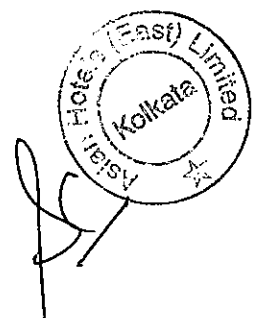


ASIAN HOTELS (EAST) LIMITED
CODE OF CONDUCT
FOR
THE BOARD OF DIRECTORS
AND
SENIOR MANAGEMENT

Approved by the Board at its meeting held on Sunday, 28th January, 2018



This Code of Conduct shall be called the Asian Hotels (East) Limited Code of Conduct for the Board of Directors and the Senior Management team.

Introduction

In substitution of the existing code, the Board of Directors of the Company at its meeting held on 28th January, 2018 adopted a revised Code of Conduct for the Board of Directors and the Senior Management team pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [‘Listing Regulations’].

Applicability

This ‘Code of Conduct’ shall be applicable to Directors on the Board of Asian Hotels (East) Limited (the Company) and to Senior Management personnel of the Company. The term ‘Senior Management personnel’ shall mean :

President, Vice-Presidents, Chief Executive Officer, Chief Financial Officer, Chief Legal Officer, Company Secretary, Chief Operating Officer, General Manager and Director of Finance of the Hotel.

Objective

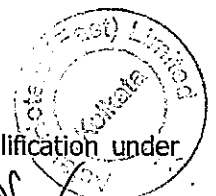
With a view to maintain high standards of governance, to induce and recognize the virtues of honesty and accountability and to serve as a guideline for addressing situations involving ethical issues in all spheres of activities of the organization, the following rules/code of conduct is required to be observed.

The Company appoints the Company Secretary as the Compliance Officer for the purposes of administering and monitoring compliance with the Code. The Compliance Officer will be available to Directors/Senior Management personnel to answer queries/provide clarifications and to help them comply with the code.

Code Of Conduct

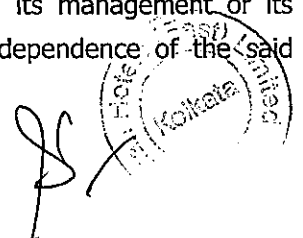
The duties, responsibilities and obligations of Directors and Senior Management personnel are given below:

- a. A Director shall not take Memberships of more than such number of committees or act as Chairman of more than such number of committees across all companies as is prescribed under applicable law or Listing Regulations. Every Director shall inform the Board of all such Committee Memberships at the beginning of each financial year and also of every change as and when they take place.
- b. The Directors and Senior Management Personnel shall inform their equity holding in the Company and any changes that may take place and shall not indulge in any trading of the shares of the Company which would come within the purview of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Code specified in this regard.
- c. In case of any agreement or contract which is or shall be entered into by and between two corporate entities, in which a Director is interested, the said Director shall forthwith draw the attention of the Board about the fact and shall not participate in the deliberations nor vote on the resolution relating to the same.
- d. Directors shall act in accordance with the Articles of Association of the Company.
- e. A Director shall comply with Regulations of Listing Regulations.
- f. A Director should conduct himself/herself in such a way that he/she does not incur any disqualification under



Sections 164 and 167 of the Companies Act, 2013.

- g. The Directors shall ensure that the financial statements and reporting, made on behalf of the Company, do not contain any untrue statement or omit any material fact or content that might be misleading and shall strive to present a true and fair view of the company's affairs in compliance with the prevailing Accounting Standards, applicable laws and regulations.
- h. The Directors shall duly and fairly inform the shareholders all relevant aspects about the company's business and disclose such information as may be required, from time to time, in accordance with the applicable rules and regulations.
- i. The Directors should disclose the nature of their interest or concern in any material transaction made or proposed to be made on behalf of the Company as and when the Company is contemplating to transact any business with any such person. In such situations, the Director concerned is expected, besides disclosure, to abstain from any discussion or deliberations of Board meeting and Board committee meeting as the case may be. A General Notice given to the Company Secretary disclosing the list of persons referred to in Section 184 of the Companies Act, 2013 is to be regarded as adequate Notice that such Director is concerned or interested in any transaction, which may, after date of the notice, be entered into with that person(s) and shall be deemed to be sufficient disclosure of his/her concern or interest in relation to any transaction. Such notice shall be made annually and shall be submitted to the Company Secretary on or before 1st April of each year for the ensuing financial year. Any change in the list of persons referred above shall be intimated in writing forthwith to the Company Secretary.
- j. The Senior Management personnel should disclose the nature of their interest or concern in any material transaction made or proposed to be made on behalf of the Company as and when the Company is contemplating to transact any business with any such person.
- k. A Director has along with other Directors, to act collectively at Board/Board Committee meetings to ensure that all important matters are brought up for discussions, the deliberations are open and transparent and the decisions are objective and taken always with the best interests of the Company in mind.
- l. Directors and Senior Management personnel should make sure that the Company at all times complies with statutes, rules and regulations in letter and spirit.
- m. Directors are responsible to ensure that the report and recommendations of Audit Committee and Stakeholders Relationship Committee receive due consideration.
- n. Directors and the Senior Management team shall conduct the Company's business in an efficient and transparent manner and in meeting their obligations to shareholders and other stakeholders.
- o. Directors and the Senior Management team shall pursue corporate objectives to sustain the competitive edge of the Company and not be involved in any activity that would have any adverse effect on the objectives of the Company or national interest.
- p. Directors and the Senior Management team shall be committed to enhance the shareholders' worth/value and shall strictly comply with all regulations and laws that govern shareholders' rights.
- q. Directors and the Senior Management team shall not engage in any activity or enter into any pecuniary relationship that might result in conflict of interest, either directly or indirectly.
- r. Directors and the Senior Management team shall not derive any personal benefit by influencing any decision relating to any transaction or involve in any dealing with the company's promoters, its management or its subsidiaries, suppliers, shareholders and other stakeholders which may affect the independence of the said Director or senior management team member.

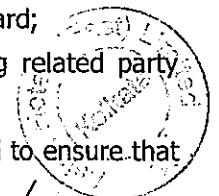
A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "Company Secretary" at the top, "Kolkata" at the bottom, and "2020" in the center.

- s. Directors and the Senior Management team in the course of their dealings with the Company may gain access to confidential information and hence must maintain absolute secrecy and should not part with such information except with the Board of Directors or as required by law.
- t. Directors and the Senior Management team should practice the highest standards of personal ethics, integrity and discipline in dealings with the Company and should not derive any undue personal benefit or advantage by virtue of his/her position or relationship with the Company.
- u. When a Director exercises his voting right as a shareholder at any General meeting of the Company he is free to vote in his own best interest like any other shareholder. However, when a Director votes as a Director in any Board Meeting or Committee Meeting he does so in his fiduciary capacity and is bound to vote not in his own personal interest but in what he considers to be the best interest of the Company.
- v. A Whole-time Director or Managing Director or Joint Managing Director who is an employee of the Company shall, in addition to the above, be bound by the terms and conditions of his employment with the Company. He has to wholeheartedly devote his time and attention to the affairs and business of the Company and has to ensure all legal compliances on behalf of the Company in the area of work for which he has been made responsible.
- w. No Director/Senior Management Personnel of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended to obtain business favors. Subject to this clause, nominal gifts of commemorative nature, for special events/ achievements or in the course of social relations and normal business courtesies may be accepted/ given.

Duties of Independent Directors:

The duties of Independent Directors as laid down in Schedule IV of the Companies Act, 2013 and in compliance with Listing Regulations:

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
2. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
3. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. Strive to attend the general meetings of the Company;
6. Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. Keep themselves well informed about the Company and the external environment in which it operates;
8. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
10. Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that



the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

11. Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
12. Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
13. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Familiarisation Programme

The independent directors shall attend the familiarisation programme as may be organized by the Company in order to familiarize them 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.

Violations of the Code:

Violations of this Code will result in disciplinary action. The Company's Board or any Committee/person designated by the Board for this purpose shall determine appropriate action in response to violations of this Code.

Waiver /Amendments/ Modifications to the Code

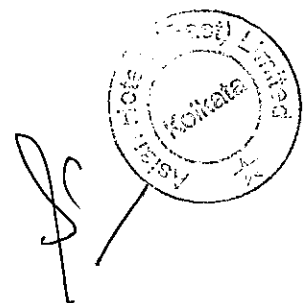
This Code is subject to the modifications and no amendment/waiver of any provision of the code is possible unless approved in writing by the Board of Directors of the Company.

Disclosures

This policy shall be disclosed in the Company's website.

Others

1. This Code is in addition to and not in derogation with any Act, Law, rules and regulations that governs the conduct of Board Directors.
2. It is obligatory on the part of every Director and Senior Management team Member to make an annual disclosure under this Code affirming their adherence to the Code on annual basis in the format appended. This disclosure shall be made to the Board of Directors on 01 April, for the financial year preceding the date.



A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "Board of Directors" around the top inner edge and "Kuwait" in the center. There are also some smaller, less legible markings within the stamp.

ANNUAL COMPLIANCE REPORT

I,, do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT [in terms of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] during the financial year ended 31st March, ____

Signature:.....

Name :.....

Designation:.....

Date :.....

Place :.....

Note: To be submitted by 1st April each year.



[Handwritten signature]