

JINDAL HOTELS LIMITED

Code of Conduct

Jindal Hotels Limited (JHL) is committed to the code of conduct enunciated by the Board of Directors.

All Senior Management employees (herein after referred to as “Employees”) of the Company are expected to adhere to the following tenets of the code:

➤ **National Interest**

Jindal Hotels Ltd shall be committed in all its actions to benefit the economic development of the State of Gujarat (India) in which it operates, and shall not engage in any activity that would adversely affect such objectives. It shall not undertake any project or activity to the detriment of the nation's interests or those that will have any adverse impact on the social and cultural life patterns of its citizens.

Jindal Hotels Ltd shall conduct its business affairs in accordance with the economic, development and foreign policies, objectives and priorities of the nation's government and shall strive to make a positive contribution to the achievement of such goals at the international, national and regional level as appropriate.

➤ **Financial Reporting And Records**

Jindal Hotels Ltd shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the Country in which the Company conducts its business affairs.

Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company auditors – Statutory as well as Internal and other authorized parties and government agencies. There shall be no willful omissions of any Company transactions from the books and records, no advance income recognition and no hidden bank account and funds.

Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of the code, apart from inviting appropriate civil or criminal action under the relevant laws.

➤ **Competition :**

Jindal Hotels Ltd shall fully strive for the establishment and support of a competitive open market economy in India and abroad and shall cooperate in the efforts to promote the progressive and judicious liberalization of trade and investment by a country.

Specifically, Jindal Hotels Ltd shall not engage in activities which generate or support the formation of monopolies, dominant market positions, cartels and similar unfair trade practices.

Jindal Hotels Ltd shall market its products and services on its own merits and shall not make unfair and misleading statements about competitors' products and services. Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means.

➤ **Equal-Opportunities Employer**

Jindal Hotels Ltd shall provide equal opportunities to all its employees and all qualified applicants for employment without regard to their race, caste, religion, color, ancestry, marital status, sex, age, nationality, disability and veteran status.

Employees of Jindal Hotels Ltd shall be treated with dignity and in accordance with the policy to maintain a work environment free of sexual harassment, whether physical, verbal or psychological. Employee policies and practices shall be administered in a manner that would ensure that in all matters equal opportunity is provided to those eligible and the decisions are merit-based.

➤ **Gifts And Donations :**

Jindal Hotels Ltd and its employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration or comparable benefits which are intended to or perceived to obtain business or un-competitive favors for the conduct of its business. However, Jindal Hotels Ltd and its employees may accept and offer nominal gifts, which are customarily given and are of commemorative nature for special events.

➤ **Government Agencies :**

Jindal Hotels Ltd and its employees shall not offer or give any Company funds or property as donation to any government agencies or their representatives, directly or through intermediaries, in order to obtain any favorable performance of official duties.

➤ **Political Nonalignment**

Jindal Hotels Ltd shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. Jindal Hotels Ltd shall not support directly or indirectly any specific political party or candidate for political office. The Company shall not offer or give any Company funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign.

➤ **Health, Safety And Environment :**

Jindal Hotels Ltd shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. Jindal Hotels Ltd shall be committed to prevent the wasteful use of natural resources and minimize any hazardous

impact of the development, production, use and disposal of any products and services on the ecological environment.

➤ **Corporate Citizenship :**

Jindal Hotels Ltd shall be committed to be a good corporate citizen not only in compliance with all relevant laws and regulations but also by actively assisting in the improvement of the quality of life of the people in the communities in which it operates with the objective of making them self reliant.

Such social responsibility would comprise: to initiate and support community initiatives in the field of community health and family welfare, water management, vocational training, education and literacy and encourage application of modern scientific and managerial techniques and expertise. This will be reviewed periodically in consonance with national and regional priorities.

The Company would also not treat these activities as optional ones but would strive to incorporate them as integral part of its business plan. The Company would also encourage volunteering amongst its employees and help them to work in the communities.

➤ **Cooperation With the Companies in the Surrounding Areas :**

Jindal Hotels Ltd shall cooperate with other companies in the surrounding area by sharing physical, human and management resources as long as this does not adversely affect its business interests and shareholder value.

➤ **Public Representation of the Company :**

Jindal Hotels Ltd honors the information requirements of the public and its stakeholders. In all its public appearance with respect to disclosing Company and business information to public constituencies such as the media, the financial community, employees and shareholders, Jindal Hotels Ltd shall be represented only by specifically authorized directors and employees. It will be the sole responsibility of these authorized representatives to disclose information on the Company.

➤ **Third-party representation :**

Company will not have business dealing with the parties whose business conduct and ethics are known to be inconsistent with the code.

➤ **Shareholders**

Jindal Hotels Ltd shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The board of directors of Jindal Hotels Ltd shall duly and fairly inform its shareholders about all relevant aspects of the Company's business and disclose such information in accordance with the respective regulations and agreements.

➤ **Ethical Conduct :**

Every employee of Jindal Hotels Ltd, which shall include the managing director, shall deal on behalf of the Company with professionalism, honesty, integrity as well as high moral and ethical standards.

Such conduct shall be fair and transparent and be perceived to be as such by third parties.

Every employee shall be responsible for the implementation of and compliance with the Code in his Professional Environment. Failure to adhere to the code could attract the most severe consequences.

➤ **Regulatory Compliance :**

Every employee of Jindal Hotels Ltd shall, in his business conduct, comply with all applicable laws and regulations, both in letter and in spirit, where he operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the code then the standards of the code shall prevail.

➤ **Concurrent Employment**

An employee of Jindal Hotels Ltd shall not, without the prior approval of the managing director of the Company, accept employment or a position of responsibility (such as a consultant or a director) with any other Company, nor provide 'freelance' services to anyone. In the case of a whole-time director or the managing director such prior approval must be obtained from the board of directors of the Company.

➤ **Conflict of Interest**

An employee of Jindal Hotels Ltd shall not engage in any business, relationship or activity, which might detrimentally conflict with the interest of the Company. A conflict of interest, actual or potential, may arise where, directly or indirectly,

- (a) an employee of Jindal Hotels Ltd engages in a business, relationship or activity with anyone who is party to a transaction with his Company;
- (b) an employee is in a position to derive a personal benefit or a benefit to any of his relatives by making or influencing decisions relating to any transaction, and (c) an independent judgement of the Company's or group's best interest cannot be exercised.

The main areas of such actual or potential conflicts of interest would include the following:

- (i) Financial interest of an employee of Jindal Hotels Ltd or his relatives including the holding of an investment in the subscribed share capital of any Company or a share in any firm which is an actual or potential competitor, supplier, customer, distributor, joint venture or other alliance partner of the Jindal Hotels Ltd. (The ownership of up to 1% of the subscribed share capital of a publicly held Company shall not ordinarily constitute a financial interest for this purpose.)
- (ii) An employee of Jindal Hotels Ltd conducting business on behalf of his Company or being in a position to influence a decision with regard to his Company's business with

a supplier or customer of which his relative is a principal, officer or representative, resulting in a benefit to him or his relative.

- (iii) Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an employee of Jindal Hotels Ltd where such an individual is in a position to influence the decision with regard to such benefits.
- (iv) Acceptance of gifts, donations, hospitality and / or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with the Company.

Notwithstanding that such or other instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested employees should be made to the Company's management. It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, which would include parents, spouse and children, may have in a Company or firm which is a supplier, customer or has other business dealings with his Company.

Every employee who is required to make a disclosure as mentioned above shall do so, in writing, to his immediate superior who shall forward the information along with his comments to the Company Secretary who in turn will place it before the MD / CEO and / or the Board of Directors / Committee of Directors appointed by the board and, upon a decision being taken in the matter, the employee concerned will be required to take necessary action as advised to resolve / avoid the conflict.

If an employee fails to make a disclosure as required herein and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee, the management would take a serious view of the matter and consider suitable disciplinary action against the employee.

➤ **Securities Transactions And Confidential Information**

An employee of Jindal Hotels Ltd and his immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company or the group, which is not in the public domain and thus constitutes insider information.

An employee of Jindal Hotels Ltd shall not use or proliferate information which is not available to the investing public and which therefore constitutes insider information for making or giving advice on investment decisions on the securities of the respective Jindal Hotels Ltd on which such insider information has been obtained.

Such insider information might include the following:

- (i) acquisition and divestiture of businesses or business units;
- (ii) financial information such as profits, earnings and dividends;
- (iii) announcement of new product introductions or developments;
- (iv) asset revaluations, investment decisions/plans, restructuring plans;
- (v) major supply and delivery agreements, raising finances.

The designated employees under the Code on Insider Trading shall adhere strictly to the code formulated by the Board of Directors under the SEBI (Insider Trading) Regulations.

➤ **Protecting The Company's Assets:**

The assets of Jindal Hotels Ltd should be used only for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc., and should not be misused for the personal gain.

➤ **Citizenship :**

An employee of Jindal Hotels Ltd shall in his private life be free to pursue an active role in civic or political affairs as long as it does not adversely affect the business or interests of the Company or the group.

➤ **Integrity of Data Furnished :**

Every employee of Jindal Hotels Ltd shall ensure, at all times, the integrity of data or information furnished by him to the Company.

➤ **Reporting Concerns:**

Every employee of Jindal Hotels Ltd shall promptly report to the management any actual or possible violation of the code or an event he becomes aware of that could affect the business or reputation of his or Jindal Hotels Ltd.
