



Esha Media Research Ltd.

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POLICY ON APPOINTMENT AND REMUNERATION FOR DIRECTORS, KEY MANAGERIAL PERSONNEL, AND SENIOR MANAGEMENT EMPLOYEES

1. Introduction

The Company considers human resources as an invaluable asset. The policy is intended to harmonise the aspirations of the Directors / Senior Management with the goals and objectives of the Company

This Policy is in compliance with the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) and other applicable laws (hereinafter referred to as “Relevant laws”) by the Nomination and Remuneration Committee of the Company.

2. Objective

The objective of this Policy is to provide a framework and set standards for the appointment of directors, KMP and Se with requisite experience and skills who have the capacity and ability to lead the Company

3. Scope

This policy covers Directors, Key Managerial Personnel (KMPs) and the members of the Senior Management of the Company.

4. Definitions

4.1 “Director” means a director appointed to the Board of the Company.

4.2 “Key Managerial Personnel” in relation to a Company means –
a) The Chief Executive Officer or the Managing Director or the Manager

b) The Company Secretary

c) Whole-time Director

d) The Chief Financial Officer

e) Such other officer as may be prescribed under the Act.



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4.3 “Senior Management” refers to the personnel as defined in the Act and Listing Regulations.

5. Policy

5.1. Executive Director

The Executive Director shall be appointed by the Board of the Company upon recommendation of the Nomination and Remuneration Committee. The remuneration of the Executive Director shall be as approved by the Board and shall be subject to the approval of the members of the Company at a General Meeting.

5.2. Non-Executive Directors

The Non-executive directors shall be paid sitting fees for attending the meetings of the Board and of the Committees of which they may be Members, and commission, if any, within regulatory limits approved by the shareholders. The commission for respective financial year has to be recommended by the Nomination and Remuneration Committee and approved by the Board.

5.3. Independent Directors

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director.

The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

For the purpose of identifying suitable candidates, the Committee may

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity in terms of the Board Diversity Policy of the Company



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c. consider the time commitments of the candidates.

5.4. Key Managerial Personnel and Senior Management

The Key Managerial Personnel and Senior Management Personnel would be appointed by the Board as recommended by the Nomination and Remuneration Committee. Their Remuneration would be subject recommendation by the Nomination and Remuneration Committee and would be determined based on the remuneration criteria as mentioned in this policy

5.5. Remuneration Criteria for Executive Director, KMPs and Senior Management:

5.5.1. Remuneration, i.e. Cost-to-Company (CTC) consists of two broad components; Fixed and Variable.

5.5.2. Fixed portion comprises Base pay and Choice pay components.

5.5.3. Base Pay includes Basic Pay and Contribution towards Retiral Benefits.

5.5.4. Choice Pay includes basket of allowances, which executive has the

flexibility to choose from, based on his individual needs and tax planning.

5.5.5. Variable pay termed as Performance Linked Incentive (PLI)

comprises a predetermined amount, the payout of which is based on the composite score achieved by the Individual and business during the relevant performance year.

5.5.6. Annual Increment is linked to individual performance ratings and is

also guided by business performance, macro-economic indicators, industry /business outlook, etc

5.5.7. Individual and Business performance is assessed through a robust annual performance appraisal process as per the Performance Management System Policy (PMS Policy) of the Company. Which includes Formulation of



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Business AOP, setting up of KRA and KPIs, self evaluation and assessment etc

6. Payout Mechanism

- 6.1 Fixed pay gets paid on a monthly basis, net of retirals and taxes.
- 6.2 Retirals are 12% of basic for provident fund purpose and 4.81% of basic towards gratuity.
- 6.3 All payments are done with TDS implemented.

7. Retention Features as part of Compensation Package

- 7.1 Based on the organizational need for retaining high performing employees and also those who are playing critical roles, from time to time, certain retention features may be rolled out as part of the overall compensation package. These may take form of Retention Bonuses, Special Monetary Programs, Long-term Incentives, etc.
- 7.2 While attracting talent in critical positions also such retention features could be incorporated as part of the compensation package.

8. Modifications / Amendments / Interpretation

The Policy shall be reviewed by the Nomination & Remuneration Committee and the Board annually and shall be amended / modified as and when deemed appropriate. In case of any subsequent changes in the provisions of the Companies Act, 2013 or the Listing Regulations or any other applicable law which makes any of the provisions in this Policy inconsistent with the Companies Act, 2013 or the Listing Regulations or such applicable law, then the provisions of the Companies Act, 2013 or the Listing Regulations or such applicable law would prevail over the Policy and the provisions in this Policy would be modified in due course to make it consistent with such change.