

CONFLICT OF INTEREST POLICY

OF

INDIAN RAILWAY CATERING & TOURISM CORPORATION LIMITED (IRCTC)

1.0 Introduction

The Indian Railway Catering and Tourism Corporation Ltd (the "Company" or "IRCTC") values integrity and ethical conduct in all aspects of its operations. To ensure that we maintain the highest standards of professionalism, we have established a conflict of interest policy ensures that Board Members and Senior Management (Key Management Personnel and one level below Board), act in the best interests of the organization and avoid any appearance of impropriety. It also helps to promote transparency and accountability, which are essential to maintaining the trust of stakeholders.

2.0 Policy Objectives

- 2.1** Identifying circumstances that may give rise to conflicts of interest entailing a material risk of damage to the organization & clients' interests,
- 2.2** Establishing appropriate procedures and systems to manage those conflicts, and
- 2.3** Ensuring the maintenance of such procedures and systems in an effort to prevent actual damage to clients' interests through conflicts identified.

3.0 Purpose and Scope of the Policy

The purpose of this policy is to establish guidelines for identifying, disclosing, and managing conflicts of interest that may arise between members of the Board of Directors and senior management (Key Management Personnel and one level below board), of the organization, and the interests of the organization. It is the responsibility of all members of the Board of Directors and senior management to comply with this policy to ensure that their actions are in the best interests of the organization.

4.0 Policy Statements

All board of directors and senior management (Key Management Personnel and one level below Board), of IRCTC must act in the best interests of the company at all times and avoid any conflict of interest that may arise between their personal interests and the interests of the company.

4.1 Definition of Conflict of Interest

A conflict of interest exists when a board member or senior management's personal (Key Management Personnel and one level below Board), or financial interests or relationships interfere, or could be perceived to interfere, with their ability to make impartial decisions in the best interests of the organization. A conflict of interest can also arise when an individual has a duty to another

organization or individual that may influence their actions in a way that is not in the best interests of the company.

4.2 Actions that constitute a conflict of interest

Some examples of conflicts of interest that must avoid include:

1. Owning or having a financial interest in a competing business or supplier.
2. Engaging in business with family members or close friends.
3. Accepting gifts, favors, or other benefits from suppliers, customers, or other stakeholders that may influence business decisions.
4. Holding a position or membership in an organization that may conflict with the interests of the company.
5. Using company resources for personal gain or for the benefit of family members or close associates.
6. Conducting business with a company where the individual has an ownership interest.

4.3 Policy Guidelines

To avoid conflicts of interest, IRCTC must adhere to the following guidelines:

1. Disclose any potential conflict of interest to the company as soon as it arises.
2. Abstain from any decision-making or activity that may create a conflict of interest.
3. Refrain from using their position or authority to influence business decisions for personal gain.
4. Avoid accepting gifts, favors, or other benefits that may influence business decisions.
5. Follow all applicable laws, regulations, and company policies related to conflicts of interest.

4.4 Process

The following is a draft mechanism/process for resolving conflicts of interest in a conflict of interest policy:

1. Identification of Conflict of Interest: Finding the possible conflict is the first step in dealing with conflicts of interest. This can be done by requiring employees, board members, senior management and other relevant parties to disclose any actual or potential conflicts of interest in writing.
2. Assessment of Conflict of Interest: This involves assessing the conflict of interest to determine whether it creates a risk of bias or undermines the organization's integrity. The type and extent of the conflict of interest, as well

as any applicable laws, rules, or ethical guidelines, shall all be taken into account during this evaluation.

3. Development of Mitigation Plan: If a conflict of interest is identified and assessed, a mitigation plan shall be developed to manage or eliminate the conflict. This plan may include actions like disqualification, disclosure, or the sale of financial stakes.
4. Approval of Mitigation Plan: The mitigation plan shall be approved by an independent and impartial authority, such as a designated officer, committee, or board. Any conflicts of interest in the approval process must be declared and handled, and in a transparent manner.
5. Implementation of Mitigation Plan: Once the mitigation plan is approved, it shall be implemented immediately and effectively. This may involve communication with stakeholders, monitoring of compliance, and periodic review and revision of the plan as needed.
6. Resolution of Disputes: It is important to have a mechanism for addressing conflicts of interest disputes. This shall entail arbitration on an internal level, a court or regulatory body assessment, or internal mediation. The dispute resolution mechanism must be fair, impartial, and consistent with the company's values and objectives.

5.0 Enforcement

Violation of this policy shall lead to appropriate action, up to and including termination of employment or contract. IRCTC will take necessary corrective action to address any repercussions that may have resulted from a conflict of interest.

6.0 Amendment

CMD will be the Competent Authority to interpret the policy or any provision thereof, this Policy can be changed, modified, or abrogated at any time by the Board of Directors of the Company.

7.0 Monitoring and Evaluation

The Competent Authority may decide the method, mode, and frequency of the monitoring and evaluation of this policy if he so chooses.

8.0 Conclusion

By following this policy on conflicts of interest, we can ensure that we maintain our commitment to ethical conduct and the highest standards of professionalism in all aspects of our operations. In case of any questions or concerns about this policy, please contact IRCTC's Human Resources department.
