

1. Purpose of this Policy

Graviss Hospitality Limited (“GHL” or the “Company”) has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the “Policy”) as required by the provisions of Section 178 of the Companies Act, 2013 (the “Act”) and the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the Company shall abide by the applicable law.

The purpose of this Policy is to establish and govern the procedure applicable:

- a) To evaluate the performance of the members of the Board.
- b) To ensure that remuneration to Directors, KMP 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.
- c) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The Nomination & Remuneration Committee/Board should ensure that 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 and the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

2. Definitions:

‘**Act**’ means the Companies Act, 2013;

‘**Board**’ means the Board of Directors of Graviss Hospitality Limited;

‘**Committee**’ means the Nomination and Remuneration committee of the Company, constituted and re-constituted by the Board from time to time;

‘**Company**’ means Graviss Hospitality Limited (GHL);

‘**Directors**’ means the Directors of the Company;

‘**Independent Director**’ means a director referred to in Section 149(6) of the Act and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended from time to time;

‘**Key Managerial Personnel**’ (“KMP”) shall mean Key Managerial Personnel as defined in Section 2(51) of the Act;

'Nomination and Remuneration Committee', by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015;

'Other employees' means all the employees other than the Directors, KMPs and the Senior Management Personnel;

'Remuneration' means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

'Senior Management' means personnel of the Company who are members of its core management team, excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads as defined in the Companies Act, 2013.

Words and expressions used and not defined in this Policy, but defined in the Act or any Rules framed under the Act or the Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed there under or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Accounting Standards, shall have the meanings assigned to them in these regulations.

3. Composition of the Committee:

The composition of the Committee is / shall be in compliance with the Act, Rules made there under and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended from time to time.

4. Role of the Committee:

The Committee shall:

- a) Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- b) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;
- c) Lay down the evaluation criteria for performance evaluation of Independent Director and the Board;
- d) Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;
- e) To devise a Policy on Board diversity.

5. Appointment and removal of Director, KMP and Senior Management:

5.1 Appointment criteria and qualification:

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director in terms of Diversity Policy of the Board and recommend to the Board his / her appointment. For the appointment of KMP [Chairperson & Managing Director (CMD)/ Joint Managing Director (JMD)/ Executive Director (ED) /Whole-time Director (WTD)] or Senior Management, a person should possess adequate qualification, expertise and experience for the position he / she is considered for the appointment. Further, for administrative convenience, the appointment of KMP (other than CMD/ JMD/ ED/WTD) or Senior Management, the JMD is authorised to identify and appoint a suitable person for such position. However, if the need be, the JMD may consult the Committee / Board for further directions / guidance.

5.2 Term

The Term of the Directors including CMD / JMD/ ED/WTD/Independent Director shall be governed as per the provisions of the Act and Rules made there under and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended from time to time.

Whereas the term of the KMP (other than the CMD / JMD /ED/WTD) and Senior Management shall be governed by the prevailing HR policies of the Company.

5.3 Evaluation:

The Committee shall carry out evaluation of performance of every Director.

The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment / continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process.

5.4 Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations thereunder and / or for any disciplinary reasons and subject to such applicable Acts, Rules and Regulations and the Company's prevailing HR policies, the Committee may recommend, to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management.

6. Remuneration:

The level and composition of remuneration to be paid to the CMD/ JMD/ ED/WTD, KMPs, Senior Management Personnel and other employees shall be reasonable and sufficient to attract, retain and motivate directors, KMPs, Senior Management and other employees of the company. The relationship of remuneration to performance should be clear and should encourage meeting of appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive / performance related pay reflecting achievement of short and long-term performance objectives appropriate to the working of the company and meeting its goals.

6.1 CMD/ JMD/ WTD/ED

Besides the above Criteria, the Remuneration/ Compensation/ Commission etc. to be paid to CMD/ JMD/ WTD/ED shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force as also by Company policy.

6.2 Non-Executive Directors/ Independent Directors

The Non-Executive / Independent Directors may receive sitting fees for attending meetings of Board or Committee thereof. Provided that, the amount of fees shall be such as determined by the Board of Directors / Share holders from time to time.

An Independent Director shall not be entitled to any stock options of the Company, unless otherwise permitted in terms of the Act and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended from time to time.

In addition to the sitting fees, the Company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/ her role as a director of the Company. This could include reasonable expenditure incurred by the director for attending Board/ Board Committee meetings, general meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, induction and training (organized by the Company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/ her duties as a director.

6.3 Senior Management Personnel/ KMPs

The Remuneration to be paid to Senior Management Personnel / KMPs shall be based on the remuneration policy of the Company and the experience, qualification and expertise of the related personnel and shall be decided by the JMD (for KMPs other than those who are at the WTD / Board level) of the Company as per the internal process in consonance with the limits, if any, prescribed under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

6.4 Other Employees

The power to decide structure of remuneration for other employees has been designed in the Remuneration policy and implementation of the same is to be ensured by JMD of the Company or any other personnel that the JMD may deem fit to delegate.

7. Disclosure of this Policy:

This Nomination & Remuneration Policy shall be disclosed in the Board's report as required under the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

8. Review:

The Committee may assess the adequacy of this Policy and make any necessary or desirable amendments from time to time to ensure it remains consistent with the Board's objectives, current laws and best practices.
