



SAYAJI HOTELS (PUNE) LIMITED

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WHISTLE BLOWER & VIGIL MECHANISM POLICY

(Approved by the Board on 11th August, 2023)

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1. Preface

- 1.1 Sayaji Hotels (Pune) Limited (“the Company”) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.
- 1.2 This Whistle Blower & Vigil Mechanism Policy (“this Policy”) is formulated to provide employee an avenue to lodge Complaints, in line with the commitment of Company to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. To provide necessary safeguards for protection of employees from reprisals or victimization, for whistle-blowing in good faith.
- 1.3 Section-177 of Companies Act, 2013 (“the Act”) read with Rule-7 of Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 (“LODR Regulations, 2015”) requires every listed company to establish a mechanism called “Whistle Blower/Vigil Mechanism Policy” for directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct.
- 1.4 This policy aims to provide a framework to protect employees wishing to raise a concern about serious irregularities within the Company or to report breach of Company’s policies and to receive feedback on any action taken.
- 1.5 They can also report instances of leak of Unpublished Price Sensitive Information (UPSI) under the mechanism provided in the Policy.

2. Definitions

- 2.1 “**Audit Committee**” means the Audit Committee of the Board constituted by the Board of Directors of Sayaji in accordance with the provisions of Section 177 of the Act read with Regulation 18 of LODR Regulations, 2015.
- 2.2 “**Competent Authority**” means Mr. Zuber Yusuf Dhanani, Whole Time Director of the Company and will include any person(s) to whom He may delegate any of his powers as the Competent Authority under this policy from time to time. In case of conflict of interest (WTD being the subject person), Competent Authority means Chairperson of the Audit Committee.
- 2.3 “**Dedicated Confidential Section**” means any Section/Department of the Company which is decided by the Competent Authority from time to time for maintaining the records as per the Whistle Blower/Vigil Mechanism Policy.
- 2.4 “**Disciplinary Action**” means any action that can be taken on completion of / during the investigation proceedings by the Competent Authority as he/she deems fit.
- 2.5 “**Improper Activity**” means unethical behavior, actual or suspected fraud, embezzlement etc., violation of the Company’s general guidelines on conduct, moral turpitude, unlawful conduct etc. by an employee of Company. Considering the gravity of the matter.

2.6. **“Employees”** means every employee of the Company including contractual employees and the directors, in the employment of the Company.

2.7 **“Investigators”** means those persons authorized, appointed, consulted or approached by the Competent Authority in connection with conducting investigation into a protected disclosure.

2.8 **“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

2.9 **“Subject”** means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.

2.10 **“Whistle Blower”** means an Employee or Director making a Protected Disclosure under this policy.

3. Scope

Whistle Blower/Vigil Mechanism Policy shall be applicable for all the employees and the Directors of the Company.

4. Interpretation

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or SEBI Act and/or any other SEBI Regulation(s) as amended from time to time.

5. Guiding Principles

5.1 Protected disclosures shall be acted upon in a time bound manner.

5.2 Complete confidentiality of the Whistle Blower will be maintained.

5.3 The Whistle Blower and/or person(s) processing the protected Disclosure will not be subjected to victimization.

5.4 Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.

5.5 “Subject” of the Protected Disclosure i.e., Employee against or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.

5.6 The Whistle Blower should bring to attention of the Competent Authority at the earliest any improper activity or practice. Although they are not required to provide proof, they must have sufficient cause for concern.

5.7 The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality.

6. Whistle Blower – Role & Protections Role:

6.1 The whistle Blower's role is that a reporting party with reliable information.

6.2 The Whistle Blower is not required or expected to conduct any investigations on his own.

6.3 The Whistle Blower may also be associated with the investigations, if the case so warrants. However, he/she shall not have a right to participate.

6.4 The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

Protections:

6.5 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower.

6.6 Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

6.7 If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

6.8 The identity of the Whistle Blower shall be kept confidential.

6.9 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

6.10 Protected Disclosure will be appropriately dealt with by the Competent Authority.

7. Procedures – Essential and Handling Procedure Disclosure

7.1 The Protected Disclosure/Complaint should be attached to a letter bearing the identity of the Whistle blower/complaint i.e., his/her Name, Employee Code and Location and should be inserted in an envelope which should be closed/secured/sealed. The envelope thus secured/sealed should be addressed to the Competent Authority and should be super scribed

“Protected Disclosure”. (If the envelope is not super scribed and closed/sealed/secured, it will not be possible to provide protection to the whistle blower as specified under this policy).

7.2 If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the Whistle Blower, he/she may send his/her protected disclosure directly to the Chairperson of the Audit Committee of the Company.

7.3 In case of serious concern, the whistle blower may also directly approach to the Chairperson of Audit Committee.

7.4 Anonymous or pseudonymous Protected Disclosure shall not be entertained.

7.5 Protected Disclosure should either be typed or written in legible hand writing in English, Hindi or Regional language of the place of employment of the Whistle blower, should provide a clear understanding of the improper activity involved or issue/concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.

7.6 Investigations into any improper activity which is subject matter of an inquiry or order under the Commission of Inquiry Act, 1952 will not come under the purview of this policy.

7.7 The contact details of the Competent Authority for addressing and sending the Protected Disclosure is as follows:

ZuberDhanani@gmail.com or write to,
Zuber Yusuf Dhanani,
Whole-Time Director
Competent Authority
Whistle Blower/Vigil Mechanism
Sayaji Hotels (Pune) Limited
H/1, Scheme No. 54, Vijay Nagar, Indore (MP)-452010 IN,

7.8 The Contact details for addressing a protected disclosure to the Chairperson, Audit Committee are as follows:

Chairperson,
Audit Committee,
Whistle Blower/Vigil Mechanism
C/o Chief Financial Officer
Sayaji Hotels (Pune) Limited
H/1, Scheme No. 54, Vijay Nagar, Indore (MP)-452010 IN,

7.9 The Competent Authority shall mark the envelope containing the Protected Disclosure to a dedicated Confidential Section, which shall maintain a record thereof.

7.10 The Competent Authority shall weed out frivolous complaints after a preliminary enquiry by the Confidential Section. The Competent Authority based on the recommendations of the Confidential Section and depending upon the merit of the case shall forward the Complaint to the investigator(s) nominated for this purpose without disclosing the identity of the Whistle Blower.

8. Investigations and Role of Investigators

Investigation:

8.1 Investigation shall be launched if the Competent Authority is satisfied after preliminary review that:

- a) The alleged act constitutes an improper or unethical activity or conduct; and
- b) The allegation is supported by information and specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter deserves investigation.

8.2 The decision taken by the Competent Authority to conduct an investigation is by itself not to be construed as an accusation (Ilzam) and is to be treated as a neutral fact-finding process.

8.3 The identity of the subject(s) and the Whistle Blower will be kept confidential.

8.4 Subject(s) will normally be informed of the allegations at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.

8.5 Subject(s) shall have a duty to co-operate with the Investigator(s) during investigation to the extent that such co-operation will not compromise self- incrimination protections available under the applicable laws.

8.6 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, threatened or intimidated by the subject(s).

8.7 Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity

to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

8.8 The investigation shall be completed normally within 60 days of the date of receipt of the protected disclosure or such extended period as the Competent Authority may permit for reasons to be recorded.

8.9 Subject(s) have a right to be informed of the outcome of the investigation.

Role of Investigator(s)

8.10 Investigators(s) are required to conduct a process towards fact finding and analysis. Investigator(s) shall derive their authority from Competent Authority when acting within the course and scope of their investigation. The Investigator(s) shall submit his/their report to the Competent Authority.

8.11 All Investigators shall perform their role in an independent and unbiased manner, Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviors and observance of professional standards.

8.12 All Investigators are authorized to take reasonable steps including reprimand against the Whistle blower in case of repeated frivolous complaints.

9. Action

9.1 The competent authority shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the protected disclosure and/or to prevent the re-occurrence of such improper activity.

9.2 If the investigation discloses that no further action on the protected disclosure is warranted, the report shall be filed in the confidential section.

10. Reporting & Review

The Competent Authority shall submit a quarterly report of the protected disclosures, received and of the investigation conducted and of the action taken, if any, to the Audit Committee for review.

11. Notification

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. This policy,

including amendments thereof shall be made available on Company's website and a link of the same shall be available in the Board's Report of the Company.

12. Annual Affirmation

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to whistle blower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

13. Amendment

This Policy can be modified at any time by the board of directors of the Company.

*****END*****