

ASIAN HOTELS (NORTH) LIMITED

ASIAN HOTELS (NORTH) LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

PREAMBLE

Clause 49(II)(B)(7) of the Listing Agreement stipulates as under:

- (i) The company shall familiarise the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.
- (ii) The details of such familiarisation programmes shall be disclosed on the company's website and a web link thereto shall also be given in the Annual report.

OBJECTIVES

- a) To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company and the industry and business environment it operates in.
- b) To keep the Independent Directors updated on an ongoing basis about the significant changes which occur concerning the Company or its industry and business environment so that they are always in a position to take well-informed decisions.

FAMILIARISATION PROGRAMME ON INDUCTION OF A NEW DIRECTOR

Familiarisation programme for a new independent director shall include the following:

- (i) An appointment letter incorporating the role, duties and responsibilities as enumerated in the Companies Act, 2013, and the Listing Agreement; remuneration and sitting fees he is entitled to and forwarding the Company's Code of Conduct for the information and acceptance of the Director;
- (ii) Introductory docket containing the Company's Corporate Profile, Organization Structure, last three years' Annual Reports, Notices of the general meetings and postal ballots conducted during last three years, Memorandum & Articles of Association of the Company, a note on the rights of the directors, various Company policies and codes, namely Whistle Blower Policy, Corporate Social Responsibility Policy, Related Party Transactions Policy, Code for prevention of insider trading, Familiarisation Programme for Independent Directors, Policy for determining Material Subsidiaries, and the Nomination, Remuneration and Evaluation Policy;
- (iii) A separate meeting with the Chairman & Managing Director, President – Finance & Operations and General Manager of the operating unit to familiarise with and understand the business model and overall functioning of the business operations and a presentation by a representative of Hyatt International detailing their role therein.

ASIAN HOTELS (NORTH) LIMITED

- (iv) A detailed note introducing other directors on the Company's Board, and composition of various Committees of the Board, their roles, duties and terms of reference etc.
- (v) A visit to the operating unit to familiarise the director with the various facilities in the hotel and related operational aspects.
- (vi) An introductory presentation on the operations of the Company and its material subsidiaries.

FAMILIARISATION EFFORTS ON A CONTINUING BASIS

Familiarisation programme for the independent directors is a continuing process. Besides the following efforts, any one or more of the activities listed in the foregoing paragraph may be repeated annually for the benefit of the independent directors:

- a) The Company will endeavour to keep the independent directors abreast of the developments in the industry, upcoming business opportunities, regulatory environment applicable to the corporate sector, market share analysis, senior management changes, major litigation, compliances etc.
- b) Meetings with the Senior Management Personnel to understand the business and operations of the Company or any specific issue related thereto.

MISCELLANEOUS PROVISIONS

The above stated Familiarisation Programmes shall be conducted as and when required for the new directors, and annually for all the independent directors.