



## **NOMINATION & REMUNERATION COMMITTEE**

<b>Sr. No</b>	<b>Name of the Director(s)</b>	<b>Designation on Board</b>	<b>Designation in Committee(s)</b>
1.	Ms. Deepthi Shiva	Non- Executive Director	Chairperson
2.	Mr. Chandrasekhar Sundaram	Independent Non-Executive Director	Member
3.	Mr. V. Swaminathan	Independent Non-Executive Director	Member

### **Nomination and Remuneration Committee shall have the following powers and responsibilities:**

- i.** Shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- ii.** Shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key Managerial Personnel and other employees.
- iii.** For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.
- iv.** For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
- v.** Formulation of criteria for evaluation of performance of independent directors and Board of Directors.
- vi.** Devising a Policy on diversity of Board of Directors.
- vii.** Deciding on, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- viii.** Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.



# GRAND CONTINENT HOTELS LTD

[Formerly Known As Grand Continent Hotels Private Limited]

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- ix. Define and implement the Performance Linked Incentive Scheme (including ESOP of our Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- x. Decide the amount of Commission payable to the Whole time Director / Managing Directors.
- xi. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of our Company, standards prevailing in the industry, statutory guidelines etc.
- xii. Formulate and administer the Employee Stock Option Scheme, if any.
- xiii. Recommend to the Board, all remuneration, in whatever form, payable to Directors and senior management.
- xiv. Such other role and responsibilities as stipulated under the Companies Act, 2013 and Listing Regulations to the extent applicable and other applicable provisions, if any.