



**Indian Railway Catering and Tourism Corporation Limited
(A Government of India Enterprise)**

CIN: L74899DL1999GOI101707

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CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

CODE OF CONDUCT FOR BOARD MEMBER AND SENIOR MANAGEMENT PERSONNEL

1.0 INTRODUCTION

- 1.1** This Code of Conduct (“this Code”) shall be called “The Code of Conduct for Board Members and Senior Management Personnel” of Indian Railway Catering and Tourism Corporation Limited (hereinafter referred to as “the Company”).
- 1.2** The Code of Conduct was earlier laid down with the approval of Board of Directors on 3rd December, 2010. This Code for Board Members and Senior Management Personnel has now been **amended** specifically in compliance of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 {SEBI (LODR) Regulations}, 2015.
- 1.3** This Code envisages that the Board of Directors of the Company (“Board”) and Senior Management Personnel (as hereinafter defined) (collectively referred to as “Officers”) must act within the bounds of the authority conferred upon them and with a duty to comply with the requirements of applicable law.
- 1.4** The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence reposed in the management by the shareholders of the Company. The management and Officers are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.
- 1.5** This code is in alignment with Company’s Vision and Values to achieve the Mission & Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company.

❖ **Vision**

“To be the leading provider of high quality travel, tourism and hospitality related services, for a range of customer segments, with consistently high level of customer satisfaction.”

❖ **Mission**

“IRCTC aims to establish itself as a leader in the area(s) of hospitality services, Travel and Tourism, packaged drinking water, and Internet Ticketing by providing value added products and services for passengers, tourists and other customers, targeting IR and Non-IR related services alike and building a resilient business portfolio that is scalable and based on core competence.”

❖ **Key Values**

- Zeal to excel and zest for change;
- Integrity and fairness in all matters;
- Respect for dignity and potential of individuals;
- Strict adherence to commitments;
- Ensure speed of response;
- Foster learning, creativity and teamwork;
- Loyalty and pride in IRCTC.

1.6 It is clarified that this Code is applicable to all Directors and Senior Management, including the Non-Whole Time Directors. The Company currently has in place Conduct, Discipline & Appeal Rules, (the “CDA Rules”), which govern the conduct of all employees of the Company including Whole- time Directors but excluding Non Whole-time Directors. This Code has now been framed specifically in compliance with the SEB(LoDR) and Schedule IV of the Companies Act 2013. In respect of the Company’s Whole-time Directors and Senior Management Personnel this Code is to be read in conjunction with the CDA Rules.

1.7 The **amended Code** shall come into force with effect from **9th day of February, 2023** and supersede the earlier Code. The further amendments to the code, if any, shall be effective from the date on which it is notified from time to time.

2.0 **DEFINITIONS & INTERPRETATION**

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

- o The term “Board Members” shall mean the Directors on the Board of Directors of the Company.
- o The term “Company” shall mean the Indian Railway Catering and Tourism Corporation Limited.
- o The term “Conflict of Interest” means where the interests or benefits of one person or entity interferes with the interests or benefits of the company.
- o The term “Independent Directors” shall mean the Board Members as defined under Section 2 (47) read with 149(5) of the Companies Act, 2013
- o The term “Part time Directors” shall mean the Board Members who are not in whole time employment of the Company.
- o The term “Whole-time Directors” shall mean the Board Members who are in whole-time employment of the Company.
- o The term “Relative” shall mean ‘relative’ as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014. (Refer Appendix-I)
- o The term “Senior Management” shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the CEO/MD/MTD/Manager (including chief executive officer / manager, in case they are not part of the board), segmental heads and shall specifically include company secretary and chief financial officer:”

In this Code, words importing the masculine gender shall include feminine gender and words importing singular shall include the plural or *vice versa*.

3.0 **APPLICABILITY**

This Code shall be applicable to the following personnel:

- a) All Whole-time Directors including Chairman and Managing Director.
- b) All Part-time / Non-whole time Directors including Independent Directors unless specifically exempted from provisions of this Code.
- c) Senior Management Personnel

4.0

KEY REQUIREMENTS

The Board Members and the Senior Management Personnel shall act within the authority conferred upon them, keeping in view the best interests of the Company and shall:

- (i) act with professionalism, utmost care, skill, diligence, honesty, good faith, ethically and integrity as well as high moral and ethical standards;
- (ii) act responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- (iii) conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- (iv) not involve in taking any decision on a subject matter in which a conflict of interest arises or which, in his opinion, is likely to arise.
- (v) act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- (vi) avoid any dealings with a Contractor or Supplier or Vendor that compromises the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company.
- (vii) avoid conducting business with (a) a relative (b) a Private Limited Company in which he or his relative is a Member or a Director (c) a Public Limited Company in which he or his relative holds 2% or more shares or voting right and (d) with a firm in which the relative is a partner, except with the prior approval of the Board.
- (viii) not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed and permission obtained from the Competent Authority.
- (ix) not hold any positions or jobs or engage in outside businesses or other interests that are prejudicial to the interests of the Company.
- (x) not seek, accept, or offer or make, directly or indirectly, any gifts, illegal payments, remuneration, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of business save as otherwise provided under the CDA Rules;
- (xi) inform the Board, at the earliest opportunity, any existing or potential conflict of interest situation.
- (xii) not make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which is capable of embarrassing the relations between the Company and the public or the management of the Company and its employees, including the stakeholders.
- (xiii) Shall follow the Risk Management framework/policy established by the Company;

- (xiv) Shall ensure workplace free of discrimination & harassment based on race, colour, religion, caste, age, gender, nationality, origin, disability, veteran status, or any other biases;
- (xv) Shall not use IT system of the Company for purposes that may be regarded as derogatory, defamatory or obscene or otherwise considered irresponsible and/or compromise the protection and security of IT systems;
- (xvi) Shall act in accordance with and keeping in mind the Vision, Mission and Values of the Company;
- (xvii) Shall not allow any extraneous considerations that could vitiate their exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (xviii) Shall not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (xix) Shall assist the Company in implementing the best corporate governance practices;
- (xx) Shall become and remain familiar with Company's business and the economic and competitive environment in which the Company operates and understands Company's business plan, strategies and objectives;
- (xxi) Shall immediately bring to the notice of the Board about any unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (xxii) not commit any offence involving moral turpitude or opposed to public policy resulting in a conviction.

5.0 DUTIES DIRECTORS

The Director(s) of a company shall:

- i. act in accordance with the articles of the company, subject to the provisions of the Companies Act, 2013 as amended from time to time;
- ii. 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.
- iii. exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- iv. not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- v. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found

guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.

- vi. not assign his office and any assignment so made shall be void;

6.0 GUIDELINES OF PROFESSIONAL CONDUCT FOR INDEPENDENT DIRECTORS:

An independent director shall:

- (i) uphold ethical standards of integrity and probity;
- (ii) act objectively and constructively while exercising his duties;
- (iii) exercise his responsibilities in a bona fide manner in the interest of the company;
- (iv) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (v) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (vi) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (vii) refrain from any action that would lead to loss of his independence;
- (viii) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (ix) assist the company in implementing the best corporate governance practices.

7.0 ROLE AND FUNCTIONS OF INDEPENDENT DIRECTORS:

The independent directors shall:

- a. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- b. bring an objective view in the evaluation of the performance of board and management;
- c. scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- d. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

- e. safeguard the interests of all stakeholders, particularly the minority shareholders;
- f. balance the conflicting interest of the stakeholders;
- g. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- h. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

8.0 DUTIES OF INDEPENDENT DIRECTORS

The Independent Directors shall:

- a. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- b. 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;
- c. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e. strive to attend the general meetings of the company;
- f. 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;
- g. keep themselves well informed about the company and the external environment in which it operates;
- h. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i. 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;
- j. 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;
- k. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l. acting within their authority, assist in protecting the legitimate interests of the

- company, shareholders and its employees;
- m. 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.

9.0 LIABILITY OF INDEPENDENT DIRECTORS:

An independent director shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect of the provisions contained in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

10.0 INDIVIDUAL RESPONSIBILITIES AND KEY FUNCTIONS OF FUNCTIONAL DIRECTORS AND NOMINEE DIRECTORS

The details of individual responsibilities and key functions of Functional Directors and nominee directors of IRCTC have been covered in the Corporate Governance Manual and Board Charter approved by the Board of Directors in its meeting held on 3rd December, 2010. The same is placed at website with web link <https://www.irctc.com/assets/images/corporate-governance-manual-and-board-charter.pdf>

11.0 COMPLIANCE OF LAW

Every Director and Senior Management shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he or she 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.

12.0 OTHER DIRECTORSHIPS

Unless specifically permitted by the Board, the Board Members shall not serve as Director of any other Company or as Partner of a Firm that is engaged in a competing business with the Company. This clause is not applicable to *Ex-officio* Government Nominee Directors.

Senior Management Personnel shall obtain prior approval of the Chairman and Managing Director/Competent Authority for accepting Directorship of any other

company or partnership of a firm.

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

With respect to related party disclosures, Board Members shall make disclosure to the Board as per the provision of the Companies Act, 2013 and Rules/Regulations made thereunder as well as applicable Accounting Standards.

Senior Management Personnel (SMP) shall make disclosures to the Chairman relating to all material financial and commercial transactions, where they have personal interest, that may have a potential conflict with the interest of the company at large (for e.g. dealing in company shares, commercial dealings with bodies, which have shareholding of SMP and their relatives etc.)

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

13.0 INSIDER TRADING

The Board Members and Senior Management Personnel shall comply with the Code of Internal Procedures and Conduct for Prevention of Insider Trading, in dealing with securities of the Company.

14.0 RELATED PARTY DISCLOSURES

The Board Members shall make disclosure to the Board of Directors and Senior Management Personnel shall make disclosure to the Chairman and Managing Director/Competent Authority as per provision of the Companies Act, 2013 and Rules/Regulations made thereunder.

15.0 PUBLIC REPRESENTATION

The Company honours the information requirements of the public and its stakeholders. In all its public appearance with respect to disclosing information in relation to the Company's activities to public constituencies such as the media, the financial

community, employees and shareholders, the Company or the Group shall be represented only by specifically authorised directors and employees. It will be the sole responsibility of these authorised representatives to disclose Company related information.

15.0 CONFIDENTIALITY OF INFORMATION

Any information concerning the Company's business, its customers, suppliers, vendors etc. and to which the Board Members and Senior Management Personnel have access or possesses such information, is to be considered confidential and held in confidence. No Board Members and Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized. Provided that Board Members and Senior Management Personnel shall be free to disclose such information as is:

- (a) part of the public domain at the time of disclosure;
- (b) authorized or required to be disclosed pursuant to a decision of the Board;
- (c) required to be disclosed in accordance with applicable laws, rules, regulations, guidelines or to any authority

16.0 PROTECTION OF ASSETS

The Board Members and Senior Management Personnel shall protect the Company's assets including physical assets, information and intellectual rights and not use the same for their personal gain.

17.0 ENFORCEMENT OF CODE OF CONDUCT

Each Board Member and Senior Management Personnel is accountable for complying with this Code.

18.0 CLARIFICATIONS REGARDING THE CODE

Any member of the Board or Senior Management personnel requiring any clarification regarding this Code may contact Company Secretary / any officer specifically designated by the Board of Directors.

19.0 HEALTH, SAFETY AND ENVIRONMENT

The Directors and Senior Management 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 of its products and services on the ecological

environment.

20.0 AMENDMENTS TO THE CODE

The provisions of this Code can be amended / modified by the Board of Directors of the Company from time to time in line with any changes in law, changes in Company's philosophy, vision, business plans or otherwise and all such amendments/modifications shall take effect from the date stated therein. All Directors and Senior Management shall be duly informed of such amendments and modifications

21.0 PLACEMENT OF THE CODE ON WEBSITE

Pursuant to Regulation 46 of SEBI (LODR) Regulations, this Code and any amendments thereto shall be posted on the website of the Company.

22.0 ANNUAL COMPLIANCE REPORTING

In terms of Regulation 26 of SEBI (LODR) Regulations, all Board Members and Senior Management Personnel shall affirm compliance of this Code within 30 days of close of every financial year.

A proforma of Annual Compliance Report is annexed to this Code as **Appendix-II**. The Annual Compliance Report shall be forwarded to the Company Secretary, in such form and manner as may be prescribed from time to time.

The Chairman & Managing Director of the Company and the Whole Time Finance Director or any other person heading the finance function shall certify to the Board that there are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of this Code.

23.0 CONSEQUENCES OF NON- COMPLIANCE OF THIS CODE

In case of breach of this Code, the same shall be considered by the Board of Directors for initiating appropriate action, as deemed necessary.

In case of breach of this Code by the Whole-time Directors and Senior Management Personnel, the same shall be dealt with in accordance with the CDA Rules of the Company.

24.0 ACKNOWLEDGEMENT OF RECEIPT OF THIS CODE

All Board Members and Senior Management Personnel shall acknowledge the receipt of this Code or any modification(s) thereto, in the acknowledgement form annexed to this Code vide **Appendix-III** and forward the same to the Company Secretary.

INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED

**CODE OF CONDUCT FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

EXTRACT OF SECTION 2(77) OF THE COMPANIES ACT, 2013

Section 2(77) – “relative”, with reference to any person, means anyone who is related to another, if:

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other in such manner as may be prescribed.

Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014

LIST OF RELATIVES

A person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:-

- (1) Father:
 (“Father” includes step-father)
- (2) Mother:
 (“Mother” includes the step-mother)
- (3) Son:
 (“Son” includes the step-son)
- (4) Son’s wife
- (5) Daughter
- (6) Daughter’s husband
- (7) Brother:
 (“Brother” includes the step-brother)
- (8) Sister:
 (“Sister” includes the step-sister)

INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED

**CODE OF CONDUCT FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

ANNUAL COMPLIANCE REPORT*

Ido hereby solemnly affirm that I have, in letter and in spirit and to the best of my knowledge and belief, complied with the provisions of the **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL** during the financial year ending 31st March

Signature :

Name :

Designation :

Date :

Place :

** To be submitted by 30th April each year.*

NDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED
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**CODE OF CONDUCT FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

ACKNOWLEDGEMENT FORM

I, have received and read the Company's "**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**" ("this Code").

I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature :

Name :

Designation :

Date :

Place :