



Extraordinary Together

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Reviewing Authority	Nomination and Remuneration Committee
Approving Authority:	Board of Directors of ZEE
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Version No.:	2
Context:	The Policy is formulated pursuant to Section 178 (3) of Companies Act, 2013 read with Regulation 19 read with Para A of Part D of Schedule II to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to determine the criteria for appointment and remuneration of the Directors, Key Managerial Personnel and other Employees.

NOMINATION AND REMUNERATION POLICY

1. Objective

This Policy is framed in accordance with the requirements of Section 178 of Companies Act, 2013 ('Act') and rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time.

This Policy aims to guide the management decisions and governance practices with respect to both nomination and remuneration of the members of the Board of Directors, Members of Strategic Committee (herein after referred to as 'Senior Management Personnel' of the Company), Key managerial personnel and other employees of ZEE Entertainment Enterprises Limited (hereinafter referred to as 'the Company').

It aims to determine specific criteria for:

- Appointment, re-appointment, removal of members of the Board of Directors, Key Managerial Personnel, and other employees;
- their performance evaluation;
- board diversity, succession planning and ensure that the Company can attract, retain and motivate such members and employees, by remunerating them reasonably and sufficiently, by means of effective, performance linked compensation plan.
- to ensure that a reasonable balance is maintained in terms of composition of remuneration (fixed and variable component)

The Policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

2. Scope

This Policy is applicable to all the members of the Board of Directors and employees of the Company, including but not limited to the following persons:

- Key Managerial Personnel (KMPs)
- Senior Management Personnel (SMPs)
- Functional heads

Members of Strategic Committee are the Senior Management Personnel of the Company. However, the Policy shall not be applicable on temporary or contractual employees, trainees, apprentices, consultants engaged on retainer basis or otherwise, any advisor, or professional and casual labour.

3. Applicability of sections

- 3.1. Section I provides the criteria for appointment of Directors and all senior employees of the Company;
- 3.2. Section II provides for succession planning for Directors, KMPs and SMPs;
- 3.3. Section III provides for remuneration of Directors, KMPs, SMPs and other employees;
- 3.4. Section IV provides for approval matrix in relation to nomination and remuneration of Directors, KMPs and SMPs; and
- 3.5. Section V provides for manner for effective evaluation of performance of Board of Directors, its Committees and Individual Directors.

SECTION I - CRITERIA FOR APPOINTMENT OF DIRECTORS AND ALL SENIOR EMPLOYEES OF THE COMPANY

4. Criteria for nomination and appointment

4.1. General

- a) The Director shall possess impeccable reputation of integrity appropriate expertise, experience and knowledge in one or more fields of finance, law, management, sales, marketing, digital, administration, research, corporate governance, technical operations or such other areas related to the Company's business as determined by Nomination and Remuneration Committee;
- b) The Director shall also possess core skills/expertise/competencies as identified by the Board of Directors and an ability to contribute to the Company's growth and complementary skills in relation to the other Board Members;
- c) The person to be appointed as a Director shall comply with the requirements of sub-section (4) of section 152 of the Act and not have been disqualified from appointment as provided in section 164 of the Act;
- d) The appointment shall be made in accordance with the conditions provided by Ministry of Information and Broadcasting from time to time;
- e) At least one of the persons occupying a top management position in the applicant company should have minimum 3 years of experience in a top management position in a media company (or companies) operating News and Current Affairs TV channels. The term "top management position" in this context shall mean the Chairperson or Managing Director or Chief Executive Officer or Chief Operating Officer or Chief Technical Officer or Chief Financial Officer of the Company;
- f) At least 3/4th of the Directors on the Board of Directors and all Key Executives and Editorial staff shall be resident Indians.

4.2. Appointment of Managing Director (MD)/ Whole Time Director (WTD)

- a) The MD/ WTD shall be appointed/re-appointed for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of his term;
- b) The person should be eligible to be appointed in terms of sub-section (3) of section 196 of the Act read with Part I of Schedule V to the Act. In case, the person is not satisfying any of the conditions specified in Part I of Schedule V to the Act, approval of Central Government shall be obtained in the manner prescribed in the Act;
- c) The MD/WTD shall be appointed and the terms and conditions of such appointment be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule;
- d) The MD/WTD shall not hold office in more than one company except in its subsidiary company at the same time;
- e) A company may appoint or employ a person as its MD, if he is the MD or manager of one, and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the directors present at the meeting and of which meeting,

and of the resolution to be moved thereat, specific notice has been given to all the directors then in India.

4.3. Appointment of Non-Executive Director

- a) Where the person to be appointed as non-executive director is a Whole-time Key Managerial Personnel of some other company, the person shall not be dis-entitled from being a director of the Company if permission of the Board of the company where such person holds the position of key managerial personnel has been obtained;

4.4. Appointment of Independent Director

- a) The person shall meet the criteria of independence as stipulated under the Act and rules made thereunder as well as Listing Regulations as amended from time to time;
- b) An Independent Director shall hold office for a period of three years and can be re-appointed for a second term on passing a special resolution by the Company in the manner prescribed under Schedule IV to the Act;
- c) A person shall not serve as an independent director in more than seven listed entities;

Provided that any person who is serving as a whole-time director in any listed entity shall serve as an independent director in not more than three listed entities.

- d) An Independent Director shall be under the obligation to inform the Board of Directors of any change in circumstances which may affect his/her independence.

4.5. Board Diversity

- a) The Company acknowledges the importance of diversity in its broadest sense in the Boardroom as a driver of Board effectiveness. Diversity encompasses diversity of perspective, experience, education, background, ethnicity and personal attributes. The Company recognizes that gender diversity is a significant aspect of diversity and acknowledges the role that woman with the right skills and experience can play in contributing to diversity of perspective in the Boardroom.
- b) The Nomination and Remuneration Committee shall review and evaluate Board composition to ensure that the Board and its Committees have the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. In doing so, it will take into account diversity, including diversity of gender, amongst other relevant factors.
- c) The Committee will ensure that no person is discriminated against on grounds of religion, race, veteran status, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.
- d) All appointments to the Board (as recommended by the Nomination & Remuneration Committee) shall be made on merit while taking into account suitability for the role, Board balance and composition, the required mix of skills, background and experience (including consideration of diversity and ethnicity). Other relevant matters such as independence and the ability to fulfil required time commitments in the case of Independent and Non-executive Directors will also be taken into account; and

- e) The Nomination & Remuneration Committee shall monitor and periodically review the Board Diversity and recommend to the Board so as to improve one or more aspects of its diversity and measure progress accordingly.

4.6. Appointment of KMPs

- a) A whole-time KMPs shall not hold office in more than one company except in its subsidiary company at the same time;
- b) The appointee shall have appropriate skills, experience and knowledge as required for the concerned job position;
- c) The appointee shall possess attributes such as integrity, leadership qualities, decision making ability and effective communication skills;
- d) The appointee shall not engage in any business, relationship or activity which might detrimentally conflict with the interest of the Company.

4.7. Appointment of SMPs AND OTHER EMPLOYEE

- a) The appointee shall have appropriate skills, experience and knowledge as required for the concerned job position;
- b) The appointee shall possess attributes such as integrity, leadership qualities, decision making ability, effective communication skills and such other attributes which in the opinion of the Nomination Remuneration Committee are necessary in the interest of the Company;
- c) The appointee shall not engage in any business, relationship or activity, which might detrimentally conflict with the interest of the Company.
- d) The proposed appointee as Head of channel shall be a resident in India.

SECTION II - SUCCESSION PLANNING FOR DIRECTORS, KMPs AND SMPs

The Nomination and Remuneration Committee shall present to the Board on a periodic basis, succession plans for appointments to the Board and SMPs based on various factors such as current tenure of Directors, outcome of performance evaluation, Board diversity and business requirements.

SECTION III - REMUNERATION OF DIRECTORS, KMPs, SMPs AND OTHER EMPLOYEES

5. Guiding principles for remuneration

- a) The guiding principle of this Policy is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in a position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company.
- b) While designing the remuneration package, efforts are to be made to ensure that the remuneration matches the level in comparable companies, whilst also taking into consideration requisite competencies, qualifications, industry experience, efforts required and the scope of the work.

- c) The Nomination and Remuneration Committee while considering a remuneration package shall ensure balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- d) The Nomination and Remuneration Committee believes that a successful remuneration policy must ensure that a significant part of the remuneration package should be linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

5.1 **DIRECTORS AND OFFICERS LIABILITY INSURANCE POLICY:** All members of Board of the Company would be covered by the requisite Directors and Officers Liability Insurance Policy.

5.2 Remuneration of Executive Members on the Board

- a) Any Executive Member(s) on the Board shall be paid remuneration which shall comprise of fixed monthly basic salary, perquisites such as House Rent Allowance or furnished / unfurnished housing accommodation in lieu thereof, car with or without chauffeur, telephone for office as well as personal use, reimbursement of medical expenses, leave travel allowance, club membership, stock options, statutory and non-statutory allowances such as education allowances, personal allowances, travel allowances, subscription allowances etc. as may be recommended by the Nomination and Remuneration Committee / Board of Directors and approved by the Members of the Company from time to time.

However, the overall remuneration of executive member(s) on the Board, where there are more than one, shall not exceed 10% of the net profit calculated in the manner provided under the Act and Rules framed thereunder, and shall not exceed 5% in case there is only one executive member on the Board.

- b) In the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of an executive member of the Board, the payment of remuneration shall be governed by the applicable limits prescribed under the Act and Rules framed thereunder, as amended from time to time.

Executive Members of the Board other than the Managing Director shall be employed under service contracts for a period not exceeding 3 (three) years at a time, on the terms & other conditions and remuneration as recommended by the Nomination and Remuneration Committee and approved by the Members of the Company at the General Meeting(s).

- c) Executive members of the Board shall not be eligible to receive any sitting fees for attending any meeting of the Board of Directors or Committee thereof.
- d) The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting (which shall be valid till the expiry of the term of such director) if-
 - (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the Company, whichever is higher; or
 - (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the Company.

5.3 Remuneration of Non-Executive Members of the Board

- a) The remuneration payable to the Non-Executive member(s) of the Board shall be limited to a fixed amount of Commission each year, as may be determined and approved by the Board based on the time devoted, contribution made in the progress and guiding the Company for future growth.
- b) Aggregate of such sum shall not exceed 1% of net profit of the year on a stand-alone basis or such other sum as may be required under law, as amended from time to time, calculated in accordance with the provisions of the Act and relevant rules framed thereunder.
- c) Such remuneration shall be in the form of commission payable to Non-Executive members of the Board and shall be in addition to the sitting fees payable to them for attending the meetings of the Board and / or Committees thereof, excluding Stakeholders Relationship Committee and Finance Sub-Committee and reimbursement of expenses for participation in the Board and other meetings.
- d) Independent Director(s) of the Company shall not be entitled to any stock option issued or proposed to be issued by the Company.

5.4 Remuneration of Executive Management comprising of Senior Management & Key Managerial Personnel

- a) The Company believes that a combination of fixed and performance-linked pay to the Executive Management shall ensure that the Company can attract and retain key employees. The performance-linked incentive based on Company performance and performance of the employee concerned each year shall be considered and approved by the Nomination & Remuneration Committee, annually *inter-alia* for the Executive Management.
- b) Additionally, subject to appropriate approval of shareholders, the Company may consider issuance of stock options to the employees of the Company.
- c) The Nomination & Remuneration Committee will, from time to time, consider proposals concerning the appointment and remuneration of the Key Managerial Personnel & Senior Management Personnel and ensure that the proposed remuneration is in line with industry standards in comparable companies. Such proposals then shall be submitted to the Board for approval.
- d) The remuneration of the members of the Executive Management may consist of the following components:
 - Basic salary and Allowances
 - Performance linked incentive / bonus
 - Stock options
 - Perquisites as per rules of the Company including Company car, telephone etc.

SECTION IV - APPROVAL MATRIX IN RELATION TO NOMINATION AND REMUNERATION OF DIRECTORS, KMPs AND SMPs

Hierarchy of approvals required in case of appointment, re-appointment, remuneration, modification of terms and conditions of appointment is provided as Annexure I.

SECTION V - MANNER FOR EFFECTIVE EVALUATION OF PERFORMANCE OF BOARD OF DIRECTORS, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

6. Criteria for effective evaluation of performance

6.1. Performance evaluation by Independent Directors at a separate meeting

- a) The Independent Directors shall hold a separate meeting to:
 - review the performance of the Chairman, Managing Director & CEO and other non-independent directors;
 - evaluate the performance of the Board;
 - review flow of information between the management and the Board.
- b) The evaluation process shall be carried out based on an assessment sheet structured by the independent directors in line with guidance note issued by SEBI and ICSI in relation to performance evaluation;
- c) The parameters for performance evaluation of the Board shall include the structure & composition, contents of agenda for the meeting, quality and timelines of information provided, the decision-making process & review thereof, attention to the Company's long term strategic issues, evaluation of strategic risks, overseeing and guiding major plans of action, corporate restructuring, acquisitions, divestment etc.

6.2. Performance evaluation by Board of Directors

- a) The performance evaluation of the independent directors shall be carried out by the entire Board of Directors excluding the independent director being evaluated.
- b) The performance of the Independent Directors shall be evaluated by considering (i) the time devoted; (ii) attention given to professional obligations for independent decision making, (iii) acting in the best interests of the Company, (iv) strategic guidance to the Company. (v) helping in determining important policies, (vi) external expertise provided, (vii) independent judgment that contributes objectively in the Board's deliberations - particularly on issues of strategy, performance and conflict management, etc.
- d) The parameters for performance evaluation of the Committees shall include the structure & composition, contents of agenda for the meeting, quality and timelines of information provided, the decision-making process & review thereof.

7. Approval and review of the Policy

This Policy is recommended by the Nomination and Remuneration Committee on March 29, 2022 and approved and adopted by the Board at its meeting held on March 29, 2022.

The Nomination and Remuneration Committee shall periodically review the Policy and recommend its changes to the Board for its approval. The review shall happen on such intervals as may be decided by the Committee. Any subsequent amendment/modification in the Act and Listing Regulations and/or any other applicable laws in this regard shall automatically apply to this Policy.

The policy shall be placed on the website of the Company and salient features of the policy and changes therein, if any, along with the web address of the policy, if any, shall be disclosed in the Board's report.

Annexure I - Approval Matrix

For appointment/re-appointment and remuneration of Directors, KMPs & SMPs

Approvals required	Audit Committee	NRC	Board	General meeting	Ministry of Information & Broadcasting	Central Government
Particulars	Directors					
Appointment	Not applicable due to carve out provided under Policy on Dealing With And Materiality Of Related Party Transactions.	Required as NRC to identify persons who can be appointed as directors and recommend their appointment to the Board.	Yes, the Board shall appoint additional directors to hold office till the conclusion of AGM. However, MD can be appointed by Board, subject to approval of shareholders u/s 196 (4) of the Companies Act, 2013 ('Act').	Yes, appointment of directors is a prerogative of shareholders.	Yes. It will be obligatory on the part of the Company to take prior permission from the Ministry of Information & Broadcasting before effecting any change in the CEO/Board of Directors.	Required only in case of appointment of MD/WTD in variance of conditions specified in Part I of Schedule V of the Act.
Remuneration	Not applicable due to carve out provided under Policy on Dealing with And Materiality of Related Party Transactions.	The function of NRC is mainly to recommend the appointment. Remuneration has to be in line with the policy framed by NRC and approved by the Board.	Yes. The remuneration payable to directors will require approval of Board.	Yes. The remuneration payable to MD/WTD or fees/commission payable to NEDs/IDs requires approval of shareholders.	Not required.	Not required.

Approvals required	Audit Committee	NRC	Board	General meeting	Ministry of Information & Broadcasting	Central Government
Increment/ Modification of terms	Not applicable due to carve out provided under Policy on Dealing with and Materiality of Related Party Transactions.	Required	<p>Where the power to modify the terms including remuneration within the limits approved by Board has been delegated, approval is not required.</p> <p>However, where there is a variation in the terms of appointment or remuneration, approval of Board will be required.</p>	<p>In case of MD/ WTD where the increase in remuneration is within the range approved by members, approval is not required.</p> <p>Where the range itself is proposed to be increased, approval is required.</p> <p>In case of NEDs/ IDs, where the commission payable is proposed to be increased, approval of shareholders is required. The requirement of obtaining approval of shareholders in general meeting shall not apply to payment of sitting fees to non-executive directors, if made within the limits prescribed under the Act for</p>	Not required.	Not required.

Approvals required	Audit Committee	NRC	Board	General meeting	Ministry of Information & Broadcasting	Central Government
				payment of sitting fees without approval of the Central Government.		
KMPs						
Appointment	Not applicable due to carve out provided under Policy on Dealing with and materiality of Related Party Transactions.	Required.	KMPs are required to be appointed by the Board.	Required in case of MD/ WTD/ Manager	Required in case of MD/ WTD/ Manager	Required only in case of appointment of MD/WTD/ manager in variance of conditions specified in Part A of Schedule V.
Remuneration	Not applicable due to carve out provided under Policy on Dealing with and Materiality of Related Party Transactions.	Required as NRC shall recommend to the Board all remuneration, in whatever form, payable to senior management and KMPs.	Terms and conditions of appointment including remuneration are to be approved by the Board.	Required in case of MD/ WTD/ Manager.	Not required.	Not required.
Increment/ Modification of terms	Not applicable due to carve out provided under Policy on Dealing with and	Required as NRC shall recommend to the Board all remuneration,	Except in case of MD/WTD/Manager and where the power to approve increments in	In case of MD/ WTD/ manager where the increase in remuneration is within the range	Not required.	Not required.

Approvals required	Audit Committee	NRC	Board	General meeting	Ministry of Information & Broadcasting	Central Government
	Materiality of Related Party Transactions.	in whatever form, payable to senior management and KMPs	remuneration or terms of appointment has not been delegated.	approved by members, approval is not required. Where the range itself is proposed to be increased, approval is required.		
SMPs						
Appointment	Not required unless the appointee is a related party on the date of appointment.	Required as NRC to identify persons who can be appointed as SMPs and recommend their appointment to the Board. Since the Board is simply required to note about the information on recruitment and not approve, NRC can simply approve the appointment.	The information on recruitment of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary is to be placed before Board in terms of Part A, Schedule II of LODR.	Not required unless there is a case of Office or place of profit under Section 188 (1) (f) of Act, 2013 and the appointee is a related party on the date of appointment and remuneration payable exceeds the materiality thresholds provided under Section 188 read with Rule 15 of MBP Rules.	Not required.	Not required.
Remuneration	Not required	Required as	The information on	Not required unless	Not required.	Not required.

Approvals required	Audit Committee	NRC	Board	General meeting	Ministry of Information & Broadcasting	Central Government
	unless the appointee is a related party.	NRC shall recommend to the Board all remuneration, in whatever form, payable to senior management.	remuneration of senior officers just below the level of board of directors, is to be placed before Board in terms of Part A, Schedule II of LODR.	there is a case of Office or place of profit under Section 188 (1) (f) of Act, 2013 and the appointee is a related party and remuneration payable exceeds the materiality thresholds provided under Section 188 read with Rule 15 of MBP Rules.		
Increment/ Modification of terms	Not required unless the appointee is a related party.	Required as NRC shall recommend to the Board all remuneration, in whatever form, payable to senior management	Required. The matter to be placed periodically for noting purpose in view of requirement under Part A of Schedule II of LODR.	Not required unless there is a case of Office or place of profit under Section 188 (1) (f) of Act, 2013 and the appointee is a related party and remuneration payable exceeds the materiality thresholds provided under Section 188 read with Rule 15 of MBP Rules.	Not required.	Not required.