# ZINEMA MEDIA AND ENTERTAINMENT LIMITED

CIN: L93190TN1984PLC096136

**Registered Office –** New Door Number 57, Old Door No.57, Sathya dev Avenue MRC Nagar, Raja Annamalaipuram, Chennai: 600028

# Nomination and Remuneration Policy

**Last Amended on: May 30, 2026**

MEDIA AND ENTERTAINMENT LIMITED

# NOMINATION AND REMUNERATION POLICY

## 1. INTRODUCTION: -

The Nomination and Remuneration Policy is being formulated by the Nomination and Remuneration Committee which is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulation") as amended from time to time.

Accordingly, the Board of Directors (the "Board") of Zinema Media and Entertainment Limited (the "Company") has adopted the following Policy and Procedures with regards to the Nomination and Remuneration.

## 2. DEFINATIONS: -

a) **"Key Managerial Personal"** means,
   (i) Chief Executive Officer or Managing director or Manager,
   (ii) Company Secretary,
   (iii) Whole Time Director,
   (iv) 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;
   (vi) Such other person as may be prescribed.

b) **"Senior Management"** shall have the same meaning ascribed to such term under Regulation 16 (1) (d) of the Listing Regulations

c) **"Companies Act/ Act"** means Companies Act, 2013 any modifications and/orreenactment thereof.

## 3. OBJECTIVES OF POLICY: -

The objective of this policy is to ensure that: -

(a) 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;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to Directors, key managerial personnel and senior management 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:

**4. CONSTITUTION OF THE COMMITTEE: -**

The Nomination and Remuneration Committee has been constituted by the Board pursuant to Section 178 of the Act. The Committee shall consist of at least 3 Non- Executive Directors of which at least two-thirds of the directors shall be Independent Director. The Chairperson of the Committee shall be an Independent Director. However, the chairperson of the Company, whether executive or non-executive, may be appointed as a member of the Nomination and Remuneration Committee and shall not chair such Committee. The Board has the authority to reconstitute the committee from time to time.

**5. ROLES OF THE COMMITTEE: -**

The role of Nomination and Remuneration Committee shall be as specified in the Act, which shall, inter-alia, include the following:

a. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

b. 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: -

- use the services of an external agencies, if required;
- consider candidates from a wide range of backgrounds, having due regard to diversity;
- consider the time commitments of the candidates.

c. To formulate the criteria for evaluation of performance of Independent Directors and the Board;

d. Devise a policy on Board diversity;

e. To identify the persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down;

f. To recommend to the Board appointment of persons who are qualified to become Directors and who may be appointed in senior management and their removal;

g. The Nomination and Remuneration Committee reviews the person to be appointed whether he fits into the criteria for the appointment, and then recommends to the Board for the same.

h. The Board takes the final decision for the Appointment, Removal and the Remuneration to be paid to such persons.

i. whether to extend or continue the term of appointment of the independent director, on the basis

of the report of performance evaluation of independent directors;

j. recommend to the board, all remuneration, in whatever form, payable to senior management.

**6. APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT: -**

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy-five years. Provided that the term of the person holding this position may be extended beyond the age of seventy-five years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as Director in any company, with the permission of the Board of Directors of the Company
- The Company may appoint or employ a person as its managing director, if he is the managing director 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.

**7. TERM/TENURE: -**

A) <u>Managing Director/ Whole Time Director/ Manager:</u>
The Company shall appoint or re-appoint any person as Managing Director or Whole Time Director or Manager for a term not exceeding 5 years at a time. No re-appointment shall be made earlier than 1 years before the expiry of term.

B) <u>Independent Director:</u>
An Independent Director shall hold office for a term up to 5 consecutive years on the Board of the Company and will be eligible for re-appointment 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 upto 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.

**8. EVALUATION: -**

The Committee/ Board shall carry out evaluation of performance of Director, KMP and Senior Management Personnel at such intervals as may be considered necessary.

**9. REMOVAL: -**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Act, 2013, rules and regulations and the policy of the Company.

**10. 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 will 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.

**11. MEETINGS: -**

The meeting of the Committee shall be held at as and when deemed fit and appropriate subject to at least once in a year.

The Chairperson of the Committee or in his absence any other member of the Committee authorized by him on his behalf shall attend general meetings of the Company to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

The Company Secretary of the Company shall act as the Secretary of the Committee.

The Nomination and Remuneration Committee shall set up a mechanism to carry out its functions and may delegate any /all of its powers to any of the Executive / Whole-time Directors and/or Senior Management of the Company, as deemed necessary for proper and expeditious execution

**12. POLICY FOR REMUNERATION: -**

- The Remuneration/ Compensation/ Commission etc. to be paid to Director/Managing Director Non-Executive/ Independent Director etc shall be in line with the provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

- The amount of sitting fees shall be subject to limits as provided under the Act and rules made there under or any other enactment for the time being in force which shall be as recommended by the Nomination and Remuneration Committee.

- Any remuneration for services rendered by any such director in other capacity shall not be so included if—
  (a) the services rendered are of a professional nature; and
  (b) in the opinion of the Nomination and Remuneration Committee, if the company is covered under sub-section (1) of section 178, or the Board of Directors in other cases, the director possesses the requisite qualification for the practice of the profession.

- **Criteria of making payment of Remuneration to Non-Executive Directors**
  a) Non-Executive Directors (including Independent Directors) shall be entitled to sitting fees for attending the Board and Committee meetings,
  b) Sitting Fees to be paid shall be fixed by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee, subject to the statutory ceiling,
  c) Non-Executive Directors may be entitled to be paid commission, as may be approved by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee, subject to compliance with the provisions of Section 197 of the Act,
  d) All payment will be subject to deduction of applicable taxes and levies.

**13. GENERAL: -**

This Remuneration Policy shall apply to all future employment agreements with members of Company's Senior Management including Key Managerial Personnel and Board of Directors.

In other respects, the Remuneration Policy shall be of guidance for the Board. In case any such subsequent changes in the provisions of the Act or any other regulations which makes any provisions in the policy inconsistent with the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and/or the Board of Directors.

However, any such amendment shall be annexed to this Policy and put on the website of the Company for ready reference of all concerned persons and placed before the Nomination and Remuneration Committee and the Board of Directors in the next meeting

The Policy shall be posted on the website of the Company http://www.zinema.co.in and the salient features of the policy along the web address of the policy shall be disclosed in the Board's report.

**For Zinema Media and Entertainment Limited**
**Sd/-**
**Managing Director**