

VICEROY HOTELS LIMITED

CODE OF BUSINESS CONDUCT AND ETHICS

[Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

INTRODUCTION:

Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) stipulates that the Board of Directors of every listed company shall lay down a code of conduct for all Board members and Senior Management personnel (“**SMP**”) of the Company.

As a responsible corporate citizen, Viceroy Hotels Limited (“**Company**”) has always believed in the highest standard of corporate governance and compliance with the laws of India and to reinforce and assure our shareholders that the Company is committed towards the highest standard of corporate governance and compliance, the Company has adopted this Code of Business Conduct and Ethics (“**Code of Conduct**”).

The purpose of this Code of Conduct is to help ensure compliance and meet regulatory requirements.

This Code of Conduct should be read in conjunction with applicable regulations & existing policies & procedures of the Company.

1. APPLICABILITY:

Ethical business conduct is critical to Company’s business. Members of the Board and SMP are therefore expected to read and understand this Code, uphold these standards in day-to-day activities, and comply with all applicable laws, rules and regulations, and all applicable policies and procedures adopted by the Company that govern the conduct of its employees and to ensure that the various stakeholders of the Company are aware, understand and comply with these standards.

Nothing in this Code or in any related communications (verbal or written) thereto shall constitute or be construed to constitute a contract of employment for a definite term or a guarantee of confirmed employment.

As per Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), every director and SMP shall affirm compliance with this Code on an annual basis.

2. EFFECTIVE DATE

The Code of Conduct comes into effect from 20th October, 2023

3. HONEST AND ETHICAL CONDUCT

The Company expects all Board Members and SMP to act in accordance with the highest standards of personal and professional integrity, honesty, and ethical conduct, whenever the Company’s business is being conducted or at any place where such Board Members and SMP are representing the Company.

The Company considers honest conduct to be conduct that is free from fraud or deception. The Company considers ethical conduct to be conduct conforming to the accepted professional standards of conduct. Ethical conduct includes ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

4. RELATIONSHIP WITH THE COMPANY

Conflicts of Interest

The Board Members and SMP of the Company shall not generally engage in any business, relationship or activity which might detrimentally conflict with the interest of the Viceroy Hotels Group comprising the Company, its subsidiaries, and associate companies.

**Adopted at the Board Meeting held on 20-Oct-2023 under the new management post Corporate Insolvency Resolution Process.*

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

- Financial interest of a Board Member and SMP 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 Company. *(The ownership of up to 1 per cent of the subscribed share capital of a publicly held company shall not ordinarily constitute a financial interest for this purpose.)*
- A Board Member and SMP of the Company conducting business on behalf of his or her company or being in a position to influence a decision with regard to his or her company's business with a supplier or customer of which his or her relative is a principal, officer, or representative, resulting in a benefit to him/her or his/her relative. However, the Board is to decide whether there is a conflict.

Notwithstanding that such or other instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested Board Members and SMP should be made to the Board of Directors of the Company. It is also incumbent upon every Board Member and SMP to make a full disclosure of any interest which the Board Members and SMP or his/her immediate family relatives (which would include parents, spouse, and dependent children) may have in a company or firm which is a supplier, customer, distributor or has other business dealings with the Company. A list shall be circulated on an annual basis or as and when there is a change.

Every such disclosure as mentioned above shall be done in writing and shall be placed before the Board and, upon a decision being taken in the matter, the Board Members and SMP concerned will be required to take necessary action as advised to resolve/avoid the conflict, if any.

A Board Member and SMP's duty to the Company demands that he or she generally avoids and discloses actual and apparent conflicts of interest.

It is a conflict of interest to serve as a director of any company that competes with the Company. The Company's policy requires that a Board Member and SMP obtain prior approval from the Board of Directors before accepting such a directorship.

Receiving and making Gifts

A Board Member and SMP (including his/her immediate family member) shall not accept a gift of any nature from any supplier, vendor, dealer, contractor, customer, competitor, or any business associate.

This prohibition does not apply to routine two way exchange of normal business courtesies, which might reasonably be expected to be exchanged in the ordinary course of business.

These courtesies include business lunch/dinner and exchange of Company diaries and calendars, pens with Company logo and the like that are not lavish in any way.

Corporate Opportunities:

The Board Members and SMP may not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information, or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board declines to pursue such opportunity.

Other Situations:

It would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts, they must be resolved after consultation with the Company's Board of Directors and the Audit Committee

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5. DUTIES OF INDEPENDENT DIRECTORS AS PER THE COMPANIES ACT, 2013

The Independent Directors shall abide with the duties of directors and duties of Independent Directors as laid down by the Companies Act, 2013, the Schedules and the Rules made there under (including any statutory amendment(s), modification(s) and/or re-enactments thereof for the time being in force). The duties of directors as per Section 166 and the duties of Independent Directors in accordance with Schedule IV of the Companies Act, 2013 are appended and marked as *Annexure I*.

6. HEALTH, SAFETY AND ENVIRONMENT

The Company 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. The Company 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. Company policy prohibits sexual harassment, harassment based on race, religion, national origin, ethnic origin, color, gender, age, citizenship, veteran status, marital status or a disability unrelated to the requirements of the position or any other basis protected by the central, state, or local law or ordinance or regulation. If you believe that you have been harassed, submit a complaint to your own or any other company manager. In addition, if you believe you have been sexually harassed, you may submit a complaint to the Internal Complaints Committee as stipulated in the Policy for Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace.

7. ACCOUNTING AND PAYMENT PRACTICES

All transactions be fully and accurately recorded in the Company's books and records in compliance with all applicable laws. All required information shall be accessible to the Company's auditors and other authorized persons and government agencies. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violation of Company policy and the law. There shall be no wilful omissions of any Company transactions from the books and records. Any wilful material misrepresentation of and/or misinformation of 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. Additionally, all documentation supporting a transaction should fully and accurately describe the nature of the transaction and be processed in a timely fashion.

8. MAINTAINING AND MANAGING RECORDS

The purpose of this section is to set forth and convey the Company's business and legal requirements in managing records, including all recorded information regardless of medium or characteristics. These records include paper documents, CDs, computer hard disks, email, floppy disks, microfiche, microfilm, or all other media. The Company is required by local, state, foreign and other applicable laws, rules, and regulations to retain certain records and to follow specific guidelines in managing its records.

Company records:

The results of operations and the financial position of the Company must be recorded in accordance with the requirements of law and generally accepted accounting principles. It is Company policy, as well as a requirement of law, to maintain books, records, and accounts that in reasonable detail accurately and fairly reflect the business transactions and disposition of assets of the Company.

The integrity of the Company's accounting and financial records is based on the accuracy and completeness of the basic information supporting entries to the Company's books of accounts. The Board Members and SMP involved in creating, processing, and recording such information are held responsible for its integrity. Every accounting or financial entry should reflect exactly what is described by the supporting information.

There must be no concealment of information from (or by) management, or from the Company's internal or independent auditors. No payment on behalf of the Company shall be approved or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents supporting the payment.

No false or misleading entries may be made in any books or records of the Company for any reason, and no fund, asset or account of the Company may be established, acquired, or maintained for any purpose unless such fund, asset or account is properly reflected in the books and records of the Company. No corporate funds or assets should be used for any unlawful or improper purpose.

Revenue and expenses should be properly recognized on a timely basis. Assets and liabilities should be properly recorded and appropriately valued.

9. PROTECTING COMPANY'S ASSETS AND CONFIDENTIAL INFORMATION

Protecting company assets:

The assets of the Company should not be misused but employed for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as patents, trademarks, proprietary information, relationships with customers and suppliers, etc.

Confidential Information:

The Company's confidential information is a valuable asset. The Company's confidential information includes product architectures; source codes; product plans and road maps; names and lists of customers, dealers, and employees; and financial information. This information is the property of the Company and may be protected by patent, trademark, copyright, and trade secret laws. All confidential information must be used for Company's business purposes only. Every Board Member and SMP must safeguard it.

This responsibility includes not disclosing the Company confidential information such as information regarding the Company's services or business over the internet. The Board Members and SMP are also responsible for properly labelling any and all documentation shared with, or correspondence sent to outside counsel as "Attorney-Client Privileged". This obligation extends to confidential information of third parties, which the Company has rightfully received under Non-Disclosure Agreements.

Obligations of the Board Members and SMP with respect to Company confidential information are:

- Not to disclose this information to persons outside of the Company without prior approval of the Chairman/Board. Not to use this information for the Board Member and SMP's own benefit or the benefit of persons outside of the Company.
- Not to disclose this information to any other company employees except on a "need to know" or "need to use" basis and then only with a strong statement that the information is confidential.

- Company confidential information is not always of a technical nature. Such information can also include business research, new product plans, strategic objectives, any unpublished financial or pricing information, employee, customer and vendor lists and information regarding customer requirements, preferences, business habits and plans. This list, while not complete, suggests the wide variety of information that needs to be safeguarded.
- If any Board Member and SMP leaves the Company, his or her obligation to protect Company confidential information continues until the information becomes publicly available.
- A Board Member and SMP should not disclose the Company's confidential information to anyone or use it to benefit anyone other than the Company without the prior written consent of the Board of Directors.
- A Board Member and SMP 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 Company on which such insider information has been obtained.

Such insider information might include the following:

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

10. AGREEMENT IMPACTING MANAGEMENT OR CONTROL OF THE COMPANY OR INVOLVING COMPENSATION OR PROFIT SHARING IN CONNECTION WITH DEALINGS IN SECURITIES OF THE COMPANY

- No Director(s)/employee(s) of the Company shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, unless prior approval for the same has been obtained from the Board of Directors of the Company as well as public shareholders by way of an ordinary resolution.
- No Director(s)/employee(s) of the Company shall enter into any agreement with the Company or its employees, shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to impact the management or control of the Company, or impose any restriction or create any liability upon the Company, including any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements, without prior intimation of the same to the Company Secretary / Compliance Officer.
- Director(s)/Employee(s) shall forthrightly disclose any subsisting or expired agreement entered into by himself/herself or on behalf of any other person to the Company Secretary/Compliance Officer.

[Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner].

11. DISCLOSURE TO THE STOCK EXCHANGES AND PUBLIC

It is the Company's policy to provide full, fair, accurate, timely and understandable disclosure in reports and documents that are to be filed with or submitted to, the stock exchanges where the Company's shares are listed, statutory authorities and in Company's other public communications. Accordingly, Board Member and SMP must ensure the compliance with such disclosure controls and procedures. All Board Members and SMP must also respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose.

12. RESPONDING TO INQUIRIES FROM THE PRESS AND OTHERS

The requests for financial or business information about Company from the media, press, financial community, the Securities and Exchange Board of India or other regulators or the public must be referred to the CFO & Company Secretary.

13. COMPLIANCE WITH GOVERNMENT LAWS, RULES, AND REGULATIONS

The Board Members and SMP must comply with all applicable governmental laws, rules, and regulations. The Board Members and SMP must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers, and to know when to seek advice from the finance department. 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.

14. SHAREHOLDERS

The Company shall be committed to enhancing shareholder value and comply with all regulations and laws that govern shareholders' rights. The Board of Directors of the Company 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.

15. VIOLATIONS OF THE CODE

It is a part of the Board Members and SMP's job, and his/her ethical responsibility to help enforce this Code. The Board Members and SMP should be alert to possible violations and report this to the Company Secretary or the Head of the Human Resources function. The Board Members and SMP should cooperate in any internal or external investigations of possible violations.

Actual violations of law, this Code, or other Company policies or procedures, should be promptly reported to the Company Secretary or the Head of the Human Resources function of the Company. The Company will take appropriate action against those whose actions are found to violate the Code or any other policy of the Company.

16. WAIVERS AND AMENDMENTS TO THE CODE

The Company is committed to continuously reviewing and updating its policies and procedures. Therefore, this Code is subject to modification. The Board of Directors shall review this Code once in three (3) years. This Code and every subsequent modification, alteration or amendment made thereto, shall be promptly disclosed on the Company's website at <https://www.viceroyhotels.in/>

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

**Adopted at the Board Meeting held on 20-Oct-2023 under the new management post Corporate Insolvency Resolution Process.*

ANNEXURE I

CODE FOR INDEPENDENT DIRECTORS

Applicability

This Code of Conduct shall apply to all Independent Directors of the Company (the “**Independent Directors**”).

Capitalized terms used but not defined herein shall bear the same meaning as ascribed to the same in the relevant provisions of the Companies Act, 2013 and Rules made thereunder.

1. Guidelines of professional conduct:

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 *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 engage in any activity that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company;
- (vii) 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;
- (viii) refrain from any action that would lead to loss of his independence;
- (ix) where circumstances arise, which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (x) assist the Company in implementing the best corporate governance practices;
- (xi) respect the confidentiality of data and information made available to them from time to time. Such respect for confidentiality shall also continue after such person ceases to hold office as an Independent Director.

2. Role and functions:

The independent directors shall:

- (i) 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;
- (ii) bring an objective view in the evaluation of the performance of the board and management;
- (iii) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (iv) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (v) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (vi) balance the conflicting interest of the stakeholders;
- (vii) 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;

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- (viii) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

3. Duties:

The independent directors shall –

- (i) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (ii) 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;
- (iii) strive to attend all meetings of the Board of Directors and of the Board committees of which they are members;
- (iv) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (v) strive to attend the general meetings of the Company;
- (vi) 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;
- (vii) keep themselves well informed about the Company and the external environment in which it operates;
- (viii) not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (ix) 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;
- (x) ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (xi) report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- (xii) acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- (xiii) 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;
- (xiv) not enter into any non-cash transactions with the Company as required by section 192 of the Companies Act, 2013;
- (xv) adhere to the Insider Trading Code of the Company

4. Manner of appointment:

- (i) Appointment process of Independent Directors shall be independent of the Company management; while selecting Independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (ii) The appointment of independent director(s) of the Company shall be approved at the meeting of the shareholders.
- (iii) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and that the proposed director is independent of the management.
- (iv) The appointment of Independent Directors shall be formalized through a letter of appointment, which shall set out:

- a) the term of appointment;
 - b) the expectation of the Board from the appointed director, the Board-level committee(s) in which the director is expected to serve and its tasks;
 - c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - d) provision for Directors and Officers (D & O) insurance, if any;
 - e) the Code of Business Ethics that the Company expects its directors and employees to follow;
 - f) the list of actions that a director should not do while functioning as such in the Company; and
 - g) the remuneration, mentioning periodic fees, reimbursement of expense for participation in the Board and other meetings and profit related commission, if any.
- (v) The terms and conditions of appointment of Independent Directors shall be open for inspection at the registered office of the Company by any member during normal business hours.
- (vi) The letter of appointment along with the detailed profile of Independent Directors shall also be posted on the Company's website and stock exchange not later than one working day from the date of such appointment.

5. Maximum tenure of Independent Directors

An independent director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for reappointment for another term of up to five consecutive years on passing of a special resolution by the Company.

Independent director, who completes his term as aforesaid, shall be eligible for appointment as independent director in the Company only after expiry of three years of him ceasing to be an independent director in the Company provided that such independent director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

6. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

7. Resignation or removal:

- (i) The resignation or removal of an independent director shall be in the same manner as is provided in Sections 168 and 169 of the Companies Act, 2013 and the Rules made thereunder.
- (ii) An independent director who resigns or is removed from the Board of the Company shall be replaced by a new independent director within a period of three months from the date of such resignation or removal, as the case may be.
- (iii) Where the Company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

8. Separate meetings:

- (i) The Independent Directors of the Company shall hold at least one meeting in a financial year, without the attendance of non-Independent Directors and members of management; further top 2000 listed entities as per market capitalization shall endeavour to hold at least two meetings in a financial year, without the presence of non-independent directors and members of the management and all the independent directors shall endeavour to be present at such meetings.
- (ii) All the Independent Directors of the Company shall strive to be present at such meeting.
- (iii) The meeting shall:

- (a) review the performance of non-independent directors and the Board as a whole;
- (b) review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- (c) assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

9. Limit on number of directorships

- (i) A person shall not serve as an independent director in more than seven listed companies.
- (ii) Further, any person who is serving as a whole-time director in any listed company shall serve as an independent director in not more than three listed companies.

10. Evaluation mechanism:

- (i) Evaluation Criteria shall be laid down by the Nomination & Remuneration Committee. The same shall be disclosed in the Annual Report.
- (ii) The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (iii) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

ANNEXURE - II**CODE OF BUSINESS CONDUCT AND ETHICS****ANNUAL AFFIRMATION OF COMPLIANCE**

I hereby confirm that during the financial year ended March 31, _____:

I have not violated nor am I aware of any violation of the Code of Business Conduct & Ethics by any other person to whom the said Code of Conduct is applicable.*

OR

I have fully complied with the Code of Conduct. However, I have come across the following instances of violations of the Code:*

Brief description of the nature of violation	Person Responsible	Date & Mode of intimation to the Compliance Officer

The above declaration is given to the best of my knowledge.

Name: _____

Designation: _____

Employee Code: _____
(if applicable)

Signature: _____

Date: _____

Please sign and return this form to the Compliance Officer/Company Secretary.

* Please tick '✓' against the applicable statement and strike off whichever is not applicable