

**Asian Hotels (East) Limited**  
**Nomination and Remuneration Policy**

**Introduction:**

In terms of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 19 and Part D of Schedule-II of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 (Listing Regulations), a listed company shall constitute a Nomination and Remuneration committee (the Committee) consisting of three or more non-executive directors out of which not less than one half shall be independent directors and the Chairman of the Committee shall be an independent director. The Board at its meeting held on 25<sup>th</sup> May, 2017 had amended and approved this policy.

**Role of the Committee:**

The role of the Committee shall be governed by the applicable provisions of the Companies Act, 2013 and rules made thereunder and Listing Regulations.

**Constitution of the Nomination and Remuneration Committee:**

The Board has changed the nomenclature of Remuneration Committee constituted on 22<sup>nd</sup> February, 2010 by renaming it as Nomination and Remuneration Committee on 22<sup>nd</sup> May, 2014. The Nomination and Remuneration Committee comprises of following Directors:

- Mr. Rama Shankar Jhawar – Independent Director (Chairman)
- Mr. Padam Kumar Khaitan – Independent Director (Member)
- Mr. A. C. Chakrabortti – Independent Director (Member)

**Applicability:**

The Nomination and Remuneration Policy (the Policy) is applicable to Directors, Key Managerial Personnel (KMP) and Senior Management Personnel.

**Frequency of Meetings:**

The meeting of the Committee shall be held at such regular intervals as may be required. However, a minimum of one meeting every financial year is mandatory.

**Secretary:**

The Company Secretary of the Company shall act as Secretary of the Committee.

**Policy relating to the appointment and removal of Director, KMP and Senior Management Personnel:**

The appointment/ re-appointment/ removal and term/tenure of Director, KMP and Senior Management Personnel be determined by the Committee and recommended to the Board for approval and the same shall be governed by the applicable provisions of the Companies Act, 2013 or rules made thereunder or under any other applicable Act, rules and regulations.

**Policy relating to the remuneration for the Director, KMP and Senior Management Personnel:**

The remuneration / compensation / commission/ fee etc. to the Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval and the same shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder and other applicable Act, rules and regulations.

**Review and Amendment**

The Board may, subject to applicable Listing Regulations and Companies Act, 2013 & the Rules made thereunder review and amend any provision(s) with the new provision(s) or replace the policy entirely with a new Policy, based on the recommendations of the Nomination & Remuneration Committee.



