

ADVANI HOTELS & RESORTS (INDIA) LIMITED

Whistle Blower Policy

I. Purpose and Objectives:

The purpose of the Whistle Blower Policy is to allow the employees and or directors to raise concerns about unacceptable, improper practices and or any unethical practices being followed in the organisation without necessarily informing their superiors.

This Policy is intended to check that whenever any unacceptable or improper practice and or any unethical practice is reported by an employee and or director, proper action is taken to check such practice or wrongdoing, and the employee and or director is protected against any adverse action and or any discrimination for such reporting.

Section 177 (9) of the Companies Act, 2013, read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014, mandates the following classes of companies to constitute a vigil mechanism –

- Every listed company;
- Every other company that accepts deposits from the public;
- Every company that has borrowed money from banks and public financial institutions in excess of Rs. 50 Crores.

Further, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), inter alia, provide for a mandatory requirement for all listed companies to establish a mechanism called the "Whistleblower Policy" for directors and employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct.

Accordingly, this Whistleblower Policy ("the Policy") has been formulated with a view to providing a mechanism for directors and employees of the Company to approach the Chairman of the Audit Committee of the Company.

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II. Definitions:

The definitions of some key terms used in this Policy are provided below.

- a. “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and Listing Regulations.
- b. “**Employee**” means every employee of the Company, including the directors in the employment of the Company.
- c. “**Code**” means the Code of Conduct of the Company.
- d. “**Protected Disclosure**” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- e. “**Subject**” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- f. “**Whistleblower**” means an employee or director making a Protected Disclosure under this Policy.

III. Scope:

- 1) The Whistleblower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- 2) Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee.

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- 3) Protected disclosure will be appropriately dealt with by the Chairman of the Audit Committee, as the case may be.
- 4) Whistleblowers shall be protected from any adverse action for reporting any unacceptable or improper practice and or any unethical practice or fraud or violation of any law, rule or regulation, so long as the Whistleblower: -
 - i) Reports in good faith his / her belief that there is a waste of the Company's funds;
 - ii) Reports in good faith the violation or suspected violation of a law, rule or regulation;
 - iii) Participates in or gives information in an investigation, hearing, court proceeding, legislative or other inquiry, or other administrative review;
 - iv) Objects or refuses to carry out a directive that the employee and or director believes in good faith may violate a law, rule or regulation.

IV. **Eligibility:**

All employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

V. **Disqualifications:**

- a) While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b) Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.

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- c) Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

VI. Procedure:

- a) All Protected Disclosures concerning financial / accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b) In respect of all other Protected Disclosures, those concerning the employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Whistle Blowing Officer of the Company.
- c)
- (i) The contact details of the “**Chairman of the Audit Committee**” are as under:
Mr. Anil Harish, 305-309, Neelkanth, 98 Marine Drive, Mumbai-400002
Phone No.: +91 22 6633 1801; Email ID: anil.harish@dmharish.com
- (ii) Contact details of the “**Whistle Blowing Officer**” of the Company are as under:
Mr. Prahlad S. Advani,
Caravela Beach Resort, Varca Beach, Salcette, Goa - 402 721
Phone No: +91 8326695500; Email ID: director@advanihotels.com
- d) If a protected disclosure is received by any executive of the Company other than the Chairman of the Audit Committee or the Whistle Blowing Officer, the same should be forwarded to the Company's Whistle Blowing

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Officer or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.

- e) Protected Disclosures should preferably be reported in writing to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- f) The Protected Disclosure should be forwarded under a covering letter which may bear the identity of the Whistleblower. The Chairman of the Audit Committee / Whistle Blowing Officer, as the case may be, shall detach the covering letter and forward only the Protected Disclosure to the investigation.
- g) Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- h) The Whistleblower may disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will also be entertained. However, it may not be possible to interview the Whistleblowers and grant him/her protection under the policy.

VII. Decision:

If an investigation leads the Whistle Blowing Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Whistle Blowing Officer/Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Whistle Blowing Officer / Chairman of the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

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VIII. **Reporting:**

The Whistle Blowing Officer shall submit a report to the Audit Committee regularly about all Protected Disclosures referred to him since the last report, together with the results of investigations, if any.

A copy of the said report shall be simultaneously sent to the Chairman & Managing Director for investigation.

The Chairman & Managing Director, after investigation, shall place a report to the Audit Committee for discussion and decision. The Audit Committee Members shall then discuss the same and take necessary action.

The Whistle Blowing Officer shall communicate the Audit Committee's decision to the Whistleblower for his information.

IX. **Retention of documents:**

All protected disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of three years.

X. **Amendment:**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the employees and directors unless the same is notified to the employees and directors in writing.