

COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

A. APPLICABILITY:

This code applies to:

- i. Directors of **Country Club Hospitality & Holidays Limited** (the Company)
- ii. Directors of any subsidiary of the Company and
- iii. Members of Senior Management of the Company (i.e. one level below the executive directors including the functional heads)

This code is in addition to the Rules & Regulations of Service and Conduct applicable to Managerial & Superintending Staff of the Company.

B. SCOPE:

The Board of Directors (the Board) and the Senior Management of the Company agree to abide by the following Code of Conduct:

1. Attend Board / Shareholders / Committee / Senior management meetings and seek prior leave for absence from such meeting(s).
2. Exercise authority and power with due care and diligence and whilst discharging the fiduciary responsibility of office in the best interest of the Company and all the stake holders.
3. Not allow personal interest to conflict with the interest of the Company or to come in the way of discharge of duties of office.
4. Abide by policies and business principles of the Company.
5. Comply with all applicable laws, rules and regulations.
6. Preserve and protect the environment with due concern for ecology, clean air and meet high levels of pollution and emission standards.
7. Observe strict confidentiality of the information acquired in the course of discharge of duties of office and not use the same for any personal purpose or advantage.
8. Use Company property only for official purposes and for no personal gain. Not accept any personal gratification from suppliers / service providers / business partners etc. (Note:

Personal gratification will not include normal entertainment and gifts of no significant value).

9. Deal fairly with customers, suppliers, employees and other business partners.
10. Respect safety and health of all employees and provide working conditions which are not harmful to health.
11. Encourage employees to acquire skills, knowledge and training to expand/enhance their professional and specialized knowledge.
12. Provide equal opportunities to all employees and aspirants for employment in the Company irrespective of gender, caste, religion, race or color, merit being the sole differentiating factor.
13. Conduct business operations in compliance with competition laws and principles of fair market competition.
14. Maintain high ethical and professional standards in all dealings.
15. Not to conduct ourselves in a manner as may bring disrepute to office or tarnish the reputation and image of the Company.
16. Not take up any activities competing with the business of the Company.
17. Make proper record of all financial transactions and not create undisclosed or unrecorded account/fund or asset.
18. Report any violation of this Code of Conduct to either HRL or AUD or any of the Whole-time Directors of the Company.
19. Co-operate with Government, Trade and Industry Associations for and in the development of economic legislations concerning the business of the Company