



FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

BACKGROUND

In accordance with Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, Bharat Hotels Limited (the “Company”) has put in place systems to familiarize its independent directors with the Company, its business model, products, management, operations, the nature of the industry in which the Company operates and the roles, rights and responsibilities of independent directors.

Independent directors interact with senior management personnel and have access to all documents/ information needed for good understanding of the Company, its operations and the industry.

All the independent directors are made aware of their role, responsibilities and liabilities at the time of their appointment/ reappointment through a formal letter of appointment.

In addition, the Company undertakes various measures from time to time to keep the independent directors updated about the ongoing projects and new initiatives.

Presentations are made to the directors of the Company detailing *inter-alia*, the financial & operational performance, business strategies, business policies, foreign exchange exposure and hedging operations, annual budget and planned expenditure, review of internal audit and risk management framework etc.

The following details of the familiarization program imparted to independent directors shall be disclosed on the website of the Company:

- i. number of programmes attended by independent directors (during the year and on a cumulative basis);
- ii. number of hours spent by independent directors in such programmes (during the year and on cumulative basis); and
- iii. other relevant details regarding the familiarization programmes.

The independent directors also review the operations of the various departments of the Company through the detailed Internal Audit Report in the form of presentations by the Internal Auditors of the Company.

In order to review the compliance regime and governance practices of the Company, the compliance report as well as impact of amendments in various applicable laws on the Company are also regularly placed before the Board of Directors of the Company (the “**Board**”) at the time of Board meetings.

Further, the independent directors are also informed about the various awards and accolades bestowed on the Company.

The independent directors are encouraged to visit Company units, where senior unit officials apprise them of the operational and sustainability aspects of the units to enable them to have full understanding and appreciation on the activities of the Company.

Disclosure

This Policy shall be disclosed in the annual report of the Company and posted on the website of the Company, if required under the Companies Act, 2013 and rules thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any other regulatory requirements.

Amendment

The Company reserves the right to amend this Policy at any point of time. Any amendment to this Policy shall take effect from the date when it is approved by the Board.

DATE: 12-02-2018