

JINDAL

HOTELS LIMITED

Familiarization Programme for Independent Directors



This **Familiarization Program** (“the Program”) for Independent Directors of Jindal Hotels Ltd (“the Company”) aims to provide insights into the Company to enable the Independent Directors to understand its business in-depth and contribute significantly to the Company.

The Company firmly supports journey of learning for the new Director. The four elements of this process:

1. **Familiarisation.** It includes site visits, including meeting and talking with all people to make sure the director gets a thorough understanding of the organisation. This should include site visits, including meeting and talking with all people to make sure the director gets a thorough understanding of the organisation.
2. **Training.** Formal director training covering duties and responsibilities, such as workplace health and safety or risk management. There may be a need for formal director training covering duties and responsibilities, such as workplace health and safety or risk management.
3. **Mentoring.** If possible, some form of informal mentoring by a senior managerial personnel who takes the fledgling director under their wing for the first few months. It helps them understand the way things work and the history of issues.
4. **Tailoring.** The boards consider tailoring the induction programs to the knowledge and needs of the new director. The chairman/ Managing Director also takes responsibility for monitoring the new director’s induct.

Further in view of the provisions of Schedule IV to the Companies Act, 2013 and in terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarize the independent directors 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., through various programs.

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Under Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 : "independent director" means a non-executive director, other than a nominee director of the listed entity who is not related to promoter , directors etc. of the listed entity and is a person of integrity and possesses relevant expertise and experience.

Familiarization and Orientation Process

The Independent Directors are familiarized with the Company's Corporate Profile, Organizational structure, Details of hotel owned/operated by the Company, Details of other Directors on Board, Code of Conduct, Code of internal Procedures and conduct for regulating, Monitoring and reporting Trading by Insiders (Insider Trading Rules), 2015 and Mandates of various Committees of which the Directors is inducted on.

The Company shall conduct an introductory familiarization program/presentation when a new Independent Director comes on the Board; The Independent Directors are made aware of their role, rights and responsibilities at the time of their appointment/re-appointment through a formal letter of appointment which also stipulates the various terms and conditions of their engagement.

The performance evaluation of independent directors shall be done by the entire board of directors.

Other Initiatives to Update the Directors on a Continuing Basis

The Company through its senior managerial personnel shall conduct programs/ presentations periodically and provided with necessary documents/brochures, reports and internal policies to familiarize the Independent Directors with the strategy, operations and functions of the Company, relevant statutory changes and landmark judicial pronouncements encompassing important laws.

Periodic presentations of business and performance updates of the Company, business strategy and risks involved, are made at the Board meetings, Committee Meetings and at the separate meetings of the Independent Directors held during the year.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

Each director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part.

Further, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and Managing Director.

Visits to Hotel Building / Restaurant/Banquet halls/ various departments etc are organized for the Directors to enable them to understand the operations of the Company.

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The Director is also explained in detail the compliances required from him under the Companies Act, 2013 and Regulation 25 (Obligations with respect to independent directors) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations and his affirmation taken with respect to the same.

The Directors are encouraged to visit Company's website which include the latest events, press release & data, if any .

Disclosure of the Policy

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

For Jindal Hotels Limited

Place: Baroda
Date: 1st December 2015

Piyush Shah
Managing Director

{Pursuant to the provisions of SEBI (Listing Obligations and Disclosures Requirement), 2015, as considered by Board of Directors of JHL in their meeting held on 27th October, 2015 }