

JINDAL

HOTELS LIMITED

"Individual commitment to a group effort – that is what makes a team work, a company work, a society work, a civilization work"

– Vince Lombardi

To,
Ms. Shagun Mehra
69, Shrinagar Society,
B/h Dinesh mills,
Akota,
Baroda.

Date: 1st August, 2016

Dear Mam,

Sub: Appointment as a Whole Time Director

We are glad to confirm your appointment as Whole Time Director of the company w.e.f. 1st August, 2016 as approved by Board of Directors of the Company in their meeting held on 17th May, 2016 pursuant to provisions of Articles of association of the Company and Companies Act, 2013, for a period of 3 years subject to approval of the members in 31st Annual General Meeting. The terms of your appointment are as follows:

Appointment

Your appointment will be for an initial term of three years commencing on 01/08/2016, unless otherwise terminated earlier by and at the discretion of either party upon three month's written notice. However, your appointment as Director shall be as Non Rotational Director in terms of Section 152 of the Companies Act, 2013.

The Board may invite you to serve an additional period on the basis of performance and results .

Regd. Office : Hotel Surya Palace, Sayajigunj, Vadodara - 390 020
Phone No. : 0265-2363366, 2226000, 2226226 Fax No. : 0265-2363388 Website : www.suryapalace.com
CIN No. : L18119GJ1984PLC006922 e-mail : share@suryapalace.com



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Time commitment

Overall we anticipate a time commitment after the induction phase. This will include attendance at quarterly board meetings, budget meets, the AGM, etc. In addition, you will be expected to devote appropriate preparation time ahead of each meeting. By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

Duties & Responsibility

You will be responsible for the entire affairs of the company's operation and also authorized to do and act whatsoever deem fit for the implementation of various tasks assigned by the Board. The Board as a whole is collectively responsible for the success of the company. The Board:

- provides entrepreneurial leadership of the company within a framework of prudent and effective controls which enable risk to be assessed and managed.
- sets the company's strategic aims, ensures that the necessary financial and human resources are in place for the company to meet its objectives, and reviews management performance.
- sets the company's values and standards and ensures that its obligations to its shareholders and others are understood and met.

All Directors must take decisions objectively in the interests of the company. In addition to these requirements of all Directors, the role of the Whole time Director has the following key elements:

Strategy	You should constructively challenge and help develop proposals on strategy.
Performance	You should scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
Risk	You should satisfy, on the integrity of financial information and that financial controls and systems of risk management are robust and defensible
People	You are responsible for determining appropriate levels of remuneration of Executives and have a prime role in appointing, and where necessary removing in consultation with Nomination & Remuneration Committee of the Company.



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As a director, you shall perform the duties of day to day management and look after the entire Finance, Accounts, Administration, Marketing & other related functions of the Company under the overall superintendence, control and direction of the Board and would exercise such powers as may be assigned from time to time to you by the Board there of.

As a director of a company you shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment

You shall faithfully, diligently, sincerely and to the best of your ability and power to manage and conduct the business and the affairs of the company, and do or execute all such case, deeds and things for carrying out such jobs as may from time to time be assigned or entrusted to you by the Board of Directors, of the Company or as may be vested in you as Whole Time Director under the Articles of Association of the company or under these presents and she shall in all respects conform to and comply with all lawful orders and directions issued and given by the Board to you and shall well and faithfully serve the company and use your best endeavors to protect its interests.

As Whole Time Director as aforesaid, out of the monies of the company which shall give in your hands, make all necessary and proper disbursements for the purpose of carrying on the business of the company and shall cause true accounts to be kept and all sums of monies received or expended by or on behalf of the company.

All the matters in respect of credits and liabilities of the company and generally of all its commercial financial and other affairs, transaction and engagements and all other matters necessary for showing its true financial state and conditions and the accounts shall be kept in such books and in such manner and the books of accounts shall be kept at such place or places as the Board of Directors may from time to time direct.

As a director of a company you shall not involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.



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As a Whole Time Director, you shall not divulge, without the prior approval of the company any information or knowledge obtained by you during employment or conduct of company business.

A director of a company, you shall not achieve or attempt to achieve any undue gain or advantage either to herself or to her relatives, partners, or associates.

As WTD of a company, you shall not assign your office and any assignment so made shall be void.

As Whole Time Director, shall not as such as aforesaid exercise any of the following terms on behalf of the company:

- (a) Make any calls of Shareholders in respect of any money unpaid on their shares.
- (b) Borrow any money or make any loans except up to the limits and for the purpose of previously fixed by the Directors of the Company on Board Meeting.
- (c) Invest any of the funds of the Company, except up to the limits specified in the Resolution passed by the Directors of the Company at the Board Meeting and show that the nature of investment may be specified in the Resolution

Salary (perquisites & Allowances)

You will be paid monthly emoluments of Rs 1,60,000 /- per month inclusive of incentive and Bonus , Perquisites & Allowances: – Overall limit of Rs. 15,000 per month.

Annual increment of Rs. 15,000/- p.m. Subject to deduction of any statutory or other deductions. (Cost to company).

As Whole Time Director, you will not be paid any sitting fees for attending a meeting of the Board of Directors or committee there of from the date of appointment.

The company will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office.



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Outside interests

It is accepted and acknowledged that you have business interests other than those of the company and have declared any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, these should be disclosed to the Managing Director and Company Secretary as soon as apparent.

Confidentiality

All information acquired during your appointment is confidential to the company and should not be released, either during your appointment or following termination (by whatever means), to third parties without prior clearance from the Managing Director

Your attention is also drawn to the requirements under both legislation and regulation as to the disclosure of price-sensitive information. Consequently you should avoid making any statements that might risk a breach of these requirements without prior clearance from the Managing Director or Company Secretary.

Review process

The performance of individual Directors and the whole Board and its committees is evaluated annually. If, in the interim, there are any matters that because you concern about your role you should discuss them with the Chairperson as soon as is appropriate.

Independent professional advice

Occasions may arise when you consider that you need professional advice in the furtherance of your duties as a Director (Operations). Circumstances may occur when it will be appropriate for you to seek advice from independent advisors at the company's expense. The company will reimburse the full cost of expenditure incurred in accordance with the policy.



JINDAL HOTELS LIMITED

Committees

This letter refers to your appointment as a Whole time Director of the company. In the event you may also asked to serve on one or more of the Board committees.

Yours sincerely
For, JINDAL HOTELS LIMITED



Mr. Piyush Shah
Managing Director



I confirm and agree to the above



Shagun Mehra

Acceptance:

I, Ms. Shagun Kunal Mehra have carefully read and understood the terms and conditions of my appointment as mentioned hereinabove. and I agree and undertake to abide by them.

**There's A DIFFERENCE BETWEEN
INTEREST AND COMMITMENT.**

**When you're INTERESTED in doing something,
you DO IT ONLY WHEN ITS CONVENIENT.**

**When you're COMMITTED to something,
you ACCEPT NO EXCUSES;
ONLY RESULTS.**

