

ROBUST HOTELS LIMITED

NOMINATION AND REMUNERATION POLICY

1. Introduction:

Robust Hotels Limited (RHL) has formulated the nomination and remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

- Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors, KMP and other employees who help to run the company successfully.
- Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- 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:

This Policy sets out the guiding principles for Nomination and Remuneration Committee of the Company for recommending to the Board the remuneration of the Directors, Key Managerial Personnel, Senior Management and other employees of the Company.

3. Terms and References:

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

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

“Key Managerial Personnel” defined as per Section 2(51) of the Companies Act, 2013.

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

“Senior Management” shall mean officials one level below the Board of Directors who are directly reporting to the Board of Directors or Managing Director including all functional heads, such as Accounts & Finance Head, Sales & Marketing Head, Company Secretary and such other similar personnel.

4. Policy relating to the appointment and removal of Director, KMP and Senior Management Personnel:

The appointment/re-appointment/ removal and term/tenure of Director, KMP and senior management personnel be determined by the Committee and recommend to the Board for approval and the same shall be governed by the applicable provisions of the Companies Act 2013 or rules made thereunder or under any other applicable Act, rules and regulations

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5. Policy relating to the remuneration for Directors, KMP and Senior Management Personnel:

The remuneration/compensation/commission/ fee etc. to the Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval and the same shall be in accordance with the Companies Act,2013 and rules made thereunder and other applicable Act, rules and regulations

6. Review and Amendment:

The Board may subject to the applicable listing Regulations and Companies Act,2013 & Rules made thereunder review and amend any provisions(s) or replace the policy entirely with new policy, based on the recommendations of the Nomination & Remuneration Committee.