

ECO HOTELS AND RESORTS LIMITED
Formerly known as Sharad Fibres and Yarn Processors Limited

Name of the policy	Vigil Mechanism and Whistle Blower Policy
Applicable Statutes	Section 177(9) of the Companies Act, 2013 (the Act) Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Approved By and Date of Approval	The Board – August 29, 2023
Owner of the policy	Company Secretary and Compliance Officer
Version	Version 0
Review Frequency	Yearly or change in legislature whichever is earlier

1. PURPOSE

The purpose of this Policy is to establish a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Ethics and Code of Conduct. This Policy provides for adequate safeguards against victimization of directors and employees and provides opportunity to directors and employees to access in Good Faith, to the Whistleblowing Investigation Committee (WBIC) in case they observe Unethical and Improper Practices or any other wrongful conduct in the Company.

Employees are required to report actual or suspected violations of applicable laws and regulations and the Code of Conduct, and EHRL has an obligation to ensure that there is a procedure in place to enable the reporting of such violations

2. DEFINITIONS

2.1 "Audit Committee" means the committee constituted by the Board of Directors EHRL in accordance with Section 177 of the Companies Act 2013, which has responsibility for supervising the development and implementation of this Policy.

2.2 "Employee" means any employee or director of EHRL.

2.3 "Whistleblowing Investigation Committee (WBIC)" means the committee designated by the Audit Committee to handle complaints and the resolution process of Protected Disclosures.

2.4 "Protected Disclosure" means the disclosure of a Reportable Matter in accordance with this Policy.

2.5 "Reportable Matter" means a genuine concern concerning actual or suspected:

- i. fraudulent practices, such as improperly tampering with EHRL Group books and records, or theft of company property;
- ii. corruption, including bribery and money laundering;
- iii. breaches of the Code of Conduct.
- iv. Fraudulent reporting, willful material misrepresentation;
- v. Pursuit of a benefit or advantage in violation of the Company's interest;
- vi. Misappropriation/misuse of Company's resources, like funds, supplies, vehicles, privileges, property and/or other assets;
- vii. Improper use of authority, power or position;
- viii. Unauthorized release of proprietary information;

Matters pertaining to the following may be excluded as there are separate forum available for the same:

- i. Personal grievances;
- ii. Dissatisfaction with appraisals and rewards;
- iii. Complaints relating to service conditions;
- iv. Sexual harassment
- v. Suggestions for improving operational efficiencies.

2.6 “Whistle-blower” means any Employee who makes a Protected Disclosure under this Policy

3. RESPONSIBILITY TO REPORT

Protected Disclosures are to be made whenever an employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism described in Section 4 below.

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle- blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

4. REPORTING MECHANISM

EHRL has established an WBIC to process and investigate Protected Disclosures. WBIC operates under the supervision of the Audit Committee. Protected Disclosures are to be made to the WBIC as under by email to WBIC@ecohotels.in ; or

by letter addressed to the WBIC, marked “Private and Confidential”, and delivered to the Chairman of the WBIC, Eco Hotels and Resorts Limited - 19,3rd Floor, Prabhadevi Industrial Estate, 408,Veer Savarkar Marg, Prabhadevi Mumbai – 400 025

Moreover, in exceptional cases, Employees have a right to make Protected Disclosures directly to the Chairman of the Audit Committee as follows:

by email to chairman.ac@ecohotels.in; or

by letter addressed to the Chairman Audit Committee, marked “Private and Confidential”, and delivered to the Chairman of the Audit Committee, Eco Hotels and Resorts Limited - 19,3rd Floor, Prabhadevi Industrial Estate, 408,Veer Savarkar Marg, Prabhadevi Mumbai – 400 025.

To enable the proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided

- a) the nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Code of Conduct, please refer to the provision of the Code of Conduct that is alleged to have been violated);
- b) the names of the Employees to which the Reportable Matter relates (for example, please provide the name of the business unit that is alleged to have violated the Code of Conduct);
- c) the relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns a violation of the Code of Conduct, please include information about the circumstances and timing of the violation); and

To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy.

All Protected Disclosures are taken seriously and will be promptly scrutinized and investigated by EHRL in accordance with the Guidance on Responding to Protected Disclosures.

5. PROTECTION OF WHISTLE-BLOWERS:

- a) If a Whistle-blower does provide his or her name when making a Protected Disclosure, EHRL will treat as confidential the identity of the Whistle-blower and the fact that a Protected Disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.
- b) A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. EHRL prohibits its Employees from engaging in retaliation or intimidation that is directed against a Whistle-blower. Employees who engage in retaliation or intimidation in violation of this Policy will be subject to disciplinary action, which may include dismissal from employment.
- c) If a Whistle-blower has been found to have made a deliberately false Protected Disclosure that Whistle-blower may be subject to disciplinary action, which may include dismissal.

6. ROLE OF THE AUDIT COMMITTEE

The Audit Committee is responsible for supervising the development and implementation of this Policy, including the WBIC. The Audit Committee shall periodically review the Policy to consider whether amendments are necessary, and, if so, it shall communicate any such amendments to all Employees as soon as possible.

The Audit Committee shall receive reports from the WBIC concerning the investigation and resolution of Protected Disclosures made pursuant to the Policy on a quarterly basis as per the guidelines given by the Audit Committee. In addition, the Audit Committee shall have responsibility for coordinating the investigation of any serious Protected Disclosures concerning the alleged violation of laws or regulations that apply to EHRL.

7. CONFLICTS OF INTEREST

Where a Protected Disclosure concerns any member of the WBIC or the Audit Committee, that member of the WBIC or the Audit Committee shall be prevented from acting in relation to that Protected Disclosure. In case of doubt, the Chairman of the Board of Directors shall be responsible for determining whether a member of the WBIC or the Audit Committee must recuse himself or herself from acting in relation to a Protected Disclosure.

8. MODIFICATION

The Board of Directors may modify this Policy from time to time as may be necessary. Modification may be necessary, among other reasons, to maintain compliance with local, state and central regulations and/or accommodate organizational changes within the Company.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.