

Nomination and Remuneration Policy

The Companies Act 2013, (and the rules framed thereunder) (hereinafter referred to as “Act”) stipulates for formulation and adoption of policy on nomination and remuneration in relation to directors, key managerial personnel and senior management of a company.

Pursuant to Section 178(3) of the Act, “**GTPL Kolkata Cable & Broad Band Pariseva Limited**” (“the **Company**”) is required to formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Director of the Company (the “**Board**”) a policy relating to, the remuneration of the directors, key managerial personnel and other employee.

The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management and to align the remuneration of the Key Managerial Personnel, Directors on the Board and other employees with the long term interests of the Company. In compliance with the Act, the company has formulated and approved this Nomination and Remuneration Policy (“**Policy**”) in its duly convened and held meeting of the Board (“**Board**”), dated October 6, 2020

The Policy shall be effective from the date of approval of the Board.

DEFINITION

- i. “**Act**” means the Companies Act 2013, (and rules framed thereunder)
- ii. “**Board**” means Board of Directors of the Company
- iii. “**Director**” means a Director on the Board of the Company
- iv. “**Committee**” means the Nomination and Remuneration Committee (of the Company as constituted or re-constituted by the Board
- v. “**Company**” means the GTPL Kolkata Cable & Broad Band Pariseva Limited
- vi. “**Independent Director**” means a Director referred to in section 149(6) of the Act
- vii. “**Key Managerial Personnel**” means:
 - a. the Chief Executive Officer or the managing director or the manager, as applicable;
 - b. the company secretary;
 - c. the whole-time Director
 - d. the Chief Financial Officer; and
 - e. such other officers as may be prescribed;
- viii. “**Senior Management**” means 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.

Unless the context otherwise requires, word and expressions used in this policy and not defined herein but defined in the Act and/or rules as may be amended from time to time shall have the meaning respectively assigned to them in the Act and/or the rules;

OBJECTIVE

The objective of this policy are set forth below:

- (a) to lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Independent, executive and non-executive) and

persons who may be appointed in senior management in accordance with the criteria laid down by the Board ;

- (b) 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;
- (c) to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (d) To carry out evaluation of the performance of Directors, Senior Management personnel as well as Key Managerial Personnel and provide necessary report to the Board for further evaluation by the Board; and
- (e) To ensure that the remuneration paid to the Directors, Senior Management personnel and Key Managerial Personnel 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.

ROLE OF THE COMMITTEE:

The role of the committee shall, inter-alia include the following/:

- i. to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down by the board;
- ii. to recommend them to the Board for their appointment;
- iii. to recommend their removal also to the board;
- iv. to specify the manner for effective evaluation of performance of Board, its committee and individual directors 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;
- v. to formulate the criteria for determining the qualifications, positive attributes and independence of directors;
- vi. to recommend to the board a policy, relating to the remuneration for the directors, Key Managerial Personnel, and other employee;
- vii. to carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modifications as may be applicable.

GUIDING PRINCIPLES

1. Laying down criteria and terms and conditions for the identifications of persons who are qualified to become Directors (including Independent Directors) and persons who may be appointed in senior management in accordance with the criteria laid down by the Board.
2. Carrying out the evaluation of performance of Directors Key Managerial Personnel("KMP") as well as Senior Management personnel.
3. Ensuring that the level and composition of remuneration and the other terms of employment of the Directors, KMP and Senior Management personnel is reasonable and sufficient to attract, retain and motivate executives of the Company in order to ensure that the Company can attract and retain competent executives.
4. Determining remuneration based on Company's size and financial position and trends and practice on remuneration prevailing in the similar industry. When determining the remuneration policy and arrangements for Directors/ KMP's and Senior

Management, the Committee shall consider pay and employment conditions with peers / elsewhere in the competitive market to ensure that pay structures are appropriately aligned and that levels of remuneration remain appropriate in this context.

5. While designing the remuneration package considering the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the Company successfully. The Committee shall consider that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with the stakeholders of the Company.

COVERAGE

1) POLICY ON APPOINTMENT AND NOMINATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL.

APPOINTMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as a Director and recommend the same to the Board. Key Managerial Personnel other than Managing Director shall be appointed as per the Act. Senior Management personnel shall be appointed as per the Company's policy formulated in this regard.
- b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee shall have authority to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as a 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 the shareholders by passing a special resolution.
- d) Any appointment made at Senior Management level shall be placed before the meeting of the Board of Directors of the Company.

TERM

- a) Managing Director/Whole time Director: The Company shall not appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive 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.
- b) Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board and shall be eligible for reappointment 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 of up to maximum of 5 years each, 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.

EVALUATION

The Committee shall monitor and review, Board Evaluation framework, conduct an

assessment of the performance of the Board, the Independent directors, each Board committee and the Chair of the Board against criteria as determined and approved by the Committee.

The performance evaluation of Independent Directors shall be done by the entire Board of Directors, on the basis of recommendations of the Committee (excluding the director being evaluated).

The Company shall evaluate performance of every Director, KMP and Senior Management personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons to be recorded in writing, removal of a Director, KMP or Senior Management personnel subject to the provisions and compliance of the Act and the policy of the Company.

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. The Board shall have the discretion to retain the Director, KMP, Senior Management personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company subject to the provisions of the Act.

2) POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT:

Remuneration to Managing Director/Whole-time Director:

- a) The Remuneration/ Commission, as applicable, to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of Act or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) Committee shall make such recommendations to the Board, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

Remuneration to Non -Executive/ Independent Directors:

- a) The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of the Act, and the rules made thereunder. The amount of sitting fees shall be such as may be recommended by the committee and approved by the Board.
- b) All the remuneration of the Non-Executive/Independent Director (excluding remuneration for attending the meeting as prescribed under Section 197(5) of the Act shall be subjected to ceiling/limits as provided under the Act or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Committee and approved by the Board or the shareholders of the Company, as the case may be.
- c) An Independent Director shall not be eligible to get stock options and also shall not be eligible to participate in any share based payment schemes of the Company.

- d) Any remuneration paid to Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services rendered are of a professional nature; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e) The Compensation Committee of the Company, as may be constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management personnel may consist of fixed pay or fixed pay and incentive pay, in compliance with the provisions of the Act and in accordance with this Policy. The Committee to recommend to the Board, all remuneration, in whatever form, payable to senior management.
- b) The Compensation Committee of the Company, as may be constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management personnel.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

REPORTING TO THE BOARD

The Chair shall report to the Board on material matters arising at the Committee meetings and where applicable, shall present the Committee's recommendations to the Board for its approval.

Delegation of responsibilities and authorities:

Committee is authorized to delegate its responsibilities or authorities to such person (s) at its discretion, subject to the provisions of the Companies Act, 2013 and other applicable laws.

AMENDMENTS TO THE POLICY

The Board on its own and/or as per the recommendations of the Committee can amend the Policy, as deemed fit from time to time.

LIMITATION AND AMENDMENT

In the event of any conflict between the provisions of this Policy and of the Act or any other statutory enactments or rules applicable to the Company, the provisions of such or statutory enactments or rules shall prevail over this Policy. Any subsequent amendment / modification in the Act and/or applicable laws in this regard shall automatically apply to this Policy.
