



WHISTLEBLOWER POLICY

1. Philosophy

Gujarat Hotels Limited ('the Company') believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, integrity and ethical behavior.

Every employee and Director of the Company is a trustee of its stakeholders and thereby must conduct himself or herself at all times in a professional, responsible and ethical manner.

2. Purpose and Scope

This Whistleblower Policy ('the Policy') encourages all stakeholders including the Directors and employees of the Company, to promptly bring to the Company's attention, easily and free of any fear of retaliation, any actual, potential or suspected instances of illegal or unethical conduct, incidents of fraud, actions that undermine the financial integrity of the Company, instances of leak of Unpublished Price Sensitive Information ('UPSI'), that could adversely impact the Company's operations, business performance and/ or reputation, etc.

All such instances or concerns reported under this Policy will be promptly and appropriately investigated and all information disclosed during the course of investigation will remain confidential except as necessary to conduct the investigation and take any remedial action, in accordance with applicable laws to uphold the requisite standards of professional and ethical conduct.

3. Objective

The objective of this Policy is to:

- provide an environment where every stakeholder of the Company feels free to report instances his/her concern or instances within the purview of this policy;
- investigate such reported incidents in a fair and impartial manner;
- take appropriate disciplinary/ remedial action;
- ensure that no adverse action is taken against the complainant for bringing such instances to the attention of the Company.

The implementation of this Policy will be overseen by the Audit Committee.

4. Reporting Mechanism

- a. Complainants are encouraged to bring to the attention of the Company incidents pertaining, inter alia, to:
 - i. Illegal or unethical conduct including that which adversely affects investors, shareholders, customers, vendors, contractors, other employees, and / or any other third party or the business performance or image or reputation of the Company;
 - ii. Actual or suspected fraud including tampering of books and records of the Company;
 - iii. Actions that affect the financial integrity of the Company;
 - iv. Theft of Company property;
 - v. Conflict of interest with the Company;
 - vi. Leaking of confidential or proprietary information of the Company; and
 - vii. Actual or suspected instances of leak of UPSI pertaining to the Company.
- b. Complainants should raise their concerns in writing by sending a letter sealed in an envelope marked 'Private & Confidential' to Head of Human Resources at the Registered Office of the



Company. In case the complainant is an employee, he/she should send, an email to the Head of Human Resources and mark a copy to his or her immediate reporting authority or a letter sealed in an envelope marked 'Private & Confidential' to Head of Human Resources to the Registered Office of the Company. Complaint relating to any actual or suspected instance of leak of UPSI should also be copied to the Company Secretary and the Chief Financial Officer.

- c. Complaints by or against Directors and Senior Management shall be sent directly to the Chairman of the Audit Committee with a copy to the Chairman of the Company.
- d. Anonymous complaints are not encouraged. Where the complainant has reasons to believe that the concerned immediate reporting authority is involved in the suspected violation, the complaint may be addressed directly to the Head of Human Resources.
- e. Complaints that are mischievous, mala fide, made with oblique or ulterior motive, reported otherwise than in good faith and / or sans evidence shall not be covered under the purview of this Policy and the Company/ Audit Committee reserves its rights to take / recommend appropriate disciplinary action against such a complainant.
- f. In order to facilitate effective investigation, the complaint should include all relevant information about the incident as the complainant is aware of, including the following:
 - i. Nature and details of the alleged violation;
 - ii. The identity(ies) of the person(s) suspected to have committed the alleged violation;
 - iii. A description of the documents that would prove or relate to the suspected violation; and
 - iv. The timeframe during which the suspected violation occurred.
- g. In order to facilitate fair investigation, complainants are encouraged to report such incidents promptly upon becoming aware of the same, preferably within 30 days of occurrence.

5. Investigation

- a. Upon receipt of a complaint, Head of Human Resources will keep the Chief Executive Officer informed and carry out an assessment thereof and on being satisfied as to the seriousness and credibility of the complaint, direct the complaint for investigation, to the Chief Financial Officer of the Company.
- b. For the purpose of conducting the investigation, the Chief Financial Officer is authorised to:
 - o seek any information it requires from any employee, who shall fully co-operate;
 - o seek assistance from any employee for conduct of investigation, as may be considered appropriate;
 - o obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, if it considers necessary;
 - o call for such documents and representations, as may be deemed fit.
- c. All information disclosed during the course of investigation, including the identity of the complainant, will be kept confidential, except as necessary or appropriate to be disclosed for the purposes of the investigation or where required by law.
- d. The report of the investigation shall be submitted by the Chief Financial Officer to the Chief Executive Officer alongwith its recommendations, reasoning and supporting material. The Chief Executive Officer and Chief Financial Officer shall give directions for necessary actions to be taken and report its findings to the Audit Committee.
- e. Investigation of complaint by or against Directors and Senior Management, will be investigated as directed by the Audit Committee.



- f. If the Chief Executive Officer / Audit Committee determines that a violation has occurred, it will direct appropriate action which may include disciplinary proceedings against the violator, including termination of employment.
- g. Complaint for any actual or suspected instance of leak of UPSI shall be dealt with in accordance with the Company's Policy for inquiry in case of leak of UPSI.
- h. Any person against whom a complaint has been made shall recuse himself / herself from any investigating or reporting responsibility in connection with such complaint.
- i. The complainant shall have no automatic right to participate in any investigative activity other than when requested to do so during the investigation process.

6. No Retaliation

- a. This Policy is intended to encourage, facilitate and enable stakeholders including employees and directors to raise bonafide concerns. No complainant, shall suffer any discrimination, harassment, retaliation or adverse action as a consequence of such reporting.
- b. Any employee who retaliates against a person reporting a violation will be subject to disciplinary proceedings, which may extend to termination of employment.
- c. If any complainant is victimised or harassed for reporting any genuine concern, he / she may file an application before the Chief Financial Officer seeking redressal of the matter. Appropriate action will be taken to attend to the complainant's concern. However, if the complainant feels that his / her concern has not been addressed, he / she may approach the Chief Executive Officer. In exceptional cases, direct access to the Chairman of the Audit Committee shall be provided.

7. Complaint to be made in good faith

- a. Complainants must act in good faith and have reasonable grounds for forming a belief that his or her complaint constitutes an incident within the purview of this Policy.
- b. This Policy must not be used as a tool for victimization, making false allegation or acting malafide.
- c. Any person who is found to be making baseless, reckless, malicious or deliberately false allegation with oblique or ulterior motive, shall be subject to disciplinary proceedings, which may extend to termination of employment.

8. General

The Policy will be posted on the Company's website www.gujarathotelsltd.in and weblink thereto will be disclosed in the Report of the Board of Directors & Management Discussion and Analysis Report of the Company.

In the event of any inconsistency between this Policy and the applicable laws, the applicable laws will prevail.

This Policy will be effective from 11th January, 2024 and will be reviewed by the Audit Committee as and when deemed necessary.

This Policy was approved by the Audit Committee on April 15, 2019 and last amended on_11th January, 2024.