

HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

1. Introduction:

1.1 Hathway Bhawani Cabletel & Datacom Limited (HBCDL) recognises the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other senior management keeping in view the following objectives:

1.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the Company successfully.

1.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.

1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope and Exclusion:

2.1 This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and Senior Management of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

3.1 **"Director"** means a director appointed to the Board of the Company.

3.2 **"Key Managerial Personnel"** means

- (i) the Chief Executive Officer or the managing director or the manager;
- (ii) the company secretary;
- (iii) the whole-time director;
- (iv) the Chief Financial Officer;
- (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and

(vi) such other officer as may be prescribed under the Companies Act, 2013

3.3 **“Nomination and Remuneration Committee”** means the Committee constituted by HBCDL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 (“the Act”) and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

3.4 **“Senior Management”** means officers/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 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.

4. Policy:

4.1 Remuneration to Executive Directors and Key Managerial Personnel

4.1.1 The Board, on the recommendation of the Nomination and Remuneration Committee (“NRC”), shall review and approve the remuneration payable to the Executive Directors of the Company (as may be appointed) within the overall limits approved by the shareholders.

4.1.2 The Board, on the recommendation of the NRC, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:

- (i) Basic Pay
- (ii) Perquisites and Allowances
- (iii) Stock Options (if any)
- (iv) Retiral benefits

4.1.4 The Annual Plan and Objectives for Executive Directors, Key Managerial Personnel and Senior Management shall be reviewed by the NRC and Annual Performance Linked Incentive, if any will be approved by the NRC based on the achievements against the Annual Plan and Objectives.

4.2 Remuneration to Non-Executive Directors

4.2.1 The Board on the recommendation of the NRC shall review and approve the remuneration,

if any, payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

4.2.1 Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof, as may be approved by the Board of Directors of the Company, within the overall limit as prescribed under the Act.

4.3 Remuneration to Senior Management

4.3.1 The remuneration to Senior Management shall consist of fixed and performance linked incentive pay, if any in compliance with the Act and in accordance with the Company's Policy. NRC to recommend to the Board, all remuneration, in whatever form payable to Senior Management.

4.3.2 The fixed pay shall include monthly remuneration, employers' contribution to Provident Fund etc. as may be decided from time to time.

4.3.3 The payment of performance linked incentive, if any shall be decided based on the performance of the Company and performance of Senior Management.

(This Policy was approved by the Board of Directors of the Company on January 11, 2022.)