

BRIGADE HOTEL VENTURES LIMITED

WHISTLE BLOWER POLICY

Policy Ownership

Owner : Company Secretarial

Policy Change Log

Version	Issued on	Effective from
1	<i>October 5, 2024</i>	<i>October 5, 2024</i>

1) **Preamble:**

Whistle Blower Policy under Vigil Mechanism of Brigade Hotel Ventures Limited ("BHVL" or the "Company") formulated under section 177 of the Companies Act, 2013 and Regulation 22 read with Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This will also serve as the whistle blower policy under Regulation 9A(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2) **Objective:**

Brigade Hotel Ventures Limited is committed to adhering to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. Whistle Blower Policy is a mechanism by which employees can raise concerns of any unacceptable, improper, or unethical practices being followed in the Company to the Ethics Committee / Audit Committee and to prohibit superiors from taking any adverse personal action against such employees.

The Policy is intended to ensure that whenever any unacceptable, improper, or unethical practice is reported by an employee, the concerned employee is protected against any vindictive action and/or any discrimination for such reporting.

The Policy intends to cover serious concerns that could have a grave impact on the operations and performance of the business of the Company.

The policy neither releases 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.

3) **Applicability:**

This policy is applicable to the employees and directors of all companies forming part of Brigade Hotel Ventures Limited, its subsidiaries and associate companies.

4) **Scope of the Policy:**

Employees shall be protected from any adverse action for reporting any unacceptable, improper, or unethical practice, fraud, or violation of any law or regulation so long as the employee:

- Reports in good faith, his/her belief that there is misuse of company's funds/assets.
- Reports in good faith, the violation or suspected violation of any law, rule or regulations applicable to the Company.
- Participates in or gives information in an investigation, hearing, court proceeding, legislative or other inquiry, or administrative review.
- Objects or refuses to carry out a directive that the employee believes in good faith may violate a law, rule or regulation.

- Reports in good faith an abuse of authority.
- Reports in good faith activities violating the Company's policies.

This list is only illustrative and not exhaustive.

The superior of the employee who has reported any of the actions specified aforesaid is forbidden from taking any adverse/vindictive action viz.:

- Discharging the employee
- Threatening the employee
- Discriminating against the employee's employment

5) **Reporting Authority:**

Any employee who has a genuine complaint/concern about any fraud or violation of any law, rule or regulation or unacceptable, improper, practice and/or any unethical practice may complain about this to the Ethics Committee to attend to whistle-blowers either in writing or through electronic means. An employee who observes any fraud, violations, improper or unethical practice shall file the compliant / concern as soon possible and preferably not later than 30 days of becoming aware about the same.

Ethics Committee will attend to the whistle-blowing complaints. The Committee can be contacted at the following address:

Ethics Committee
Brigade Hotel Ventures Ltd.
29th & 30th Floor, World Trade Center,
Brigade Gateway Campus
26/1 Dr. Rajkumar Road,
Malleswaram-Rajajinagar,
Bangalore - 560055
Telephone: 080-41379200
Email: ethicscommitteebhvl@gmail.com

In case the complaint/concern is against one/more members of the Ethics Committee then the same can be reported to the Audit Committee of the Company. In exceptional cases the compliant /concern can be reported to the Chairman of the Audit Committee.

The Committee shall be responsible for the following functions:

- To receive and record any complaints under this policy.
- To acknowledge the receipt of the complaint/concern to the Complainant within 3 days from the date of receipt
- To ensure confidentiality of any "whistle-blowing" complainant.
- To investigate into the complaints received and in case where it is essential it may give investigation assignment to an outside agency outside.
- To prepare a report of any whistle-blowing complaint and send the report promptly to the Audit Committee Members on periodic basis.

- The Committee to discuss with the Audit Committee on very sensitive and serious complaints for taking necessary action.
- To communicate the Audit Committee decision regarding the complaint to the complainant on complaints referred to the Audit Committee.
- To ensure that the investigation is normally completed within 45 days from the date of receipt of a complaint /concern.

6) **Ethics Committee Decision:**

The decision of the Ethics Committee shall be final and binding.

If the Ethics Committee is satisfied that any fraud or violation of any law, rule or regulation or unacceptable, improper practice and/or any unethical practice existed or is in existence then (in sensitive and serious cases based on the recommendation of the Audit Committee):

- It may instruct the Human Resources to take disciplinary action, impose penalty or punishment, order recovery when any alleged unacceptable /improper /unethical practice of any employee is proved.
- Recommend termination / suspension of any contract or arrangement or transaction entered vitiated by such unacceptable /improper / unethical practice.
- Ethics Committee may suggest legal recourse for any offences which are criminal in nature.

7) **Protection of Whistle Blower:**

The Policy is intended to ensure that whenever any unacceptable, improper, or unethical practice is reported by an employee, the concerned employee is protected against any vindictive action and/or any discrimination for such reporting. No discrimination, harassment or any other unfair employment practice like threat, intimidation, transfer, demotion, refusal of promotion etc are adopted against the Whistle Blowers.

8) **Identity of Whistle Blower:**

This policy requires employees to put their names in the disclosures they make. Any Anonymous mails/letters with evidence will be taken cognizance of.

9) **Confidentiality:**

The Company will treat the disclosure made in a sensitive manner and will endeavour to keep the identity of the employee making an allegation confidential. However, the investigation process may inevitably reveal the source of information and the individual making the disclosure may need to provide a statement which cannot be kept confidential if legal proceedings arise.

10) **Communication:**

All the department heads of the Company will have to communicate the policy to all the employees in their department. New employees will be informed by the Human Resources department of the policy and the policy shall be uploaded in the HRIS as well in the website of the Company.

11) **Untrue / Malicious Allegations:**

If an employee makes an allegation which is not confirmed by a subsequent investigation and it is proved that the employee has made an untrue / malicious allegation then strict disciplinary action will be taken against the individual concerned.

12) **Rewards:**

Suitable rewards would be given to the whistle blower (employee) for reporting and establishing unacceptable, improper, or unethical practice in the Company.

13) **Document Retention:**

All complaints / concerns along with the investigation reports shall be retained by the Company for a minimum period of three years.

14) **Amendment:**

The Company reserves the right to amend or modify the policy in whole or in part without assigning any reason. However, no such amendment or modification shall be binding on the employees unless the same is communicated to the employees in writing or through electronic means.

This Policy was approved by the Board on October 5, 2024.

Annexure to Whistle Blower Policy

The members of the Ethics Committee which will look into the concerns raised by the employees are as follows:

S. No.	Name	Position	Email
1.	Ms. Nirupa Shankar	Chairperson	ethicscommitteebhvl@gmail.com
2.	Mr. Amar Mysore	Member	
3.	Mr. Vineet Verma	Member	

The written concerns can be sent to the following address:

Ethics Committee
 Brigade Hotel Ventures Ltd.
 29th & 30th Floor, World Trade Center,
 Brigade Gateway Campus
 26/1 Dr. Rajkumar Road,
 Malleswaram-Rajajinagar,
 Bangalore - 560055
 Telephone: 080-41379200
 Email: ethicscommitteebhvl@gmail.com

Employees can also send their concerns which are sensitive in nature by emailing it to the Audit Committee Chairman at auditcommitteechairmanbhvl@gmail.com

The composition of the Audit Committee of Brigade Hotel Ventures Limited is as follows:

S. No.	Name	Position
1.	Mr. Bijou Kurien	Chairperson
2.	Mr. Anup Shah	Member
3.	Ms. Jyoti Narang	Member
4.	Mr. Nakul Anand	Member
5.	Mr. Vineet Verma	Member
