

BENARES HOTELS LIMITED

WHISTLE BLOWER POLICY

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1. Purpose

- a. Benares Hotels Limited ('BHL'), having adopted the Tata Code of Conduct 2015 ("TCOC"), is committed to acting professionally, fairly and with integrity in all its business dealings and relationships. Any actual or potential violation of the TCOC and applicable regulations, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.
- b. Our Company is committed to the core principles set out in the TCOC, two of which inter alia state that:
 - i. We shall provide avenues for our stakeholders to raise concerns or queries in good faith, or report instances of actual or perceived violations of the TCOC.
 - ii. We shall strive to create an environment free from fear of retribution to deal with concerns that are reported in good faith. No one shall be punished or made to suffer for raising concerns or making disclosures in good faith or in the public interest.
- c. Further, good practices and regulatory requirements for good governance requires companies to establish mechanism for stakeholders to report potential violation of regulations or the code of conduct.
- d. Accordingly, this Whistle Blower Policy ("Policy") has been formulated with a view to provide a mechanism to report concerns to the Chairman of Audit Committee through prescribed channels.
- e. The purpose of this Policy is to outline:
 - General principles
 - Reportable Concern under this policy
 - Mechanism for reporting and investigation of Protected Disclosure
 - Responsibilities of concerned personnel
- f. This Policy is made available on the Company's website, along with wide circulation of its soft and hard copies.

2. Scope and Applicability

- a. This policy is an extension of the TCOC and is applicable to our Company across its business and locations.
- b. This Policy is applicable to BHL Personnel. Additionally, stakeholders of our Company including individuals or entities which are part of the value chain, customer/client and community can raise concern through this policy.

3. Definitions

The definitions of key terms used in this Policy are given 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 read with Regulation 18 of Listing Regulations.
- b. **"Chief Ethics Counsellor"** refers to an employee by the holding Company (IHCL) from time to time, with adequate seniority, competence, and independence to ensure compliance with the provisions of this Policy and drive ethical environment in the Company.
- c. **"Good faith"** means having a reasonable belief that the information provided is truthful. It does not mean having 'all the evidence' about the concern reported.

- d. **“Investigator”** means person(s) or entity authorised, appointed, consulted or approached by the Ethics Counsellor/Audit Committee to investigate a Protected Disclosure and may include the auditors and the police.
- e. **“Protected Disclosure”** means any communication made in good faith through the reporting channels mentioned in this Policy that discloses or demonstrates information that may evidence a Reportable Concern.
- f. **“Reportable Concern”** means violation of the Tata Code of Conduct and/or applicable laws involving abuse of authority, fraud, money laundering, bribery, corruption, employee misconduct, illegal conduct, health and safety regulations, human rights, environmental issues, wastage/misappropriation of company funds/assets and any other unethical conduct. Refer Annexure A for illustrative nature of Reportable Concern.
- g. **“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.
- h. **“BHL Personnel”** means directors, senior managers, officers, other employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, interns, seconded staff, casual workers and agents, or any other person associated with or acting on behalf of our Company.
- i. **“Stakeholders”** means and includes vendors, suppliers, lenders, customers, business associates, trainee and others with whom the Company has any financial or commercial dealings.
- j. **“Unpublished Price Sensitive Information”** is as defined under Regulation 2(1)(n) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.
- k. **“Whistleblower”** means an individual or entity making a Protected Disclosure under this Policy.

4. General Principles

The Company shall ensure:

- a. Appropriate training and awareness for this Policy and other relevant policies.
- b. Conducive and retaliation free environment for reporting of Protected Disclosure.
- c. Appropriate mechanism for reporting of concern is established and maintained.
- d. Whistleblower (s), witness (es) and personnel conducting enquiry/investigation are not victimized.
- e. Enquiry/investigation is conducted objectively, following the principles of natural justice and applicable laws.
- f. Confidentiality, privacy, and human rights are protected.

5. Reporting Channels

- a. Protected Disclosures should be reported through below mentioned reporting channels.

Company Intranet Portal	https://mytaj.tajhotels.com
Third-party Ethics	
Helpline	India : 1800 102 6969 USA : 1800 200 0411 Rest of the World : + 91 9595 146 146
Web portal	https://ihcl.integritymatters.in
Email	ihcl@integritymatters.in
Postal address	IHCL, C/o Integrity Matters Unit 1211, CENTRUM, Plot No C-3 S.G. Barve Road, Wagle Estate Thane West – 400604, Maharashtra, India

- b. Protected Disclosure concerning the Chief Ethics Counsellor or BHL Personnel at the level of Vice President and above may be sent to the Company's postal address, addressed to the Chairman of the Audit Committee.
- c. In addition to above, BHL Personnel can approach HR or their reporting manager or Chief Ethics Counsellor/ Ethics Counsellor to make a Protected Disclosure.
- d. If a Protected Disclosure is received by any other BHL Personnel, the same should be promptly notified to the Chief Ethics Counsellor or forwarded to above-mentioned reporting channels.

6. Guidance for Reporting

- a. Protected Disclosure should be factual and not speculative. It is recommended to provide detailed information so that concern can be investigated. Some useful details include:
 - specific nature of concern;
 - date, time and location;
 - name(s) and designation/department of person(s) involved, and the role played by them;
 - your relationship with the person(s) involved;
 - how the whistleblower became aware of the issue;
 - name and all possible details, including designation and contact details, of potential witnesses; and
 - any other relevant data or document or supporting information.
- b. Anonymous Protected Disclosure would be considered only if it contains sufficient details and evidence to conduct enquiry/investigation.
- c. Protected Disclosure with concerns not covered in the Reportable Concern defined in this Policy will be directed to concerned redressal mechanism within the company.
- d. Personal or work-related grievances should be raised with the appropriate grievance redressal authority/forum notified by the company. A personal or work-related grievance includes interpersonal conflict between employees or disagreement on decision relating to employment or engagement, such as a transfer, appraisal, or disciplinary action. Any such grievance received through Reporting Channels mentioned in this policy would be appropriated to the concerned grievance redressal authority/forum.

7. Process

- a. The process for addressing Protected Disclosure entails preliminary enquiry, investigation, and action taken, and is managed by the Chief Ethics Counsellor / Ethics Committee with oversight of the Audit Committee. If any member of the Audit Committee or Ethics Committee or Chief Ethics Counsellor has a conflict of interest in any given case, then he/she shall declare the same and shall recuse himself/herself from participating in the process.
- b. Preliminary enquiry/investigation of Protected Disclosure concerning the Chief Ethics Counsellor or BHL Personnel at the levels of Vice President and above shall be supervised by the Chairman of Audit Committee.
- c. Receipt of Protected Disclosure shall be acknowledged as soon as practical (preferably within 07 days of receipt), where the Whistleblower has provided their contact details.

I. Preliminary enquiry

- a. All Protected Disclosures (including those reported anonymously) pertaining to Reportable Concerns under this policy will be examined to establish veracity of the concern raised based on details available before initiating a detailed investigation.

- b. Protected Disclosure for which veracity of the complaint could not be established through preliminary enquiry, attempts will be made on 'best effort' basis to gather additional details from Whistleblower before closing it.

II. Investigation

- a. The decision to investigate by itself is not a pronouncement of guilt and is to be treated as a neutral fact-finding process. The purpose of investigation is to determine whether there is enough evidence to substantiate concerns raised in the Protected Disclosure.
- b. Each Protected Disclosure taken up for investigation may require a different investigation procedure depending on nature of concern and will be investigated in accordance with the standard procedure established by the Company.
- c. Chairman of the Audit Committee/Chief Ethics Counsellor may at his/her discretion, consider involving any Investigator(s) for the purpose of investigation. Investigators derive authority and access rights from the Audit Committee when acting within the scope of investigation.
- d. The investigation shall be completed normally within 45 days of receipt of the Protected Disclosure. However, this may be extended and the reason for the same should be recorded and informed to the Audit Committee.
- e. The broad principles should be borne in mind and adhered, as far as practical, while conducting the investigation:
 - i. Investigations must be conducted in an independent, objective, and timely manner.
 - ii. Identity of Subject shall be kept confidential to the extent possible and may be disclosed only on a 'need to know' basis or as required by law.
 - iii. Subjects shall usually be informed of the allegations and shall have opportunities for providing their inputs at an appropriate time during the investigation.
 - iv. Subjects shall be informed of the relevant investigation outcome appropriately even if allegations are not sustained.
 - v. All individuals who are a part of the investigation process including the Subject, the witness(es), the Whistleblower, and others shall be treated fairly and with respect.

III. Reporting and Decision

- a. Status of Protected Disclosures received and investigation outcomes shall be reviewed by the Chief Ethics Counsellor/Ethics Committee and reported to the Audit Committee on a periodic basis.
- b. The Chief Ethics Counsellor/Ethics Committee will review the investigation outcome and determine appropriate action(s) to be taken with guidance and oversight of the Audit Committee.
- c. Any disciplinary or corrective action initiated against the Subject(s) pursuant to this Policy, shall adhere to the applicable personnel or staff conduct and disciplinary procedures, and applicable regulations.
- d. Any appeal against the disciplinary action should be filed in writing with the Chief Ethics Counsellor within 30 calendar days of formal communication / notification of the disciplinary action. These appeals will be reviewed and adjudicated by the concerned authority in the company responsible for implementation of the disciplinary action in accordance with any applicable regulation(s).
- e. Appropriate disclosure to relevant stakeholders for Protected Disclosures received and action taken shall be done in accordance with applicable regulations.

8. Confidentiality, Data Privacy, Protection and Disqualification

I. Confidentiality and Data Privacy

- a. All reports and records associated with Protected Disclosures shall be considered confidential information and access will be restricted to the Audit Committee, Chief Ethics Counsellor and person(s) authorised by them.
- b. Protected Disclosures and any resulting investigations, reports or resulting actions will not be disclosed except as required by any legal or regulatory requirements or as per this Policy.
- c. While managing Protected Disclosures and conducting enquiry/investigation relevant data protection law shall be complied with, in addition to Company's data security and privacy policy.
- d. 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 7 years or as required by applicable laws/regulations, whichever is greater.

II. Protection and Disqualification

- a. Any form of retaliation by BHL Personnel against individuals being part of the investigation including Subject, witness, Whistleblower, and others will be subject to disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of frivolous allegations made with a mala fide intention or from a separate disciplinary procedure against an individual for any other misconduct. 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.
- c. If you suspect that you or someone you know has been subjected to retaliation for raising a concern, we encourage you to promptly contact your reporting manager, Human Resources department, Chief Ethics Counsellor or the MD/CEO.

9. Responsibilities

I. BHL Personnel

- a. Familiarise themselves with and follow the TCOC, Company policies and procedures, professional standards, laws, and regulations.
- b. Whenever faced with doubt on this Policy or dilemma related to potential violation of TCOC, they shall consult their reporting manager or Chief Ethics Counsellor or Ethics Counsellor.
- c. Speak up using reporting channels available when violation of TCOC or applicable laws is suspected.
- d. Provide full cooperation during any enquiry or investigation conducted by the Company.

II. Whistleblower

- a. The Whistleblower's role is that of a reporting party with reliable and specific information. They are not required or expected to act as investigators, nor would they determine the corrective or remedial action that may be warranted in a given case.

- b. Provide required cooperation in the enquiry or investigation conducted by the Company and maintain confidentiality of the investigation process.

III. Investigator

- a. Conduct evidence-based fact-finding and analysis within the scope of investigation in a timely manner.
- b. Adhere to the principles of natural justice, fairness, objectivity, thoroughness, confidentiality, ethical behavior and observance of legal and professional standards.

IV. Subject

- a. Shall have a duty to co-operate in the investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- b. Shall not interfere with investigation and shall not withhold, destroy or tamper with evidence, and influence, coach, threaten or intimidate witnesses.
- c. Shall maintain confidentiality of the investigation process.

V. Chief Ethics Counsellor

- a. Ensure reporting channels for Protected Disclosure are established and maintained.
- b. Implement and manage the entire processes for receipt, redressal, and reporting of Protected Disclosures to Audit Committee.
- c. Conduct regular and relevant training and awareness sessions for BHL Personnel and relevant stakeholders in relation to this Policy and other relevant policies.

VI. Audit Committee

- a. The Audit Committee / Board of Directors of the Company ("Board") shall have oversight of governance and compliance of this Policy. Aggravated cases of breach of this Policy shall be escalated to the Audit Committee or Board.
- b. The Audit Committee will monitor and review implementation and effectiveness of this Policy and associated mechanism/framework periodically.

10. Review of the Policy

- a. The Policy shall be reviewed by Chief Ethics Counsellor periodically or basis change(s) in relevant regulations/business operations/organization structure.
- b. Any update in the policy shall be approved by the Audit Committee / Board.

Annexure A

Illustrative Reportable Concern under the Whistleblower Policy

Reportable Concern can be in respect of a variety of issues, the below list is intended to illustrate the types of issues that may be reported under this Policy:

- Any unlawful act, whether criminal or a breach of the civil law.
- Violation of the policy to regulate, monitor and report trading by designated persons and their immediate relatives, including any incident involving leak or suspected leak of unpublished price sensitive information.
- Health and safety risk observed, including risk to the public as well as other persons.
- Workplace harassment including but not limited to physical or psychological or financial abuse, exploitation or neglect.
- Sexual harassment.
- Damage to the environment.
- Misappropriation/misuse of company funds/assets.
- Human Rights Violation. Fraud and corruption (e.g. to solicit or receive or offer or promise any gift/reward as a bribe).
- Any instance of failure to comply with legal or statutory obligation either for and on behalf of the Company or in any personal capacity in the course of discharging duties of the Company.
- Any instance of any sort of financial malpractice or wrongful accounting practice.
- Conflict of interest.
- Abuse of authority by company personnel.
- Any other unethical or conduct that is in violation of any Policy of the Company.