

**PRIDE HOTELS LIMITED****NOMINATION AND REMUNERATION POLICY**

**[Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015]**

**INTRODUCTION**

This Nomination and Remuneration Policy outlines the Company's policy on appointment and remuneration of directors, key managerial personnel (KMP), and senior management, and is guided by the principles of transparency, merit, diversity, and fairness.

**LEGAL FRAMEWORK**

This policy is in line with the following:

- **Section 178 of the Companies Act, 2013** and the rules made thereunder
- **Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, and Part D of **Schedule II**

**OBJECTIVES OF THE POLICY**

- To ensure diversity and competence in the Board and senior management.
- To lay down criteria for appointment, removal, and evaluation of Directors and KMPs.
- To recommend remuneration based on performance, potential, industry benchmarks, and financial position of the company.

**DEFINITIONS**

**"Board"** means Board of Directors of the Company.

**"Company"** means Pride Hotels Limited.

**"Committee(s)"** means Committees of the Board for the time being in force.

**"Employee"** means employee of the Company whether employed in India or outside India including employees in the Senior Management Team of the Company.

**"HR"** means the Human Resource department of the Company.

Head Off.: "The Ruby", 5th Floor, Office No.5 SC, South Wing on Level 8th Senapati Bapat Marg, Mumbai – 400 028 India.  
• CIN No. U55200DL1983PLC219781 • Toll free : 1800 209 1400 • Tel.: +91-22-4037 2424 / 4037 2415 • E-mail : headoffice@pridehotel.com  
Regd. Off.: Pride Plaza Hotel, Asset 5A, Hospitality District, Delhi Aerocity, IGI Airport, New Delhi - 110037 Tel.: +91 11 7160 0700. • Website : www.pridehotel.com

**Our network:**

Ahmedabad | Kolkata | New Delhi | Goa | Jalpur | Puri | Gangtok | Bharatpur | Mussoorie | Bengaluru | Chennai | Nagpur  
Pune | Indore | Udaipur | Anand | Bhopal | Sonmth | Sasan Gir | Vadodara | Alkapuri, Manjusa | Haldwani | Ranakpur

**Upcoming Properties:**

Rishikesh | Daman | Bhavnagar | Dwaraka | Nainital | Jim Corbett | Bharuch | Halol | Jabalpur | Agra | Haldwani  
Surendranagar | Rajkot | Neemrana | Chandigarh | Dehradun | Mysore | Aurangabad | Gurugram | Bhopal | Bangalore  
Yavatmal | Lucknow | Varanasi | Rudrapur | Kanpur | Ramnagar | Greater Noida | Dighe

Follow us on

**“Key Managerial Personnel”** (KMP) refers to key managerial personnel as under:

Chief Executive Officer (CEO);  
Chief Financial Officer (CFO); and  
Company Secretary (CS).

**“Nomination and Remuneration Committee”** (NRC) means Nomination and Remuneration Committee of Board of Directors of the Company for the time being in force.

**“Senior Management”** means the officers in grade one level below the Directors

### **CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE**

As per:

- Section 178 of the Companies Act, 2013
- Regulation 19 of SEBI (LODR) Regulations, 2015

The Committee shall consist of **at least three non-executive directors**, out of which **not less than two-thirds shall be independent directors**.

### **ROLE OF THE COMMITTEE**

As per **Part D of Schedule II of LODR and Companies Act, 2013**, the NRC shall:

1. **Formulate criteria** for determining qualifications, positive attributes, and independence of a director.
2. **Recommend persons** for appointment as directors, KMPs, or senior management.
3. **Evaluate performance** of the Board, committees, and individual directors.
4. **Devise policy on Board diversity**.
5. **Recommend remuneration policy** for directors, KMPs, and senior management.
6. **Identify and recommend** candidates for succession planning.
7. Ensure alignment of remuneration with **long-term performance** and shareholder value.

### **POLICY ON APPOINTMENT AND REMOVAL**

The NRC reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and also independence of director when Independent Directors (ID) is to be appointed:

Head Off.: “The Ruby”, 5th Floor, Office No.5 SC, South Wing on Level 8th Senapati Bapat Marg, Mumbai – 400 028 India.  
• CIN No. U55200DL1983PLC219781 • Toll free : 1800 209 1400 • Tel.: +91-22-4037 2424 / 4037 2415 • E-mail : headoffice@pridehotel.com  
Regd. Off.: Pride Plaza Hotel, Asset 5A, Hospitality District, Delhi Aerocity, IGI Airport, New Delhi - 110037 Tel.: +91 11 7160 0700. • Website : www.pridehotel.com



#### **Our network:**

Ahmedabad | Kolkata | New Delhi | Goa | Jalpur | Puri | Gangtok | Bharatpur | Mussoorie | Bengaluru | Chennai | Nagpur  
Pune | Indore | Udaipur | Anand | Bhopal | Somnath | Sasan Gir | Vadodara | Alkapuri, Manjusa | Haldwani | Ranakpur

#### **Upcoming Properties:**

Rishikesh | Daman | Bhavnagar | Dwaraka | Nainital | Jim Corbett | Bharuch | Halol | Jabalpur | Agra | Haldwani  
Surendranagar | Rajkot | Neemrana | Chandigarh | Dehradun | Mysore | Aurangabad | Gurugram | Bhopal | Bangalore  
Yavatmal | Lucknow | Varanasi | Rudrapur | Kanpur | Ramnagar | Greater Noida | Digha

Follow us on

- Based on recommendation of the NRC, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member. The Board through the Chairman or the Managing Director & CEO will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act, 2013 and Rules made there under.

## APPOINTMENT CRITERIA AND QUALIFICATIONS

- Ethical standards, integrity, and qualification
- Expertise, experience, and background
- Diversity of thought, perspective, and gender
- Independence criteria under Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

- Board as a whole
- Individual Directors (Executive / Non-Executive / Independent)
- Chairperson
- Committees of the Board

Head Off.: "The Ruby", 5th Floor, Office No.5 SC, South Wing on Level 8th Senapati Bapat Marg, Mumbai – 400 028 India.  
 \*CIN No. U55200DL1983PLC219781 \*Toll free : 1800 209 1400 \*Tel.: +91-22-4037 2424 / 4037 2415 \*Email : headoffice@pridehotel.com  
 Regd. Off.: Pride Plaza Hotel, Asset 5A, Hospitality District, Delhi Aerocity, IGI Airport, New Delhi - 110037 Tel.: +91 11 7160 0700. \*Website : www.pridehotel.com



## **I. Remuneration to Directors**

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both Fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Companies Act 2013 and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Act.

Remuneration of the Managing Director and Executive Director (MD & CEO) reflects the overall remuneration philosophy and guiding principle of the Company. While considering the appointment and remuneration of Managing Director and Executive Director, the NRC shall consider the industry benchmarks, merit and seniority of the person and shall ensure that the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. The policy aims at a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The remuneration to the MD, CEO and Executive Director shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as per the policy of the Company from time to time and as approved by the Board and within the overall limits specified in the Shareholders resolution, if any. While the fixed compensation is determined at the time of appointment, the variable compensation will be determined annually by the NRC based on the performance of MD, CEO& Executive Director.

Remuneration for MD, CEO and Executive Directories designed subject to the limits laid down under the Companies Act, 2013 to remunerate him / her fairly and responsibly. The remuneration to the MD, CEO and Executive Director comprises of salary, perquisites and benefits as per policy of the Company and performance based incentive apart from retirement benefits like P.F., Superannuation, Gratuity, Leave Encashment, etc. as per Rules of the Company. Salary is paid within the range approved by the Shareholders. Increments are effective annually, as recommended / approved by the Remuneration Committee / Board. The MD, CEO and Executive Directors entitled for grant of Stock Options as per the approved Stock Options Schemes of the Company from time to time.

The Managing Director, Chief Executive Officer and Executive Director are executives of the Company and draw remuneration from the Company. The Non-Executive Chairman and Independent Directors receive sitting fees for attending the meeting of the Board and the Committees thereof, as fixed by the Board of Directors from time to time subject to statutory provisions. The Non-Executive Chairman and Independent Directors would be entitled to the remuneration under the Companies Act, 2013. A Non-Executive Non-Independent Director who receives remuneration from the holding company or any other group company is not paid any sitting fees or any remuneration. In addition to the above the Directors are entitled for reimbursement of expenses incurred in discharge of their duties.

**EFFECTIVE DATE**

\*\*\*\*\*

**Our network:** Ahmedabad | Kolkata | New Delhi | Goa | Jaipur | Puri | Gangtok | Bhadrachal | Mussoorie | Bengaluru | Chennai | Nagpur  
Pune | Indore | Udaipur | Anand | Bhopal | Sonmath | Sasan Gir | Vadodra: Alkapuri, Manjisar | Haldwani | Kanakpur

**Upcoming Properties:** Rishikesh | Daman | Bhavnagar | Dwaraka | Nainital | Jim Corbett | Bharuch | Halol | Jabalpur | Agra | Haldwani  
Surendranagar | Rajkot | Neemrana | Chandigarh | Dehradun | Mysore | Aurangabad | Gurgaon | Bhopal | Bangalore  
Yavatmal | Lucknow | Varanasi | Rudrapur | Kanpur | Ramnagar | Greater Noida | Digboi

Follow us on [Facebook](#) [Twitter](#) [Instagram](#) [LinkedIn](#) [Pinterest](#)