



REMUNERATION POLICY

This Remuneration Policy ('Policy') is framed in terms of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), as amended from time to time.

The remuneration strategy of Gujarat Hotels Limited ('the Company') is performance based, competitive and values led. It is designed to reward holistic performance, attract and retain high quality talent that gives its business a competitive advantage, enables the Company to achieve its objectives and ensures sustainable stakeholders value.

The Company's Remuneration strategy, whilst focusing on remuneration and related aspects of performance management, is aligned with and reinforces the employee value proposition of a superior quality of work life, that includes an enabling work environment, empowering and engaging work culture and opportunities to learn and grow. The underlying objective is to create a high-performance culture that inspires employees to deliver the Company's promise to its stakeholders.

The compensation approach endeavors to align remuneration of each employee with the Company's goals. This Policy complies with the applicable regulations and principles of good corporate governance.

Policy

It is Company's Policy:

1. To ensure that the remuneration practices reinforce meritocracy and are market led.
2. To ensure that remuneration is linked to stakeholder's value creation and business results.
3. To leverage remuneration as an effective instrument to drive both individual and collective performance outcomes.
4. To adopt a comprehensive 'Total Rewards' approach to Remuneration in order to promote a superior quality of personal and work life, in a manner so as to judiciously balance short term with long term priorities.

Remuneration of Key Managerial Personnel ('KMPs') and Senior Management

1. Remuneration of KMPs and Senior Management is determined and recommended by the Nominations and Remuneration Committee ('the Committee') and approved by the Board of Directors of the Company ('the Board'). Approval of the shareholders is taken wherever required under the applicable laws.
2. Remuneration is reviewed and revised generally every year or when such a revision is warranted.
3. Apart from fixed elements of remuneration and benefits/perquisites, employees as aforesaid are eligible for Variable Pay / Performance Bonus, which is linked to individual performance and/or the overall performance of the Company.
4. Remuneration of KMPs and Senior Management on deputation from ITC Limited ('ITC') or any other group company is generally aligned to the Remuneration Policy of that company.



Remuneration of Independent Directors

Independent Directors are entitled to sitting fees for attending meetings of the Board and Board Committees thereof, the quantum of which is determined by the Board, within the limits prescribed under the Act and the rules made thereunder.

Remuneration of employees other than KMPs and Senior Management

1. Remuneration of employees other than KMPs and Senior Management, is fixed in consultation with Hotels Division of ITC or such other group company, as the employee costs are borne by ITC as per the Operating License Agreement entered between the Company and ITC.
2. Remuneration of employees largely consists of basic remuneration, perquisites and allowances. The components of remuneration vary for different employee grades and are governed by industry pattern, qualification and experience of the employee, responsibilities handled, individual performance and/or overall performance of the Company.
3. Remuneration is reviewed and revised generally every year or when such a revision is warranted. The quantum of revision is linked to market trends, the competitive context of the Company's business, as well as the performance and potential of the individual employee.

General

The Policy will be posted on the Company's website www.gujarathotelsltd.in and weblink thereto will be disclosed in the Report of the Board of Directors & Management Discussion and Analysis Report of the Company.

In the event of any inconsistency between this Policy and the applicable laws, the applicable laws will prevail

This Policy will be effective from 11th January, 2024 and will be reviewed by the Board, on the recommendation of the Committee, as and when deemed necessary.

This Policy was approved by the Board on 22nd July, 2015 and last amended on 11th January, 2024.