

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION:

The Nomination & Remuneration Policy (“**Policy**”) of Royal Orchid Hotels Limited (“**ROHL**” or “**Company**”) is formulated under the requirements of applicable laws, including the Companies Act, 2013 (“**Act**”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**Listing Regulations**”).

2. CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES & INDEPENDENCE OF DIRECTOR:

a) Qualifications of Director: -

A Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, operations or other disciplines related to the company’s business. All the Directors shall possess such qualifications as are provided under the Act and the Listing Regulations from time to time.

b) Positive attributes of Directors: -

A Director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bonafide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

c) Independence of Directors: -

An Independent director should meet the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, concerning the independence of directors.

3. REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES:

a) Directors (EDs/NEDs):-

The remuneration to be paid to the Directors shall be in accordance with the provisions of Companies Act, 2013 and the rules made thereunder and also SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**Listing Regulations**”).

The Independent Directors shall be paid sitting fees for attending the meetings of the Board and the Committees of which they are members. The sitting fees payable shall be determined by the Board from time to time.

In addition to the sitting fees, the Independent Directors may also be paid a Commission, as may be determined by the Board, as recommended by the Nomination and Remuneration Committee after considering the performance of the Company and the performance and contribution of the Directors, as evaluated by the Board, subject to the approval of shareholders and the Central Government, if required under the Act.

Further, the Company may reimburse the Independent Directors such expenditure, as may be incurred by them while performing their role as an Independent Director of the Company, including expenditure incurred by them for travel, accommodation or any out-of-pocket expenses for attending Board / Committee Meetings, General Meetings, Court Convened Meeting, meetings with Shareholders / Creditors / Management, site visits, induction and training programs.

b) Key Managerial Personnel & Other Employees:-

The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent and that is reasonable and sufficient to attract, retain and motivate the Directors and other Employees of the quality required to run the Company successfully.

The Remuneration to Key Managerial Personnel and other Employees, if any shall take into account the Company's overall performance, their contribution to the same & trends in the industry in general, in a manner that will ensure and support a high-performance culture.

The Remuneration to Key Managerial Personnel and other employees will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and will involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

This policy will apply only to those KMPs and Senior Management who are on the rolls of the Company and draw remuneration from the Company. The KMPs and Senior Management who are on deputation or otherwise appointed in the Company will be governed by the remuneration policies of the deputing or appointing company.

The Chairman & Managing Director of the Company will be responsible for the implementation of the policy and ensuring the remuneration being paid/offered as per the policy is in line with the statutory regulations and market standards.