

INTERNATIONAL TRAVEL HOUSE LIMITED

THE ITHL CODE OF CONDUCT

Applicable to all directors, senior management and employees of the Company

Preamble

ITHL's Code of Conduct was circulated to the employees more than nine months back and is posted on the Company's website. This Code has now been re-drafted for better presentation. This Code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct.

Philosophy

International Travel House Limited (ITHL) is a professionally managed organisation and the core value underlying our corporate philosophy is “trusteeship”. We believe this organisation has been handed to us by the various stakeholders in “trust” and we as professional managers are the “trustees” of these stakeholders. It is therefore our responsibility to ensure that the organisation is managed in a manner that protects and furthers the interests of our stakeholders. We recognise society as an important stakeholder in this enterprise and therefore it is part of our responsibility to practise good corporate citizenship.

It is also our belief that in order to serve the interests of our stakeholders in perpetuity, we must build **ITHL** into an institution whose dynamism and vitality are anchored in its core values.

Corporate Governance Policy

The Corporate Governance Policy is the apex level instrument guiding conduct of the affairs of the Company and clearly delineates the roles, responsibilities and authorities of the key entities in the governance structure of the Company. This Code forms an integral part of the Company's Governance Policy. The directors, senior management and employees must adhere to the Corporate Governance Policy of the Company.

Good Corporate Citizenship

In the conduct of the Company's business, the practice of good corporate citizenship is a prerequisite and embraces the following:

Dealing with People in the Organisation

In dealing with each other, directors, senior management and employees shall uphold the values which are at the core of our HR Philosophy - trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self respect and human dignity. Indeed, these values form the basis of our HR management systems and processes. In selection and recruitment while meritocracy will be a *prime* criterion managers will scrupulously consider all factors that go towards securing the interests of the Company. Travel House will focus on meritocracy, equity and upholding of Company values in all people processes including performance management systems appraisals, remuneration and rewards.

Relationships with Suppliers and Customers

All directors, senior management and employees shall ensure that in their dealings with suppliers and customers, the Company's interests are never compromised. Accepting gifts and presents of more than a nominal value, gratuity payments and other payments from suppliers or customers will be viewed as a serious breach of discipline as this could lead to compromising the Company's interests.

Legal Compliance

It is the Company's policy to comply fully with all applicable laws and regulations. Ensuring legal and regulatory compliance is the responsibility of the **Managing Director**, the **Executive Vice President (Operation)** and the **Chief Financial Officer**. The Company cannot accept practices which are unlawful or may be damaging to its reputation. The **Executive Vice President (Operation)** and the **Chief Financial Officer** must satisfy themselves that sound and adequate arrangements exist to ensure that they comply with the legal and regulatory requirements impacting each business and identify and respond to developments in the regulatory environment in which they operate. In the event the implication of any law is not clear, the course of action must be supported by eminent legal counsel whose opinion should be documented.

Health and Safety

The Company attaches great importance to a healthy and safe work environment. Travel House is committed to provide good physical working conditions and encourages, high standards of hygiene and housekeeping. Particular attention should be paid to training of employees to increase safety awareness and adoption of safe working methods, particularly designed to prevent serious or fatal accidents.

Environment Policies

The Company believes that commitment to sustainable development is a key component of responsible corporate citizenship and therefore deserves to be accorded the highest priority. Accordingly, the Company is committed to Best Practices in environmental matters arising out of its business activities and expects each business to fully demonstrate this commitment.

In addition to complying with applicable laws and regulations, Businesses must establish procedures for assessing the environmental effects of their present and future activities. They should adopt Best Practices in their environmental policies and procedures.

Personal Conduct

All directors, senior management and employees have the obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company at all times. They are expected to demonstrate exemplary personal conduct through adherence to the following:

Avoidance of Conflict of Interest

All directors, senior management and employees must avoid situations in which their personal interest could conflict with the interest of the Company. This is an area in which it is impossible to provide comprehensive guidance but the guiding principle is that any conflict or potential conflict must be disclosed to higher management for guidance and appropriate action.

Transparency and Auditability

All directors, senior management and employees shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes, including as appropriate, segregation of duties. Tiered approval mechanism and involvement of more than one manager in key decisions and maintaining supporting records. All managers shall voluntarily ensure that their areas of operation are open to audit and the conduct of their activities is totally auditable.

Protection of Confidential Information

No directors, senior management and employee shall disclose or use any confidential information gained in the course of employment/ association with the Company for personal profit or for the advantage of any other person. No employee shall provide any information either formally or informally to the press or to any other publicity media unless specifically authorised to do so.

Company Facilities

No directors, senior management and employee shall misuse Company facilities. In the use of Company facilities, employee shall exercise care to ensure that costs are reasonable and there is no wastage.

Leading by Example

The organisation's directors and senior management set the professional tone for the Company. Through both their words and their actions, the organisation's leadership conveys what is acceptable and unacceptable behaviour. ITHL's directors, senior management and employees must constantly reinforce through their actions and behaviour that ITHL's stated beliefs of responsible corporate citizenship are rooted in individual conviction and personal integrity.

Waivers

Any waiver of any provision of this Code of Conduct for a director, senior management or employee must be placed for approval before the Company's Board of Directors/ Corporate Management Committee, as appropriate.

Non Adherence

Any instance of non-adherence to the Code of Conduct / any other observed unethical behaviour on the part of those covered under this Code should be brought to the attention of the immediate reporting authority, who shall in turn report the same to the Head of Corporate Human Resources.

- * Senior management for the purpose of this Code would mean the following:
 - Managers at Grade XIV & above
 - Corporate HODs

This Code of Conduct was adopted by the Board of Directors of the Company on 5th May, 2006