

WEST LEISURE RESORTS LIMITED

WHISTLE BLOWER POLICY / VIGIL MECHANISM

1. PREFACE

Pursuant to applicable provisions of section 177 of the Companies Act, 2013 every listed company is required to establish a Whistle Blower policy / Vigil Mechanism for its directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct, if any. The vigil mechanism provides for adequate safeguards against victimization of directors and employees who avail of such mechanism and also makes provision for direct access to the Chairperson of Audit Committee in exceptional cases.

Under these circumstances, West Leisure Resorts Ltd has established a Whistle Blower Policy/ Vigil Mechanism which shall be overseen by the Audit Committee.

2. POLICY OBJECTIVES

The Company is committed to adhere to highest standards of ethical, moral and lawful conduct of its 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. A Vigil (Whistle Blower) mechanism provides a channel to the employees and directors to report concerns about unethical behavior, actual or suspected fraud or violation of the Code or other legal or regulatory requirements, incorrect or wrong representation of financial statements, reports, etc.

3. SCOPE OF THE POLICY

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and the malpractices and events which might have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence endangering public health and safety, misappropriation of monies and other matters or activities on account of which interest of the Company is or may get affected and formally reported by whistle blowers.

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

4. DEFINITIONS :

- 4.1 "Audit Committee" or "Committee" means the Audit Committee constituted by the Company's Board of Directors in accordance with Sec 177 of the Companies Act 2013 and or the Listing Agreement with the Stock Exchange.
- 4.2 "Company" or "WLR" means West Leisure Resorts Ltd.
- 4.3 "Employee" means every employee of the Company, including directors.
- 4.4 "Protected Disclosure " means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.
- 4.5 "Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during course of an investigation.
- 4.6 "Whistle and Ethics Officer" means an officer of the Company nominated by Competent Authority to conduct detailed investigation under this policy and to receive protected disclosure from Whistle

Blowers, maintain record thereof, placing the same before the Audit Committee for its disposal and informing the whistle blower the results thereof.

4.7 "Whistle Blower" means an employee making a Protected Disclosure under this Policy.

5. ELIGIBILITY

All Employees of the Company and other stakeholders of the Company are eligible to make a Protected Disclosure under this Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES :

6.1 All Protected Disclosures should be made in writing by the Whistle Blower as soon as possible after he/she becomes aware of the same so as to ensure a clear understanding of the concerns raised and should either be typed or written in legible handwriting in English.

6.2 A Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as "**Protected disclosure under the Whistle Blower Policy**". Alternatively, the same can also be sent through email with the subject "**Protected disclosure under the Whistle Blower Policy**". If a complaint is not super scribed and closed as mentioned above, it will not be possible for the Committee to protect the complainant and the Protected Disclosure will be dealt like a normal disclosure. In order to protect identity of the complainant, the Whistle & Ethics Officer will not issue any acknowledgement to the complainant. Whistle Blowers are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Whistle & Ethics Officer. The Whistle & Ethics Officer shall ensure that in case any further clarification is required he will get in touch with the complainant.

6.3 The Company shall not entertain anonymous/ pseudonymous disclosures.

6.4 The Protected Disclosure should be addressed and forwarded under a covering letter signed by the complainant to the Whistle and Ethics Officer or to Chairman of the Audit Committee as the case may be, who shall detach the covering letter bearing the identity of the Whistle Blower and only process the Protected Disclosure.

6.5 Contact details of the Whistle and Ethics Officer are as under:-

Name and Address – Mr Chandra Kant Khaitan, Chief Financial Officer
West Leisure Resorts Ltd
Brabourne Stadium,
87, Veer Nariman Road Mumbai - 400020

6.6 Any Protected Disclosure against the Whistle and Ethics Officer should be addressed to the Director of the Company and a Protected Disclosure against the Director of the Company should be addressed to the Chairperson of the Audit Committee at the following address-

Name and Address of Director	Mr Om Prakash Adukia, Director West Leisure Resorts Ltd Brabourne Stadium, 87, Veer Nariman Road Mumbai 400020 Email: opadukia@hawcoindia.com
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Name and Address of Chairperson (Audit Committee)	Mr V C Kothari West Leisure Resorts Ltd Brabourne Stadium, 87, Veer Nariman Road Mumbai 400020
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6.7 On receipt of a Protected Disclosure the Whistle and Ethics Officer / Director/ Chairperson of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the Protected Disclosure or not. The record will include:

- ❖ Brief facts;
- ❖ Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- ❖ Whether the same Protected Disclosure was raised previously on the same subject;
- ❖ Details of actions taken by Whistle Officer / Director for processing the complaint
- ❖ Findings of the Audit Committee
- ❖ Recommendations of the Audit Committee/ other action(s) in the matter.

6.8 The Audit Committee, if it deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION

7.1 All Protected Disclosures reported under this Policy will be thoroughly investigated by the Whistle and Ethics Officer of the Company who will investigate / oversee the investigations under authorization of the Audit Committee . Chairperson of the Audit Committee /Whistle officer may at his/her respective discretion consider involving any other investigator(s) for purpose of the investigation.

7.2 The decision to conduct an investigation into a Protected Disclosure by itself is not an acceptance of the accusation and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not support the accusation.

7.3 The identity of a Subject will be kept confidential to the extent possible considering legitimate needs of the investigation.

7.4 Unless there are compelling reasons not to do so, a Subject will be given reasonable opportunity for hearing his/her side during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence to support the allegation.

7.5 The Subject shall have a duty to co-operate with the Whistle Officer(s) / Audit Committee during the investigation to the extent that such co-operation sought does not merely require them to admit guilt.

7.6 A Subject shall have right to access any document/ information for his/her legitimate needs to clarify/ defend himself/herself in the investigation proceedings.

7.7 A Subject shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject.

7.8 A Subject has a right to be informed of the outcome of the investigation. If the allegations are not sustained, the Subject shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

7.9 Whistle and Ethics Officer shall normally complete the investigation within 90 days of receipt of a protected disclosure.

7.10 In case allegations against a Subject are substantiated by the Whistle and Ethics Officer in his/her report, the Audit Committee shall give an opportunity to the Subject to explain his side.

8. PROTECTION

- 8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The Company, as a policy, disapproves any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, intimidation or threat of suspension/termination of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties / functions including making further Protected Disclosures, if any. The Company will take steps to minimize difficulties, which a Whistle Blower may experience as a result of making a Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in any criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- 8.2 A Whistle Blower may report any violation of the above clause to the Chairperson of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 8.3 Identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- 8.4 Any other employee assisting in the investigation shall also be protected to the same extent as a Whistle Blower.

9. SECRECY/ CONFIDENTIALITY

- 9.1 The complainant, Whistle and Ethics Officer, members of the Audit Committee, Subject and every other person involved in the process shall:
- Maintain confidentiality of all matters under this Policy
 - Discuss only to the extent or with those persons as required under this Policy for completing the process of investigation.
 - Not keep relevant papers unattended anywhere at any time
 - Keep the electronic mails / files under password.

10. DECISION

- 10.1 If an investigation leads the Whistle and Ethics Officer / Chairperson of Audit Committee to conclude that an improper or unethical act has been committed, he/she shall recommend to the management of the Company to take such disciplinary or corrective action as he/she may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of findings of an investigation pursuant to this Policy shall adhere to applicable personnel or staff conduct and disciplinary procedures.
- 10.2 If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the matter to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical and improper practices or about alleged wrongful conduct of a Subject shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

11. REPORTING

11.1 The Whistle and Ethics Officer shall submit a report to the Chairperson of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations therein, if any.

12. ACCESS TO CHAIRPERSON OF AUDIT COMMITTEE

12.1 The Whistle Blower shall have right to access Chairperson of the Audit Committee directly in exceptional cases and the Chairperson of the Audit Committee stands authorized to give suitable directions in this regard.

13. RETENTION OF DOCUMENTS

13.1 All Protected Disclosures in writing or documented along with results of the investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever may be more.

14. AMENDMENTS

14.1 The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on employees and directors unless the same is notified to them in writing.