



ARUNA HOTELS LIMITED

CIN: L15421TN1960PLC004255

April 15, 2022

Mr. Suyambu Narayanan
Chennai

Sir,

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

With reference to the above, we have pleasure in informing you that the Shareholders of the Company passed a special resolution by Postal Ballot which took place only through remote e-voting process, today dated April 15, 2022, re-appointing you as an Independent Director of the Company in terms of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013, for the second term of 5 (five) consecutive years commencing from 10.02.2022 to 09.02.2027 upon such terms and conditions (including remuneration if any) as may be determined by the Board from time to time, if any, under the Companies Act, 2013 and whose office shall not be liable to retire by rotation.

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/-
DIRECTOR

Encl: as above



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Annexure to letter of appointment dated April 15, 2022:

- a. Name of Director: Mr. Suyambu Narayanan
- b. Term of appointment: you will hold office for a second term of 5 (Five) consecutive years commencing from 10th February, 2022.
- 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) 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/-
DIRECTOR

Profile of Independent Director:

Name	Mr. Suyambu Narayanan
DIN (Director Identification Number)	(DIN: 07718798)
Brief profile of Director	Mr. Suyambu Narayanan aged about 65 years is a MA graduate from Madurai Kamaraj University with about 35 years of experience in the field of accounts in the Media Industry.
Date of Birth (Age in Years)	15/06/1956; Age: 65 years
Date of Appointment	10/02/2022
Qualification	MA graduate from Madurai Kamaraj University
Expertise in specific functional areas	He has a rich experience more than a decade in the field of accounts and has a great contribution in the Media Industry.
Conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Re-appointment His last drawn salary: Nil
Number of Board Meetings attended during the FY 2020-21 and FY 2021-22	8 (Eight) Board Meetings were attended during the FY 2020-2021; 13 (Thirteen) Board meetings were attended during the FY 2021-2022
*Directorships held in other	Nil



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Listed Companies	
Listed Entities from which the person has resigned in the past three years	Nil
**Membership of Committees of other Public Companies	Nil
Relationship between Directors of the Company inter-se	None
Number of shares held in the Company including shareholding as a beneficial owner	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He is veteran with more than 35 years of experience in Media and Publications and has been actively involved in promoting projects and expansion in the Media industry.