MEDIA MATRIX WORLDWIDE LIMITED

Corporate Identity Number: L32100HR1985PLC144515

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REMUNERATION POLICY

First Amended on May 29, 2019
Last Amended on May 29, 2025
Owner: Corporate Secretarial Department

REMUNERATION POLICY

Preamble

Section 178 of the Companies Act, 2013 and Regulation 19 of read with Part D of the Schedule II of the SEBI (Listing Obligations and disclosure Requirements) 2015 (as amended) **("SEBI Listing Regulations")** provides that the Nomination and Remuneration Committee **("NRC")** shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel **("KMP")** and other employees.

Objective

The Remuneration Policy of Media Matrix Worldwide Limited. (the "Company") is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The Policy emphasize on promoting talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration.

Applicability

This Remuneration Policy applies to directors, senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

"Key Managerial Personnel" means key managerial personnel as defined under Section 2(51) of the Act and includes – (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, from time to time.

"Senior Management"** shall mean officers/ personnel of the Company who are members of its core management team excluding board of directors, and shall also comprise all the members of management one level below **the chief executive officer or managing director or whole time director or manager (including chief executive officer and manager, in case they are not part of the board of directors) and shall specifically include the functional heads, by whatever name called and the persons identified

and designated as key managerial personnel, other than the board of directors, by the Company.

Appointment criteria and qualifications

The NRC shall indentify and ascertain the integrity, qualifications, expertise and experience of the person for appointment as Director, KMP or at senior management personnel and recommend to the Board his/her appointment. A person should possess adequate qualifications, expertise and experience for the position he/she is considered for appointment.

Remuneration to Non-Executive Directors (NEDs)

As per the Policy followed by the Company the non-executive directors are paid remuneration in the form of sitting fees for attending Board and Committee meetings as fixed by the Board of Directors from time to time subject to statutory provisions. Independent Directors are not entitled to any Stock Options.

Remuneration to Executive Directors (EDs)

Remuneration of Whole-Time Directors reflects the overall remuneration philosophy and guiding principle of the Company. While considering the appointment and remuneration of Whole Time Directors, the NRC inter alia considers pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company.

The NRC while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the Company successfully.

The NRC while considering a remuneration package must ensure a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The term of office and remuneration of Whole Time Directors are subject to the approval of the Board of Directors, shareholders and the limits laid down under the Companies Act, 2013 and/ or the SEBI Listing Regulations. Remuneration packages for Whole-time Directors are designed to remunerate them fairly and responsibly.

The Whole Time Directors' remuneration comprises of salary, perquisites, allowances apart from retirement benefits like P.F., Superannuation, Gratuity, etc as per Rules of the Company.

The 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 also provide for severance payments.

Evaluation

The NRC shall carry out evaluation of performance of all directors every year. The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.While doing the evaluation of independent directors, not only their performance, but fulfilment of the continuing independence criteria by them, shall also be considered.

On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director(s).

Further the Independent directors of the Company shall hold at least one meeting in a year, without the attendance of non- independent directors and members of management. Such meeting shall:

a) Review the performance of non-independent directors and the Board as a whole

b) Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors.

Key Managerial Personnel and Senior Management

Remuneration of KMP and other senior management personnel, in whatever form, including any revision thereof, shall be recommended by the NRC to the Board of Directors. Total remuneration comprises of:

1. **A fixed base salary** - set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.

2. **Perquisites** – in the form of house rent allowance/ accommodation, furnishing allowance, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.

3. **Retirement benefits** - contribution to PF, superannuation, gratuity, etc as per Company Rules.

4. **Variable payments** - performance linked variable pay reflecting short- and long-term performance

5. **Motivation /Reward** - A performance appraisal is carried out annually and promotions/ increments/ rewards are decided by the Whole Time Director based on their annual performance.

6. **Severance payments** - in accordance with terms of employment, if any.

The Board of Directors, in consultation with the Whole Time Director/ HR Head of the Company, shall specify and list down the employees to be considered as "senior management", without diluting the categories defined herein above, on an annual basis, and the remuneration of such employees shall be subject to recommendation of NRC and approval of the Board of Directors of the Company.

Other employees

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary they are also provided perquisites, allowances and retirement benefits as per schemes of the Company and statutory requirements, where applicable. Policy of motivation/ reward/ severance payments are applicable to this category of personnel as in the case of those in the management cadre.

Premium on Insurance policy

Where any insurance is taken by the Company on behalf of its NEDs, for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration.

Where any insurance is taken by the Company on behalf of its WTD/ EDs, KMP and any other employees for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of the remuneration. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Loan to KMP, senior management personnel and other employees of the Company (except Director which is governed by Section 185 of the Companies Act, 2013):

1. The Company may consider the loan applications received from KMP, Senior Management personnel and other employees of the Company.
2. The loan may be granted/ sanctioned for purchase of vehicle, house, and medical treatment of self and family dependent or to meet other personal expenditure.
3. The loan may be given at a concessional rate of interest or interest free at the sole discretion of the Management.
4. The amount of loan, repayment period and other relevant terms & conditions may be decided by the Management (HR Head & Whole Time Director) from time to time.

Disclosure of information

Information on the total remuneration of members of the Company's Board of Directors, Whole Time Directors and KMP/ senior management personnel may be disclosed in the Company's annual financial statements as per statutory requirements.

Application of the Remuneration Policy
This Remuneration Policy shall continue to guide all future employment of Directors, Company's Senior Management including Key Managerial Personnel and other employees. Any departure from the policy can be undertaken only with the approval of the Board of Directors.

Dissemination

The Company's Remuneration Policy shall be placed on Company's website and disclosed in the Board's Report.

1. A copy of the Policy including amendments thereto shall be hosted on the website of the Company at www.mmwl.com and its weblink shall be provided in the annual report.

2. This Policy will be communicated to HR Head of the Company.

3. Information on the total remuneration of members of the Company's Board of Directors, Whole-time Directors and KMP/ Senior Management Personnel may be disclosed in the Company's annual report/ financial statements as per statutory requirements.