



# ARUNA HOTELS LIMITED

CIN: L15421TN1960PLC004255

September 28, 2017

Mr. Suyambu Narayanan  
Chennai

Sir,

**Sub: Your re-appointment as Independent Director of the Company – letter of appointment – reg**

With reference to the above, we have pleasure in informing you that the Shareholders of the Company at the 55<sup>th</sup> Annual General Meeting held today have passed an Ordinary resolution appointing you as an Independent Director of the Company in terms of Sections 149 and 150 read with Schedule IV of the Companies Act, 2013, for the second term of 5 (five) years from February 10, 2017, with the requisite majority.

Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require that the appointment of Independent Directors shall be formalised through a letter of appointment setting out the therein, the terms of appointment and other details as specified in the aforesaid schedule. Accordingly, we are pleased to issue this letter of appointment, setting out the terms as detailed in the Annexure. This letter together with the annexure and your profile (also enclosed) will be disclosed in the website of the Company.

We request you to kindly sign the duplicate copy of this letter and return the same for our records

Thanking you,

Yours faithfully,  
for **ARUNA HOTELS LIMITED**

Sd/-  
**MANAGING DIRECTOR**



Encl: as above



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## **Annexure to letter of appointment dated September 28, 2017:**

- a. Name of Director: Mr. Suyambu Narayanan
- b. Term of appointment: you will hold office for a first term of 5 (Five) consecutive years commencing from 10<sup>th</sup> February, 2017
- c. Committee Membership: The Board of Directors may nominate you to serve on such committees of the Board as may be appointed by the Board of Directors of the Company from time to time.
- d. Duties and Responsibilities: The Board of Directors of the Company is collectively responsible for managing the affairs of the Company. We request you to kindly take note of Section 166 of the Companies Act, 2013 which has specified the duties of Directors and Part III of Schedule IV of the aforesaid Act which has enumerated duties of an Independent Director.

As an Independent Director of the Company,

- i) You will abide by the Code for Independent Director as specified in Schedule IV to the Companies Act, 2013, comply with the relevant Listing Regulations in respect of Insider Trading and market related matters and adhere to the Code of Conduct including Code for prevention of Insider Trading, pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 notified by the Board for the Directors and Senior Management Personnel of the Company;
- ii) You will continue to fulfil the criteria in terms of Section 149 (6) of the Companies Act, 2013 for being considered as an Independent Director of the Company during the aforesaid term / period of appointment;
- iii) You will not deal in the Equity Shares of the Company during the period of closed window and during other times except with due disclosure to the Board as required;
- iv) You will not deal with the Company either directly or indirectly in a manner to prejudice your status as an Independent Director of the Company.
- v) You are entitled to sitting fees as determined by the Board from time to time for attending Board/Committee Meetings thereof in accordance with the provisions of the Companies Act, 2013 and subject to review on a periodic basis, as required and as recommended by the Nomination and Remuneration Committee (NRC).

### **Professional conduct:**

As an Independent Director, you shall:

- a. Uphold ethical standards of integrity and probity;
- b. Act objectively and constructively while exercising your duties;
- c. Devote sufficient time and attention to your professional obligations for informed and balanced decision-making and exercise your responsibilities in a bona fide manner in the interest of the Company;





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- d. In the event of any circumstances that may arise or is likely to arise, which may or may not create conflict of interest, but may lead to the Board to revise its judgement on your independency, such event should be disclosed to the Company immediately;
- e. Assist the Company in implementing the best Corporate Governance practices.

It is pleasure to have you on Board. Looking forward to your continued support, guidance, association, expertise and advice that will immensely benefit the Company and the Board.

Thanking you,

Yours faithfully,  
for **ARUNA HOTELS LIMITED**

Sd/-  
**MANAGING DIRECTOR**



#### Profile of Independent Director:

<b>PARTICULARS</b>	<b>MR. SUYAMBU NARAYANAN</b>
Qualification	Masters of Arts (MA)
Expertise in specific functional area and experience	33 years of experience in the circulation department in the field of Printing Newspapers.
Director Identification Number (DIN)	07718798
Date of appointment	10.02.2017
Date of Birth/ Age	15.06.1956 / 60 years
Directorships held in other listed Companies in India	NIL
Membership in Committees	a. Chairman in Audit Committee b. Member Nomination and Remuneration Committee c. Member in Stakeholders Relationship Committee
Shareholding held in Aruna Hotels Limited, if any	NIL
Number of Board Meetings attended during the year	5 (Five)
Sitting fees / Commission	Entitled to receive sitting fees and commission, at the discretion of the Board as applicable to non-executive Directors
Relation inter se with the directors	NIL