



VENTIVE HOSPITALITY LIMITED

(Formerly known as “Ventive Hospitality Private Limited”
and “ICC Realty (India) Private Limited”)

CODE OF CONDUCT POLICY

Statement of Confidentiality: The policies, procedures and standard practices described in this manual are for the said process only at Ventive Hospitality Limited (from here on termed as “Ventive Hospitality”) and do not intend or imply to any other Ventive entity. Information in this document represents guidelines only. Ventive reserves the right to modify the document, amend or terminate any policies, procedures or employee benefit programmes whether or not described in this document, at any time, or to require and / or increase contributions toward these programs. All policies contained herein have been adopted by Ventive and supersede previous policies. We periodically review policies, in part or as a whole to ensure that they continue to reflect the current thinking of the organization and are consistent with the changing trends and legal requirements.

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1. Introduction

a. Objective

This Code of Conduct and Ethics underscores our commitment to responsible business practices, integrity and accountability. It provides guiding principles for ethical decision-making, ensuring compliance with legal and regulatory requirements while promoting transparency, fairness and inclusivity. By fostering a culture of respect and upholding human rights, we strive to create a positive impact on all stakeholders. This Code also emphasizes responsible resource management, ethical conduct in business operations and mechanisms for reporting concerns, reinforcing our dedication to long-term value creation.

b. Scope

This Code applies to:

All employees other than Board of Directors and who are covered in the CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL policy dated September 05, 2024 including any individual representing the Company in business dealings.

Adopted by the Board of Directors, this Code establishes fundamental principles to guide leadership in ethical decision-making, ensuring responsible and transparent business practices.

This Code applies to all Company business activities, including:

- All offices or premises where the Company conducts its business.
- All business-related activities carried out at locations beyond Company premises, including remote work or work-from-home arrangements.
- Any social, business or other functions where behaviour or statements may impact workplace dynamics or professional relationships.
- Interactions with employees, customers, suppliers, shareholders and the broader community.

Expectations of Ethical conduct:

- All individuals covered by this Code must uphold integrity, accountability and responsible decision-making, avoiding any actions that may compromise ethical standards.
- The principles outlined in this Code must guide all conduct to uphold the Company's reputation for ethical leadership, transparency and fairness:-

c. Core Values

Our organization is committed to upholding the highest ethical standards, ensuring that our operations are conducted with integrity, transparency and accountability. Our Core Values guide our actions and decisions, reinforcing our commitment to responsible business practices, compliance and stakeholder trust.

- **Integrity & Transparency** – We uphold the highest standards of honesty and transparency in all interactions, fostering a culture of ethical conduct and trust.
- **Accountability & Responsibility** – We take full ownership of our actions, ensuring responsible decision-making and adherence to legal and regulatory commitments.
- **Respect & Fairness** – We treat all individuals, including employees, customers and stakeholders, with dignity, fostering an inclusive and equitable environment.
- **Excellence & Safety** – We are committed to maintaining superior standards in quality and safety, ensuring reliability in all aspects of our operations.
- **Innovation & Continuous Improvement** – We embrace change and seek innovative solutions to drive progress and long-term value creation.
- **Social & Environmental Responsibility** – We integrate responsible resource management and sustainable practices into our business, striving for positive societal and environmental impact.
- **Diversity & Inclusion** – We recognize the strength of diverse perspectives and create an environment where every individual is valued and empowered to contribute.

d. Alignment with Corporate Vision and Mission:

This Code of Conduct is designed to align seamlessly with our Company's Vision and Mission, providing a strong ethical foundation for achieving strategic objectives. By integrating our core values into every aspect of our operations, we ensure that our actions consistently reflect our commitment to responsible and ethical business practices.

Our commitment to integrity, accountability and excellence guides decision-making, creating a culture where ethical conduct supports long-term value creation. By adhering to this Code, we strengthen stakeholder trust and reinforce our responsibility to make a positive impact. Through this alignment, we empower every team member to contribute meaningfully to our shared purpose.

2. Responsibility

- The Human Resources Department is responsible for ensuring compliance with the principles of the Code of Conduct.
- All individuals at Ventive Hospitality must follow the guidelines outlined in the Code of Conduct when interacting with stakeholders both within and outside the organization.

3. Consequences of Unethical Behaviour and Corrective Actions

Unethical behaviour at Ventive Hospitality can have far-reaching consequences, affecting the company, its stakeholders and the wider community. Failure to uphold ethical standards can lead to:

- **Reputation Damage** – Unethical practices can harm Ventive Hospitality’s reputation, eroding stakeholder trust and confidence. Restoring credibility requires significant effort and resources, potentially impacting the company’s competitive position.
- **Loss of Stakeholder Trust** – Ethical breaches can weaken relationships with employees, customers and business partners, affecting partnerships and business growth.
- **Reduced Investor Confidence** – Investors may withdraw support due to concerns over financial and legal risks, leading to reduced capital inflows and financial instability.
- **Legal and Regulatory Consequences** – Non-compliance with ethical standards can result in legal actions, fines or regulatory scrutiny, leading to financial and operational challenges.
- **Negative Community Impact** – Unethical actions can have adverse effects on the communities where Ventive Hospitality operates, including environmental or safety risks, jeopardizing the company’s standing and social responsibility.

- **Corrective Measures**

To address ethical violations, Ventive Hospitality’s Management will implement the following actions:

- **Investigation** – All reported breaches of the Code of Conduct will be thoroughly examined to assess their severity and impact.
- **Preventive Measures** – Enhanced training, policy revisions and stronger oversight will be introduced to minimize future ethical breaches.
- **Counselling & Guidance** – Employees involved in ethical concerns may receive support and guidance to align with the company’s values.
- **Disciplinary Actions** – Based on the severity of the violation, consequences may include warnings, suspension or termination. In legal cases, civil or criminal proceedings may be pursued.

These measures underscore Ventive Hospitality’s firm commitment to upholding ethical principles, safeguarding its integrity, and ensuring a positive impact on society and the environment.

Dos for the Employees	Don’ts for the Employees
<ul style="list-style-type: none"> ● Comply with Policies & Code of Conduct <ul style="list-style-type: none"> ○ Adhere strictly to the company’s Code of Conduct and all 	<ul style="list-style-type: none"> ● No Discrimination or Harassment <ul style="list-style-type: none"> ○ Avoid any form of discrimination, harassment or disrespectful behaviour to

established policies and procedures.

- **Maintain Professionalism & Respect**
 - Interact with colleagues, customers and stakeholders with fairness, respect and professionalism to foster a positive work environment.
- **Ensure Confidentiality**
 - Safeguard sensitive information related to the organization, clients and colleagues to maintain trust and data integrity.
- **Encourage Open Communication**
 - Foster transparency and teamwork by promoting open and constructive communication.
- **Take Responsibility & Strive for Excellence**
 - Own your responsibilities and consistently deliver high-quality work to contribute to organizational and personal success.
- **Support Diversity, Equity & Inclusion**
 - Uphold a culture of inclusivity, ensuring equal opportunities and mutual respect for all.
- **Follow Health & Safety Guidelines**
 - Adhere to workplace safety protocols to maintain a secure and hazard-free environment.
- **Invest in Continuous Learning**
 - Seek opportunities for skill enhancement and professional growth in alignment with company objectives.
- **Prioritize Work-Life Balance**
 - Maintain a healthy balance between professional and personal life while prioritizing physical and mental well-being.
- **Report Ethical Concerns Promptly**
 - Address any ethical issues, policy violations or concerns through appropriate channels to uphold integrity and company values.

foster a workplace culture based on mutual respect and professionalism.

- **Do Not Disclose Confidential Information**
 - Protect company trade secrets and sensitive information by ensuring they are not shared with unauthorized individuals or external parties.
- **Avoid Conflicts of Interest**
 - Refrain from engaging in activities that compromise your impartiality, including accepting gifts, favours or bribes.
- **Maintain Honesty & Ethical Conduct**
 - Never engage in fraudulent, dishonest or unethical behaviour in any professional interactions.
- **Do Not Misuse Company Resources**
 - Use company time, equipment and facilities solely for authorized purposes and avoid personal misuse.
- **Comply with Laws & Regulations**
 - Adhere strictly to all legal, regulatory and contractual obligations; avoid engaging in illegal activities.
- **No Gossip or Workplace Disruptions**
 - Refrain from spreading rumours, gossiping or engaging in behaviour that undermines workplace harmony.
- **Respect Professional Settings**
 - Avoid disruptive or disrespectful behaviour during meetings, presentations or professional events.
- **Meet Commitments & Responsibilities**
 - Fulfil your duties with diligence, meet deadlines and uphold professional accountability.

	<ul style="list-style-type: none">● Protect the Organization's Reputation<ul style="list-style-type: none">○ Avoid any actions that could harm the company's image, credibility or public trust.
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4. Help And Advice

At times, situations may arise that are not explicitly covered in the Code of Ethics and Conduct or related documents such as directives, policies or guidelines. In such cases of uncertainty, it is essential to reflect on the following questions:

- Is my conduct in compliance with the law?
- Does it align with Ventive Hospitality's values?
- Is it consistent with the Code of Ethics and Conduct?
- Could it have negative consequences for Ventive Hospitality or myself?
- Would I feel comfortable if this action were reported in the media?

In most cases, these questions provide the clarity needed to make the right decision. However, if doubts persist, seeking guidance is essential. Ventive Hospitality is committed to fostering a culture of openness where employees are encouraged to ask questions and prevent actions that may conflict with company principles.

Managers play a key role in ensuring that employees receive the necessary support and guidance to uphold the Code of Ethics and Conduct. Employees facing uncertainties can seek assistance through various resources, including:

- Their Manager
- General Counsel
- Company Secretary & Compliance Officer

5. Speak Up

Promoting an ethical environment involves speaking up if you come across anything that appears to be amiss. If you discover a potential breach of the Code, it is your duty to report it. At Ventive Hospitality, we uphold an open-door philosophy and actively encourage all team members to express their concerns through various channels, which include:

No retaliation:

Your role in identifying and reporting potential issues is invaluable and vital to maintaining our ethical standards. Speaking up about concerns is always the right thing to do and we deeply appreciate your commitment to integrity.

We want to be clear: retaliation against anyone who, in good faith, reports suspected

unethical or illegal conduct or participates in an investigation is strictly forbidden. Retaliatory actions are a direct violation of our Code and will result in disciplinary measures.

If you experience or suspect any form of retaliation or threats, you do not have to report it through your regular chain of command. Instead, promptly contact your Human Resources representative, senior management or a legal department attorney. We are committed to addressing your concerns and ensuring you are fully protected from any form of retaliation for bringing them forward.

Investigations

We treat all reports of potential workplace or business misconduct with the highest level of seriousness and are committed to conducting thorough, impartial investigations. Any report or concern will be addressed promptly and appropriately.

Information related to the investigation will be shared strictly on a need-to-know basis to ensure a proper and effective resolution. If you are asked to participate in an investigation, your full cooperation is expected, including providing complete and truthful responses to all questions. Our approach to investigations is guided by a commitment to uphold all relevant legal requirements and standards, ensuring fairness, transparency and integrity throughout the process.

GUIDELINES

Diversity and inclusion

At Ventive Hospitality, we are committed to equal employment opportunities and fostering a workplace where every team member feels recognized, included and respected.

Discrimination of any kind is strictly prohibited, including but not limited to:

Protected Categories	Examples
Age	Any form of age-based bias
Disability	Physical, mental or medical condition-related discrimination
Veteran Status	Ensuring fair treatment of former service members
Race & Ethnicity	Prejudice based on racial or ethnic background
Religion	Respect for all religious beliefs and practices
Pregnancy	Protection from discrimination due to pregnancy, childbirth or related conditions

Protected Categories	Examples
Colour	Equal treatment regardless of skin tone
Sex, Gender, Gender Identity & Expression	Respect for all gender identities and expressions
Marital Status	Equal opportunity regardless of relationship status
National Origin	No bias based on country of origin or ancestry
Sexual Orientation	Protection for all sexual orientations

This policy applies to all aspects of our business, including but not limited to:

- Recruitment & Hiring
- Compensation & Benefit
- Promotions & Transfers
- Training & Development
- Education & Career Growth
- Terminations & Workplace Policies
- Social & Recreational Programs

We are committed to creating an inclusive environment where diversity is valued and everyone has an equal opportunity to succeed.

Anti-harassment (<https://www.ventivehospitality.com/grievance/>)

At Ventive Hospitality, we are committed to fostering an equitable, inclusive and respectful workplace. To uphold this commitment, we enforce a strict zero-tolerance policy for all forms of harassment.

Definition of Harassment

Harassment includes any unwelcome behaviour targeting individuals based on protected characteristics, including but not limited to:

- Age
- Race, Color, National Origin or Ethnicity
- Religion
- Sex, Pregnancy or Gender (including Gender Identity or Expression)
- Sexual Orientation
- Marital Status
- Disability
- Veteran Status
- Genetic Information
- Any Other Characteristic Protected by Applicable Laws

This policy applies to any conduct that creates a hostile, intimidating or offensive environment or negatively impacts an individual's work performance or job opportunities.

Sexual Harassment

Unwelcome sexual advances, requests for sexual favors or other verbal or physical conduct of a sexual nature are strictly prohibited. This includes, but is not limited to:

- When submission to such conduct is explicitly or implicitly tied to employment decisions or conditions.
- When the conduct creates an intimidating, hostile or offensive work environment.

Commitment to a Safe Workplace

We are dedicated to maintaining a harassment-free workplace. Every employee is expected to contribute to an environment where everyone feels safe, respected and valued.

Violations of this policy will be addressed promptly and may result in disciplinary action, up to and including termination.

Creating a Secure and Safe Working Environment

(<https://www.ventivehospitality.com/corporate-governance-policies/>)

A secure working environment ensures that all employees and workers are protected from hazards, risks and threats that could impact their physical, mental or emotional well-being. Our commitment to safety extends across all aspects of the workplace, including physical infrastructure, tools and equipment, policies and procedures and an organizational culture that prioritizes health and safety.

Our Commitment to Safety

Safety is a core value deeply embedded in our operations. Every individual shares the responsibility of maintaining a safe workplace and protecting the well-being of themselves and their colleagues. To uphold this commitment, all team members are expected to:

- **Prioritize Personal Safety** – Follow all established safety protocols, procedures and guidelines.
- **Report Hazards and Risks** – Notify the appropriate authorities about hazardous conditions, potential risks or incidents without delay.
- **Participate in Safety Training** – Engage in safety training programs and apply learned precautions to mitigate risks effectively.
- **Promote Open Communication** – Raise safety concerns in a constructive manner to support ongoing safety improvements.
- **Proper Equipment Use** – Use safety equipment and tools correctly, ensure their maintenance and report any damage or malfunction.
- **Foster a Safety-First Culture** – Encourage colleagues to practice safe work methods and prioritize safety in all tasks.
- **Compliance with Regulations** – Adhere to all relevant safety laws, regulations and internal policies.
- **Proactive Risk Mitigation** – Take immediate action to prevent accidents, injuries and harm to oneself and others.

- **Emergency Preparedness** – Participate in safety drills and emergency response exercises to enhance workplace readiness.
- **Continuous Learning** – Stay informed about workplace safety best practices and industry standards, seeking opportunities to improve safety awareness.

Our Vision

By embracing these responsibilities, we create a workplace where safety remains a top priority and every team member's well-being is safeguarded. Together, we can build an environment that not only meets but exceeds safety standards, fostering a culture of care, responsibility and mutual support.

An alcohol-and-drug-free workplace

We are fully committed to maintaining a workplace free from the influence of alcohol and drugs to ensure the safety, well-being and productivity of all team members.

It is strictly prohibited for any employee to:

- Possess, use or be under the influence of **alcohol, marijuana or illegal drugs** while on company premises, at work locations, in company vehicles or during working hours, including breaks and meal periods.
- Report to work under the influence of any substance that impairs judgment or job performance.

Limited Exception for Alcohol at Company Events

A limited exception applies to alcohol consumption at company-sanctioned events, provided:

- It is consumed responsibly.
- It adheres to company guidelines.

Use of Prescription and Over-the-Counter Medications

We acknowledge that certain medications may affect an individual's **judgment or job performance**. Employees are encouraged to:

- Consult their manager if they have concerns about how a prescription or over-the-counter medication may impact their ability to work safely.
- Report any signs of impairment in a colleague due to medication, alcohol, marijuana or illegal drugs to ensure workplace safety.

By adhering to these guidelines, we collectively contribute to a safe, healthy and productive work environment for everyone.

Sustainable Business Practices

(<https://www.ventivehospitality.com/corporate-governance-policies/>)

Ventive Hospitality is committed to integrating sustainability into every aspect of our operations, aligning with global principles that balance social responsibility, environmental stewardship and economic resilience. Our approach to sustainability is designed to create long-term value for stakeholders, including owners, employees and the communities in which we operate.

Our social responsibility initiatives focus on fostering a safe, inclusive and growth-oriented environment for our workforce. We emphasize employee well-being, professional development and active community engagement to drive meaningful impact.

On the environmental front, we continuously strive to minimize resource consumption, reduce emissions and prevent pollution. Our commitment extends to implementing sustainable resource management practices that enhance operational efficiency and support ecological preservation.

From an economic perspective, we encourage innovation, operational excellence and performance enhancement to drive responsible growth. By integrating sustainable business strategies, we reinforce transparency, ethical governance and responsible sourcing within our value chain.

To achieve these objectives, we encourage all stakeholders to contribute through:

- Enhancing workplace safety, productivity and innovation.
- Actively participating in wellness and professional development initiatives.
- Adhering to environmental regulations and best practices.

Collaboration is at the core of our sustainability strategy. We actively engage with partners, suppliers and customers to foster innovative solutions that advance our shared sustainability goals. Through strategic partnerships and a commitment to continuous improvement, we strive to maximize our positive impact on society and the environment.

Labor Standards, Human Trafficking, and Compulsory and Child Labor

(<https://www.ventivehospitality.com/corporate-governance-policies/>)

Ventive Hospitality is unwavering in its commitment to upholding fair labour standards, eradicating human trafficking and eliminating all forms of forced and child labour. Ethical business practices are the foundation of our corporate culture, ensuring responsible conduct across all our operations. We fully support and uphold fundamental human rights, promoting and protecting these rights throughout our supply chain and business engagements.

Regardless of regional legal variations, Ventive Hospitality maintains a strict zero-tolerance policy toward human rights violations. We do not engage with any entities or individuals involved in exploitative labour practices, including child labour, forced labour, human trafficking or any form of worker mistreatment.

We are committed to fostering a safe, healthy and inclusive work environment. Our employment practices ensure compliance with and often exceed, regulatory standards regarding wages, benefits, working hours and conditions. We strictly adhere to labour laws

governing fair compensation and overtime pay. All representatives of Ventive Hospitality are expected to conduct business in alignment with our Code of Conduct and ethical policies.

To uphold these standards, we conduct regular audits of our suppliers and actively cooperate with regulatory bodies in investigating labour practices. Through these measures, we reaffirm our commitment to ethical labour standards, human rights protection and the overall well-being of workers across our supply chain and business operations.

Respectful Workplace (<https://www.ventivehospitality.com/corporate-governance-policies/>)

Ventive Hospitality is dedicated to fostering a workplace culture built on mutual respect, inclusivity or professional integrity. We are committed to ensuring a safe, supportive or productive work environment where harassment, bullying or any form of misconduct is strictly prohibited. Every employee is expected to uphold these values in their interactions, both within the company and with external stakeholders.

All individuals within Ventive Hospitality are responsible for maintaining a respectful workplace by refraining from behaviours that:

- Are repetitive or significantly harmful.
- Create a hostile or unwelcome environment.
- Undermine an individual's dignity, well-being or professional standing.
- Contribute to a toxic work culture where employees feel unsafe or unable to perform effectively.

Examples of unacceptable conduct include:

- Making demeaning or derogatory remarks toward colleagues.
- Intentionally excluding individuals, leading to social alienation.
- Mocking, taunting or belittling based on personal attributes or beliefs.
- Spreading false information or engaging in actions that damage reputations.

We expect all employees to demonstrate professionalism and integrity in every interaction. Ventive Hospitality has clear mechanisms in place for reporting and addressing any violations of this policy, ensuring a safe and equitable workplace for all. Through continuous awareness and accountability, we strive to reinforce a culture of mutual respect and ethical conduct across our organization.

Conflict of Interest

At Ventive Hospitality, maintaining transparency, integrity, and objectivity is fundamental to responsible and ethical business conduct. A conflict of interest arises when personal interests—whether of an employee, their family members, or close associates—interfere or appear to interfere with professional judgment, potentially affecting impartial decision-making in the best interests of the organization.

Employees are expected to proactively avoid situations that may lead to conflicts of interest. In the event of a conflict or potential conflict, employees must promptly disclose it in writing to their supervisor and the Compliance Officer. No business transaction should proceed without prior disclosure and appropriate authorization, ensuring adherence to our ethical standards and corporate governance principles.

Conflicts of interest can be effectively managed through timely disclosure and oversight. Upon reporting, each situation will be evaluated, and appropriate measures will be taken while maintaining confidentiality and fairness in the resolution process. Employees are also required to update their disclosures should circumstances change.

Examples of Potential Conflicts of Interest

Personal Relationships

Employees must maintain objectivity when engaging with suppliers, customers, or competitors who are family members or close acquaintances. Any business dealings involving relatives—such as providing services or products to Ventive Hospitality—must be disclosed to prevent any perception of favouritism or bias.

External Employment

Employees may pursue external professional engagements or business ventures, provided they do not interfere with Ventive Hospitality's operations, utilize company resources, or create a conflict of interest. For example, an employee working in the real estate sector while employed at Ventive Hospitality must ensure that external commitments do not compromise their focus or responsibilities within the organization.

Advisory Roles

Serving as a consultant or holding a board position with a current or potential customer, supplier, or competitor could result in a conflict of interest. Employees must disclose such affiliations to ensure compliance with Ventive Hospitality's corporate integrity and accountability principles.

Financial Interests

Employees should exercise caution when making personal financial investments in businesses that interact with or compete with Ventive Hospitality. Any investment that could influence decision-making must be transparently reported to prevent ethical and governance risks.

Corporate Opportunities

Employees must not exploit business opportunities intended for Ventive Hospitality for personal gain unless the organization has formally declined the opportunity. Business opportunities arising in the course of an employee's role must be directed to the organization rather than leveraged for personal benefit.

Accepting Gifts, Favours, or Monetary Benefits

Employees must avoid situations where accepting gifts, monetary benefits, or favours may compromise their objectivity or create a perception of impropriety. Gifts, hospitality, or any form of remuneration from suppliers, clients, or business partners must be disclosed and, where necessary, declined to uphold ethical business practices. Exceptions may be made for nominal, customary business gifts that do not influence decision-making or create obligations. Any uncertainty regarding gift acceptance should be referred to the Compliance Officer for guidance.

By adhering to these principles and ensuring full disclosure of any potential conflicts, employees contribute to a culture of accountability and ethical business conduct. These guidelines align with the principles of responsible business governance, fostering transparency and trust across all business activities.

Privacy and Data Protection Policy

(<https://www.ventivehospitality.com/corporate-governance-policies/>)

Ventive Hospitality is committed to safeguarding the privacy and security of personal data entrusted to us. We ensure that all personal information is handled responsibly, in compliance with applicable laws and ethical standards.

Personal data includes any information that can identify an individual, ranging from basic contact details to sensitive information such as government-issued identification numbers. Our data protection framework applies to employees, contract workers (past and present), job applicants, and associates' dependents, beneficiaries, and emergency contacts.

We implement stringent measures to secure personal information, preventing unauthorized access, misuse, or loss. Our approach prioritizes transparency, ensuring individuals understand how their data is collected, used, and protected. By adhering to these principles, Ventive Hospitality fosters trust, ensures compliance, and upholds the highest standards of data protection across its operations.

Fraud and Collusion

At Ventive Hospitality, fraud is defined as any deliberate act, omission, abuse of authority, or concealment of information by an individual or group with the intention to deceive, secure an undue advantage, or compromise the interests of the company, its shareholders, creditors, or other stakeholders. Fraudulent activities can occur irrespective of whether they result in a direct financial gain or loss.

Examples of fraudulent activities include, but are not limited to:

- Failure to disclose material information.
- Forgery, theft, or embezzlement.
- Misappropriation or unauthorized use of company funds or assets.
- False representation or unauthorized disclosure of confidential information.

- Collusion to engage in deceptive or unethical practices.

Other specific examples include:

- Submission of falsified expense claims.
- Forgery or unauthorized alteration of financial documents, such as checks.
- Unauthorized signing of contracts or falsification of sales records.
- Improper use of company assets or intentional misrepresentation of financial performance.
- Recording inaccurate financial or operational data in violation of established accounting principles and standards.

All employees and stakeholders are required to promptly report any suspected or confirmed fraudulent activities to the Compliance Officer. Reports will be subject to a comprehensive and impartial investigation to ascertain the facts. Any failure to report known or suspected fraud may be construed as complicity and could result in disciplinary measures.

Individuals found to have engaged in fraudulent activities will be subject to strict consequences, which may include termination of employment or contractual agreements, and legal actions, including civil or criminal proceedings, as deemed necessary. Ventive Hospitality upholds a zero-tolerance policy towards fraud and collusion, reinforcing its commitment to ethical business practices and corporate integrity.

Anti-Money Laundering (<https://www.ventivehospitality.com/corporate-governance-policies/>)

At Ventive Hospitality, money laundering is defined as the process of disguising the origins of illicitly obtained funds to make them appear legitimate. Engaging in or facilitating money laundering is strictly prohibited and constitutes a criminal offense. Ventive Hospitality is committed to complying with all relevant laws and regulations to prevent money laundering and to safeguard the integrity of its business operations.

All employees are required to remain vigilant and report any suspicious activities to the appropriate authorities.

Potential indicators of money laundering include:

- Attempts to make large payments in cash.
- Receiving payments from individuals or entities not party to the contract.
- Requests for payment amounts exceeding those stated in the contract.
- Payments made in currencies not specified in the contract.
- Funds received from unusual or non-business accounts.

- Transactions that exhibit irregular patterns, such as bulk purchases of products, gift cards, or repeated cash payments.

If you identify any such signs or suspect any activity that could indicate money laundering, you are required to report it immediately. Failure to do so may result in legal or disciplinary action.

By actively monitoring transactions and addressing potential money laundering activities, Ventive Hospitality reinforces its commitment to ethical business practices and regulatory compliance. Together, we can uphold the trust of our stakeholders and maintain the integrity of our operations.

Due Diligence on Third-Party Vendors and Business Partners

At Ventive Hospitality, we are committed to responsible and ethical business practices, ensuring that all engagements with third-party vendors and business partners align with our organizational values and sustainability objectives. To uphold transparency and accountability, we conduct rigorous due diligence in accordance with established protocols set by the company's management. These protocols define the evaluation criteria and selection procedures to mitigate potential risks and ensure compliance with legal and ethical standards.

Due diligence is undertaken as necessary, incorporating environmental, social, and governance (ESG) considerations to assess the credibility and sustainability alignment of potential business partners. This approach enables us to foster responsible partnerships that contribute positively to our business ecosystem while maintaining integrity and ethical governance.

Political and Charitable Contributions

Ventive Hospitality acknowledges the significance of responsible political and charitable contributions, ensuring that such engagements align with applicable laws, corporate governance principles, and sustainability frameworks. To uphold integrity and accountability, our management has implemented clear directives governing all contributions.

Charitable Contributions: While employees are encouraged to engage in personal philanthropic initiatives, the allocation of corporate funds for charitable contributions or donations requires prior approval from the designated committee or legal department. This ensures that all contributions support strategic social objectives, adhere to legal and regulatory requirements, and contribute to impactful and responsible philanthropy.

By adhering to these principles, Ventive Hospitality reinforces its commitment to ethical governance, transparency, and sustainability, ensuring that all engagements align with our broader corporate responsibility framework and stakeholder expectations.

Non-Solicitation

Ventive Hospitality upholds a commitment to ethical business conduct and the protection of its business relationships. Employees are strictly prohibited from directly or indirectly (or through any third party) engaging in any activities intended to solicit or influence individuals or entities associated with the Company in a manner that could negatively impact its operations, partnerships, or workforce.

This includes, but is not limited to:

- Engaging with or attempting to solicit any individual or entity that is currently or has previously been associated with the Company, including customers, clients, suppliers, vendors, or distributors, in a manner that may be detrimental to the Company's interests.
- Approaching or attempting to recruit any officer, director, advisor, consultant, or employee of the Company for employment, hire, or engagement in any capacity outside the Company.
- Encouraging, assisting, facilitating, or attempting to influence any of the aforementioned individuals or entities in ways that may:
- Induce them to cease, suspend, or terminate their business relationship, employment, or engagement with the Company.
- Lead to alterations in the terms of their business association with the Company to the Company's disadvantage.
- Disrupt or interfere with the stability and integrity of their relationship with the Company in any form.

These obligations are binding upon Employees:

- During their employment or involvement with the Company, regardless of their role or capacity.
- For a period of two (2) years following the termination of their employment with the Company, as stipulated above.
- By adhering to this policy, Ventive Hospitality reinforces its dedication to ethical corporate practices, fair competition, and responsible business conduct, ensuring alignment with sustainability principles, stakeholder interests, and long-term business integrity.

6. Disciplinary Sanctions

Ventive Hospitality follows a structured and transparent approach to employee disciplinary actions, ensuring consistency, fairness, and adherence to ethical and regulatory frameworks. Disciplinary measures progress in severity depending on the nature and recurrence of the offense, with the following key steps:

- **Verbal Warning:** For minor infractions, a manager or supervisor will hold an informal discussion with the employee, issuing a verbal warning if necessary. A record of this discussion, including the date, time, reason, and key points, is maintained to ensure

accountability.

- **Written Warning:** If verbal warnings do not resolve the issue, or in cases of more serious misconduct, a formal written warning is issued. This warning is documented in the employee's record and remains valid for three months.

- **Final Written Warning:** For repeated violations or serious offenses, a final written warning is issued, valid for six months. After this period, the record is cleared, except for cases involving dishonesty, which are reviewed based on specific circumstances. The final warning is documented in a formal letter and communicated to the employee in a meeting with their manager or supervisor. A Compliance Officer or HR representative may be present if required.

- **Dismissal:** Termination of employment, whether with pay in lieu of notice or immediate dismissal, is considered only after a thorough disciplinary inquiry. This step is applicable in the following situations:
 - Performance improvement measures have been unsuccessful.
 - Prior warnings for minor misconduct have proven ineffective.
 - The employee is found guilty of serious misconduct.

Before dismissal, a formal inquiry is conducted to ensure due process, fairness, and compliance with company policies. By following this structured approach, Ventive Hospitality ensures that disciplinary actions are executed with clarity, equity, and integrity while respecting employee rights and maintaining workplace accountability.

7. Misconduct- Schedule of Serious offences

Ventive Hospitality maintains a high standard of integrity and professional conduct in the workplace. Certain serious offenses may result in immediate disciplinary action, including the issuance of a final written warning or, following a formal inquiry, summary dismissal. The following list provides examples of serious misconduct, though it is not exhaustive:

- Theft, bribery, fraud, dishonesty, or any related offenses as outlined in the Business Code of Conduct.
- Falsification of records or misrepresentation of information.
- Unauthorized use or misuse of company property for personal purposes.
- Gross negligence or incompetence that jeopardizes business operations or safety.
- Providing false information during the employment application process.
- Unjustified absence from the workplace during duty hours, especially when such absence disrupts operations or affects other employees.
- Unauthorized absenteeism or desertion.
- Wilful damage to company equipment or property belonging to employees or clients.

- Engaging in physical altercations, assault, or attempts to harm others in the workplace.
- Reporting to work under the influence of alcohol or illegal substances.
- Causing damage to company property due to intoxication or negligence.
- Acts of sabotage, including damaging machinery or other company assets.
- Participation in or incitement of unlawful strikes or work stoppages.
- Failure to comply with reasonable work-related instructions from a supervisor or manager.
- Concealment or failure to report instances of misconduct by other employees.
- Repeated violations of company policies despite prior warnings.

Ventive Hospitality enforces disciplinary measures for serious offenses in a fair and transparent manner, ensuring alignment with corporate governance, regulatory compliance, and sustainability principles. Employees are expected to adhere to ethical workplace conduct, and violations will be addressed in accordance with established disciplinary procedures.

8. Administering the Code

At Ventive Hospitality, ensuring the consistent and fair application of our Code of Conduct is a fundamental priority. The administration of the Code is governed by a structured approach that upholds transparency, accountability, and adherence to ethical and regulatory standards.

Waivers

- Waivers for any provision of the Code may only be granted in exceptional circumstances and must follow a rigorous approval process. For directors or officers, only the Board of Directors or its Audit Committee has the authority to grant waivers. Any such waivers must be promptly disclosed in accordance with applicable legal and regulatory requirements.
- For all other employees, waivers may only be approved by the General Counsel or an authorized representative designated by the General Counsel.
- This structured approval process ensures that waivers are granted with due diligence while maintaining the integrity, fairness, and accountability of our Code across all levels.

Issuance and Amendments to the Code

- The Code of Conduct undergoes periodic review by the Board of Directors, its Audit Committee, senior management, and the Legal and Compliance teams to ensure it

remains relevant and aligned with evolving business practices, regulatory changes, and global best practices.

- Updates to the Code may be prompted by shifts in laws, corporate governance requirements, sustainability frameworks, or changes in the business environment.
- Any amendments to the Code require formal approval from the Board of Directors before implementation to ensure compliance with corporate policies, stakeholder expectations, and ethical commitments.

Through these regular evaluations and a structured governance framework, Ventive Hospitality ensures that its Code of Conduct remains a living document—adaptable, effective, and aligned with evolving legal, ethical, and sustainability standards.

This Policy was approved by the Finance & Operational Committee at its meeting held on 20th February 2026 w.e.f 20th February 2026.