

Whistle Blower Policy

As a conscious and vigilant organization, Hotel Leelaventure Limited believes in the conduct of the affairs in a fair and transparent manner, by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour.

The Company has established a Vigil Mechanism in terms of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 (9) and (10) of the Companies Act, 2013, for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct. The mechanism enables the stakeholders, directors and employees, including their representative bodies to freely communicate their concerns about illegal or unethical practices, so that appropriate action can be taken to safeguard the interest of the Company. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The mechanism will be overseen by the Audit Committee as envisaged under Section 177 the Companies Act.

The Board authorized the following Directors to accept the complaints and to arrange to investigate the matter and submit a report to the Audit Committee:

- (i) Mr. Vinay Kapadia, Chairman of the Audit Committee (vinvink@gmail.com)
- (ii) Mr. Vivek Nair, Chairman & Managing Director (cmd@theleela.com)

Complaints can be sent to the above members by e-mail or by courier or post.

HOTEL LEELAVENTURE LIMITED

WHISTLE BLOWER POLICY

(Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Section 177 of the Companies Act, 2013)

(EFFECTIVE FROM 1TH APRIL, 2019)

Purpose of this policy

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects directors, employees and their representative bodies, and other stakeholders wishing to raise a concern about serious irregularities within the Company. The Policy neither releases the directors and employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

Reportable Matters

The management of the Company, through this policy envisages to encourage the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds, and things which the management or any superior may indulge in. The unethical, improper and illegal activities include:

1. An act of omission, commission, concealment, misrepresentation which necessarily are in violation of law of the land, rules and regulation of the Company, Memorandum and Articles of Association of the Company and against the accepted principles jeopardizing the interest and growth of the Company.
2. Misuse, wastage or diversion of the Company's Funds, property and man power, matters involving abuse of authority, fraud, bribery, corruption, deliberate error in the recording and maintaining of financial records of the Company.
3. Health, safety and environmental issues.
4. Any act, deed or thing which goes against the interest of the Company.

Reporting

While acting on the basis of this policy, the employees shall act with utmost bonafide intention, any reports/ complaints made by the employees under this policy shall be true and fair supported by strong documentary evidences. The safeguard of the Company's interest shall be the only motive of the employees.

The report, on violation of any law, rule or code of conduct or unethical or improper practices shall be submitted to the superior or otherwise directly to the Audit Committee without informing to the superior. The employee may also submit the report directly to the Chairperson of the Audit Committee or the Managing Director or Board of Directors, if deem fit.

Audit Committee shall keep a register for the registration of the reports received from the Whistle Blowers, with each report serially numbered and the action taken/recorded in each case.

The Audit Committee can summon the complainant to take oral evidence or may ask for further documentary evidence in support of his complaint.

The Audit Committee after going through the report and the evidences and documents submitted by the complainant shall take appropriate decision on the report and forward the same to the Board of Directors for suitable action. The action taken on the report shall be communicated to the employee.

The Company shall not threaten, discriminate or take retaliatory action against an employee in any manner which adversely affects the employee's employment in the organization.

No adverse action will be taken against an employee who participates or gives information in an investigation or hearing or enquiry initiated by the Audit Committee.

This, however, does not preclude a superior or management from taking appropriate action against an employee for misconduct, indiscipline, poor job performance or retrenchment as per the policy of the Company.

An employee, who is aggrieved by an adverse action taken by the management against him for having approached the Audit Committee, can make representation to the Audit Committee or the management for the redressal of his grievances.

The existence and contents of the Whistle Blower Policy shall be communicated to all the employees of the Company through the Head of the Department and the Head of the Department shall submit a certificate to this effect to the Secretarial Department. The policy should be notified to the newly appointed employees by the Human Resources Department under intimation to the Secretarial Department.

On receipt of the Certificates from the Head of Departments/Human Resources Head, the Secretarial Department will submit a Certificate to the Board of Directors Certifying that Whistle Blower Policy has been duly notified to all the employees.

The Board will take the same on record.

The Whistle Blower Policy as adopted by the Board shall be made available at the Web Site of the Company.

The Company shall annually affirm that the management has not denied any employee access to the Audit Committee for reporting under this policy.

The aforesaid affirmation shall also be incorporated in the Board Report on Corporate Governance in the Annual Report.

The Board shall review and discuss Whistle Blower Policy from time to time and incorporate necessary amendments thereto.
