

# **NOMINATION AND REMUNERATION POLICY**

## **INTRODUCTION:**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel, Senior Management Personnel and Employees of the Company and in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other Employees has been formulated by the Nomination and Remuneration Committee (NRC) and approved by the Board of Directors (Board) of the Company.

## **OBJECTIVE:**

To formulate the criteria for determining qualifications, competencies, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees.

## **APPLICABILITY:**

- Directors (Executive and Non Executive)
- Key Managerial Personnel (KMP)
- Senior Management Personnel (SMP)
- Other Employees

## **DEFINITIONS:**

- **“Act”** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- **“Board”** means Board of Directors of the Company.
- **“Company”** means KHFM Hospitality & Facility Management Services Limited.
- **“Directors”** mean Directors of the Company.
- **“Independent Director”** (“ID”) means a Director referred to in Section 149 (6) of the Companies Act, 2013 and Rules made thereunder.
- **“Key Managerial Personnel”** (“KMP”) means
  - the Chief Executive Officer or the Managing Director or the Manager;
  - the company secretary;
  - the whole-time director;
  - the Chief Financial Officer, and
  - such other officer as may be prescribed.

- **“Other employees”** means all employees other than the Directors, KMP and SMP.
- **“Senior Management Personnel”** (“SMP”) means the employees of the Company who are directly reporting to the Whole-time Director/ Managing Director/ Chief Executive Officer.

## **PART A- POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTORS/ KMP/ SMP**

- **Appointment Criteria and Qualifications:**

- NRC shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or SMP and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. NRC has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Managing Director, Whole-Time Director or Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

- **Term / Tenure:**

- **Managing Director/ Whole-time Director:**

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

- **Independent Director:**

No Independent Director shall hold office for more than two consecutive terms of upto five years each on the Board of the Company, but such Independent Director shall be eligible for appointment after the expiration 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.

Appointment for the second term as an Independent Director shall be based on the recommendation of the NRC and subject to approval of the Board of Directors and of the Shareholders by way of special resolution and disclosure of such appointment in the Boards' Report. The re-appointment would be considered by the Board based on evaluation of the performance and further subject to satisfying the requisite criteria of Independence as specified in the Companies Act, 2013.

- **Removal:**

Due to reasons for any disqualifications mentioned in the Act or under any other applicable Act, rules and regulations there under, NRC may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or SMP subject to the provisions and compliance of the said Act, rules and regulations.

- **Retirement:**

The Directors, KMP and SMP shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion in retain the Director, KMP, SMP in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

- **Evaluation of performance:**

NRC shall formulate criteria and framework for evaluation of every Director's performance. NRC shall carry out evaluation of performance of every Director annually.

## **PART B- POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL/OTHER EMPLOYEES**

- **Remuneration to Managing Director/ Whole-time Director**

- The remuneration to be paid to the Managing Director/ Whole-time Director at the time of his/ her appointment shall be recommended by the NRC and approved by the Board of Directors and the shareholders of the Company.
- Annual increment/ subsequent variation in remuneration to the Managing Director/ Whole- time Director shall be approved by the NRC/ Board of Directors, within the overall limits approved by the shareholders of the Company.

- **Remuneration to Non-Executive Directors**

- Non-Executive Directors shall be entitled to such remuneration by way of sitting fees for attending the meetings of the Board and its Committees, as may be decided by the Board of Directors from time to time, in accordance with the limits prescribed under the Act.
- Commission may be paid on the basis of recommendation of the NRC and subsequently approved by the Board of Directors and wherever required approval of the shareholders shall be obtained, in terms of the provisions of the Act.
- The Non-Executive Directors shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the Non-Executive Director possesses the requisite qualification for rendering such professional services.

- **Remuneration to KMP & SMP**

- The remuneration to be paid to the KMP and SMP, at the time of his/ her appointment shall be recommended by the NRC and approved by the Board considering relevant

qualification, experience and performance of the individual as well as the prevailing market conditions. The remuneration may be combination of fixed and variable pay;

- Annual increment/ subsequent variation in remuneration to the KMP/ SMP shall be approved by the NRC/ Board of Directors.

▪ **Remuneration to other Employees:**

- Apart from the Directors, KMP and SMP; the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and market conditions.
- The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package.
- The annual increments to the remuneration paid to the employees shall be determined based on the appraisal carried out by the HODs of various departments. Decision on Annual Increments shall be made on the basis of this appraisal.

**REVIEW AND AMENDEMENT:**

- The NRC or the Board may review the Policy as and when it deems necessary.
- This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy. However, no such amendment or modification will be binding on the Directors and employees unless the same is communicated in the manner described as above.