



Digicontent Limited
(formerly HT Digital Ventures Limited)

Remuneration Policy

1.0 Preamble

- 1.1 The Remuneration Policy of Digicontent Limited (hereinafter referred to as “**the Company**”) is designed to attract, motivate and retain talent by offering an appropriate remuneration package and also by way of providing a congenial & healthy work environment.
- 1.2 This Remuneration Policy (hereinafter referred to as “**the Policy**”) applies to Directors, Senior Management including the Key Managerial Personnel (KMP) and other employees of the Company.
- 1.3 The Policy has been recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board of Directors at their respective meetings held on 31st July, 2019 and is effective from 12th April, 2019.

2.0 Principles

- 2.1 The Policy is framed to comply with Section 178 of the Companies Act 2013 (“**the Act**”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

3.0 Applicability

- 3.1 The Policy shall guide the remuneration of Directors, Senior Management including Key Managerial Personnel and other employees.

4.0 Criteria for appointment of Directors, KMPs and Senior Management

- 4.1 Every person considered for employment by the Company as part of Senior Management shall fulfill the following criteria:
- a) He/she should be a person of integrity;
 - b) The person should possess adequate qualification, positive attributes, expertise and experience, commensurate with the position he/she is being considered for. NRC shall have the discretion to decide whether qualification, expertise and experience possessed by the candidate are adequate for the concerned position.

- c) The person should not have been convicted by a court of law of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for 6 months or more during last 5 years or imprisonment for 7 years or more at any point in time.
 - d) The person should possess all requisite qualifications (wherever applicable) as may be prescribed under any law, rules, regulations and Listing Regulations.
- 4.2 Every person proposed to be appointed as Director or Managing Director or Whole-time Director shall fulfill the following criteria:
- a) He/she should be person of integrity;
 - b) The person should have requisite qualification and experience in any of the areas like technical, finance, law, public administration, management, accounting, marketing, production, human resource, etc., as may be required in the context of the business of the Company. NRC shall have the discretion to decide whether qualification, expertise and experience possessed by the candidate are adequate for the concerned position.
 - c) The person should not have been disqualified to be a director as per the provisions of the Act & Rules made there under and any other law(s) & regulation for the time being in force.
 - d) In case of appointment as Independent Director, the person shall also fulfill the criteria of independence prescribed under the Act & Rules made thereunder, and the Listing Regulations.

5.0 Remuneration structure

5.1 *Remuneration of Non-Executive Directors*

- 5.1.1 The non-executive directors are paid remuneration by way of sitting fee for attending meeting(s) of Board of Directors and any Committees thereof, as fixed by the Board of Directors from time to time, in accordance with the statutory provisions. At present, sitting fee is paid @ Rs. 100,000/- per Board meeting & @ Rs. 50,000/- per Committee meeting which may be amended by the Board of Directors as and when deem fit, within the limit as stipulated in the relevant provisions of the Act.
- 5.1.2 In addition to sitting fee, commission on profits may also be paid to Non-Executive Directors in accordance with the applicable provisions of the Act and Listing Regulations.

5.2 **Remuneration of Managing Director and Whole-time Director**

- 5.2.1 The term of office and remuneration of Managing Director and Whole-time Director are subject to approval/in accordance with the approval of the Board of Directors, shareholders and the limits laid down under the Act, as applicable from time to time.
- 5.2.2 While considering the appointment and remuneration of Managing Director and Whole-time Director, the NRC will consider the conditions of employment and compensation in the industry, merit and seniority of the person, cost of living and the paying capacity of the Company.
- 5.2.3 Further, NRC while designing the remuneration package will consider the remuneration package to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to discharge the functions.
- 5.2.4 NRC while considering a remuneration package must ensure a balance between fixed and performance linked variable pay reflecting short and long term performance objectives appropriate to the operations of the company and its goals. Further, NRC while considering a balanced remuneration package, must ensure that some part of the remuneration package to the non-promoter Managing Director and Whole-time Director is linked to the achievement of company performance targets.
- 5.2.5 The Managing Director and Whole-time Directors' remuneration comprises of salary, perquisites apart from retirement benefits like P.F., Gratuity, etc. as per Rules of the Company. The non-promoter Managing Director and Whole-time Director are also entitled to variable pay/bonus.
- 5.2.6 The Managing Director and Whole-time Directors are entitled to customary non-monetary benefits such as company cars, furnished accommodation, health care benefits, leave travel, communication facilities, etc. Their terms of appointment may provide for severance payments in accordance with the law.

5.3 ***Remuneration of KMP & Senior Management***

- 5.3.1 Appointment, remuneration and removal of KMP & Senior Management is subject to approval of NRC and Board of Directors. Remuneration of KMP and Senior Management* will be broadly in line with the respective Policies for Managing Director and Whole Time Directors. Total remuneration may comprise of:
 - a) **A fixed base salary & special allowance/pay** - set at a level to attract and retain executives with professional and personal competence.
 - b) **Perquisites** – by way of house rent allowance/accommodation, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.

- c) **Variable Pay/Bonus** – by way of quarterly/annual pay outs depending upon the individual’s performance and Company’s performance towards achieving the Company’s targets.
- d) **Retirement benefits** - contribution to PF, gratuity etc. as per Company Rules.
- e) **Motivation /Reward** - A performance appraisal is carried out annually and promotions/ increments/ rewards are decided.
- f) **Severance payments** - in accordance with terms of employment, and applicable statutory requirements, if any.

In addition to the above, KMP and Senior Management may also be given housing & vehicle loan/salary advance, on a case to case basis, and on terms & conditions to be decided by CEO. In case of CEO, these perquisites shall be decided by the NRC.

**“Senior Management” shall mean Officers/Personnel of the company, who are members of the core management team excluding board of directors and normally this shall comprise all members of management one level below the Chief Executive Officer/ Managing Director/ Whole-time Director/ Manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include Company Secretary and Chief Financial Officer.*

5.4 **Remuneration of Other employees**

5.4.1 The remuneration of other employees is fixed from time to time, as per the principles outlined above and considering industry standards and cost of living. In addition to basic salary, they are also paid allowance, variable pay/bonus, perquisites, and retirement benefits as per schemes of the Company and statutory requirements, where applicable. These employees are also eligible for housing & vehicle loan on a case to case basis and on terms & conditions to be decided by CEO.

6.0 **Disclosure(s) of remuneration**

6.1 Information on remuneration of Directors, Managing Director, Whole-time Director and KMP/Senior Management may be disclosed as per applicable statutory requirements.