

NOMINATION AND REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

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 (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time this "**Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Other Employees**" of **Blue Coast Hotels Limited** has been formulated by the Committee and approved by the Board of Directors.

OBJECTIVE AND PURPOSE

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- Specify the manner in accordance with Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and guidelines issued by The Institute of Company Secretaries of India for effective evaluation of performance of Board, its committees and individual Directors including Independent Directors.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

In the context of the aforesaid criteria the following policy has been formulated (revised) by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on **18th January 2025**.

CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of following members:

S. No.	Name	Designation
1.	Mr. Bhupender Raj Wadhwa	Chairman
2.	Mr. Bhupendra K. Bhardwaj	Member
3.	Mrs. Snehal Kashyap	Member

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The Board has the power to re-constitute the Committee consistent with the Company's policy and applicable statutory requirements.

DEFINITIONS

Board means Board of Directors of the Company.

1. **Director** means Directors of the Company.
2. **Committee** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
3. **Company** means Blue Coast Hotels Limited.
4. **Independent Director** means a director referred to in Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
5. **Key Managerial Personnel (KMP)** means a KMP as defined under the Companies Act, 2013 and includes:
 - i. CEO/Managing Director/Manager;
 - ii. Whole-time Director;
 - iii. Chief Financial Officer;
 - iv. Company Secretary; and
 - v. Such other officer as may be prescribed under the applicable statutory provisions/regulations.
6. **Senior Management Personnel** shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors..

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

APPLICABILITY

This Nomination and Remuneration shall apply to the Company's:

1. Directors (Executive and Non-Executive)
2. Key Managerial Personnel
3. Senior Management Personnel (Other Employees)

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GENERAL

This Policy is divided in three parts: Part – A covers the matters to be dealt with and recommended by the Committee to the Board, Part – B covers the appointment and nomination and Part – C covers remuneration and perquisites etc.

PART - A

MATTERS TO BE DEALT WITH, PERSUED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

1. Formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees
2. 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. For the purpose of identifying suitable candidates, the Committee may:
 - a. uses the services of an external agencies, if required;
 - b. considers candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. considers the time commitments of the candidates
3. Formulate criteria for evaluation of performance of Board, its committees, independent directors and the board of directors in accordance with Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and guidelines issued by The Institute of Company Secretaries of India.
4. Nomination and Remuneration Committee shall identify persons who are qualified to become Directors, KMP's and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board recommend to the board of directors their appointment and removal.
Recommend re-appointment and removal of Director, KMP and senior Management Personnel on the basis of the report of performance evaluation.
5. Recommend to the board, all remuneration, in whatever form, payable to senior management

PART - B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

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2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director or Manager who is below the age of twenty (20) or has attained the age of seventy years (70).

Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

Term/Tenure:

A. KMP

The Company shall appoint or re-appoint any person as its Managing Director or Executive Director (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.

Any vacancy in the office of Chief Executive Officer, Managing Director, Whole Time Director or Manager shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy and if the Company becomes non-compliant with the requirement under sub-regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, due to expiration of the term of office of any director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated

Any vacancy in the office of the Chief Financial Officer & Company Secretary shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy:

B. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment for another term of upto five consecutive years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry 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.

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At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

Evaluation:

The Committee shall ensure to carry out evaluation of performance of every Director (including Independent Director), KMP and Senior Management Personnel periodically either by Board, by Committee itself or by an independent external agency.

The performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART - C

POLICY RELATING TO THE REMUNERATION FOR THE MANAGING DIRECTOR, WHOLE-TIME DIRECTOR, KMP'S AND SENIOR MANAGEMENT PERSONNEL

General:

The remuneration/compensation/commission etc. payable to the Managing Director, Whole-time Director, KMP's and Senior Management Personnel, shall be determined/approved by the Committee, at the time of their appointment, and recommended to the Board, for its approval, if required under law.

The remuneration/compensation/commission, etc. payable to a Managing Director and Whole-time Director shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

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The remuneration and commission to be paid to the Managing Director and Whole-time Director shall be in accordance with the percentage/slabs/conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.

Increments to the existing remuneration/compensation structure may be recommended by the Committee or be carried out in accordance with the HR Policy of the Company, which should be within the slabs approved by the Board and Shareholders, in the case of Managing Director and Whole-time Director.

Where any insurance is taken by the Company for its Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and/or any other employees, for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Managing Director, Whole-Time Director, KMP's and Senior Management Personnel:

Fixed Pay

The Managing Director, Whole-time Director, KMP's and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee, at the time of their appointment. They are also eligible for increments to the existing remuneration / compensation structure as may be recommended by the Committee or in accordance with the HR Policy of the Company. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees, etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director(s) in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

Provisions for excess remuneration

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to

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the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non- Executive/Independent Director:

Remuneration / Commission

The remuneration/commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

Sitting Fees

The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed such amount, as may be prescribed by the Central Government from time to time.

Stock Options

An Independent Director shall not be entitled to any stock option of the Company.

OTHERS

Clauses with respect to the Membership and Term, Chairperson, Frequency of Meetings, Duties and other administrative functions of the Committee shall be as per Act and terms of reference.

REVIEW OF THE POLICY

The Committee will discuss any revisions that may be required and recommend any such provisions to the Board for consideration and approval.

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