appointment shall be in accordance with the provisions of Applicable Law.
- The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**2. Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

**C. Evaluation**

The Committee shall carry out evaluation of performance of the Directors at regular intervals.

**D. Removal**

Due to reasons, for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**E. Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company.

**iii. Policy relating to the Remuneration for the Managing/ Whole-time Director, KMP and Senior Management Personnel**

**A. General**

1. The remuneration / compensation / commission etc. to the Managing / Whole-time Director, KMP and Senior Management Personnel will be as per the provisions of section 197 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under. The Committee shall recommend the same to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Managing / Whole-time Director shall be in accordance with the provisions of the Act.
3. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director / Whole-time Director.

**B. Remuneration to Managing /Whole-time Director, KMP and Senior Management Personnel:**

**1. Remuneration**

The Managing / Whole-time Director or Senior Management Personnel shall be eligible for a monthly remuneration as per the provisions of section 197 of the Companies Act, 2013 and applicable rules made there under and as may be approved by the Board on the recommendation of the Committee and subject to members approval and central government approval.

**2. Minimum Remuneration**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay minimum remuneration to its Managing / Whole-time Directors as may be decided by the NRC committee and Board during the appointment.

**3. Provisions for excess remuneration**

If any Managing /Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**C. Remuneration to Non- Executive / Independent Director:**

**1. Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**2. Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

#### **4. MEMBERSHIP:**

- i. The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- ii. Minimum (2) members (in person or through any audio-visual means) shall constitute a quorum for the Committee meeting.
- iii. Term of the Committee shall be continued unless terminated by the Board of Directors.

#### **5. FREQUENCY OF MEETINGS:**

The meeting of the Committee shall be held at such regular intervals as may be required.

#### **6. COMMITTEE MEMBERS' INTERESTS:**

- i. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- ii. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

#### **7. MINUTES OF COMMITTEE MEETING:**

Proceedings of all meetings must be recorded in minutes and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee Meetings will be tabled at the subsequent Board and Committee meeting.

#### **8. MODIFICATION OF POLICY:**

The Committee may modify this Policy unilaterally at any time. Modification may be necessary, among other reasons, to maintain compliance with the rules and regulations imposed by the Regulatory authorities.

