



VICEROY HOTELS LIMITED

Familiarization Programme for Independent Directors

In accordance with Clause 49 of the Listing Agreement and Schedule IV to the Companies Act, 2013, the Company shall familiarize the Independent Directors with the Company, their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

Objectives:

Through the familiarization programme, the Company intends to achieve the following

- ❖ To apprise the Directors about the business model, corporate strategy, nature of industry, business plans and operations of the Company.
- ❖ To familiarize them with the Company's financial performance, annual budgets, internal control processes and statutory compliances.
- ❖ To apprise them about their roles and responsibilities in the Company.
- ❖ To familiarize them with Company's vision, core values, ethics and Corporate Governance practices.

Familiarization Programme:

The Independent and Non-Executive Directors in the Board and Committee meetings have been provided with the following:

- ❖ Updates on business model, nature of industry, operations and financial performance of the Company.
- ❖ Presentations on Annual Budgets, Internal & Statutory Audit, Corporate Social Responsibility, strategies and business performance of the Company.
- ❖ Updates on significant developments in the Company.
- ❖ Policies of the Company on social responsibility, remuneration criteria, vigil mechanism, related party transactions, risk management etc.,
- ❖ Update on significant amendments in corporate and other laws and its impact on the Company.
- ❖ Code of Conduct for Independent Directors as prescribed under the Companies Act, 2013 and Rules made there under.
- ❖ Roles and responsibilities of the Directors as outlined in the Companies Act, 2013 and Rules made there under.

Review and Revision:

The familiarization process will be revised from time to time in order to provide more information to Independent and Non-Executive Directors to enable them to contribute significantly to the growth of the Company