

VIGIL MECHANISM/WHISTLE BLOWER POLICY

1. Introduction:

- a. Supreme Holdings & Hospitality (India) Limited (“Supreme”) strives to conduct its affairs in a fair and transparent manner by adopting high standards of professionalism, transparency, integrity and ethical behaviour.
- b. Supreme has formulated the Code of Conduct (Code) which lays down the principles and standards that govern the actions of the Company and all its employees.
- c. Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 as amended from time to time (The "Listing Regulations") all listed companies are required to establish a Vigil Mechanism or Whistle Blower Policy for Directors and employees to report instances of unethical acts, actual or suspected fraud or violation of Supreme’s Code or other similar genuine concerns or grievances.
- d. Accordingly, this Vigil Mechanism / Whistle Blower Policy (“Vigil Mechanism”) has been formulated with a view to provide a mechanism for Directors and Employees of Supreme to approach the Audit Committee of the Board of Directors of Supreme or any member of such Audit Committee.
- e. The Vigil Mechanism does not release the employees from their duty of confidentiality and Supreme’s Code in the course of their employment.
- f. The Vigil Mechanism should not be used as a platform for addressing personal grievances.

2. Aims and Scope:

This Vigil Mechanism aims to provide a platform for the Whistle Blower to raise concerns on serious matters regarding ethical values, probity and integrity or any violation of Supreme’s Code, including the operations of Supreme.

3. Definitions:

The definitions of some of the key terms used in this Vigil Mechanism 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 (corresponding to Section 292 A of the Companies Act, 1956) read with Listing Regulations.
- b. "Code" means Supreme's Code of Conduct as provided under Listing Regulations
- c. "Director" means any Director on the Board of Directors of the Company.
- c. "Employee" means every employee of the Company.
- d. "Investigator/s" mean person/s authorised, appointed, consulted or approached by the Audit Committee in the process of the investigation of any Protected Disclosure.
- e. "Protected Disclosure" means any communication made in good faith by the Whistle Blower that discloses or demonstrates information that may evidence unethical or improper activity and inter alia also include reporting of instance of leak of unpublished price sensitive information.
- f. "Subject/s" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- g. "Whistle Blower" is a Director or an employee making a Protected Disclosure under this Vigil Mechanism.

4. Procedure:

a. All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company and shall be forwarded to him in care of the Company Secretary for investigation at the following address: Office no. 510 to 513, 5th Floor, Platinum Square, Shri Satpal Malhotra Marg, Nagar Road, Pune - 411014.

b. Protected Disclosures should preferably be reported in writing to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in the regional language of such place where the Whistle Blower is employed. The Protected Disclosure should be forwarded under a covering letter which shall preferably bear the identity of the Whistle Blower. The Chairman of the Audit Committee can initiate an investigation independently at his own discretion.

c. The Chairman of the Audit Committee shall, without disclosing the identity of the Whistle Blower, discuss the Protected Disclosure with Members of the Audit Committee and if deemed fit, forward the Protected Disclosure to the Investigator for due investigation.

d. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

5. Investigation:

a. All Protected Disclosures reported under this Vigil Mechanism will be thoroughly investigated by the Investigator.

b. Protected Disclosures involving or relating to the Investigator which in the opinion of the Audit Committee may hamper the independence of the Investigator in conducting the investigation, if necessary, can be investigated by the Audit Committee.

c. The identity of a Subject/s will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

d. Subject/s will normally be informed of the allegations at the outset of a formal investigation and shall have opportunities for providing their inputs during the investigation.

e. Subject/s shall have a duty to diligently co-operate with the Investigator / Audit Committee during investigation in order to conclude the investigation in a proper and meaningful manner. However, co-operation does not mean merely accepting the guilt.

f. Subject/s has a right to consult with person(s) of their choice, other than the Investigator and/or members of the Audit Committee and/or the Whistle Blower. Subject/s shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

g. Subject/s has 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/s.

h. Unless there are compelling reasons not to do so, Subject/s will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject/s shall be considered as maintainable unless there is sufficient and proper evidence in support of the allegation.

i. The investigation shall be completed within 90 days of the receipt of the Protected Disclosure, unless otherwise decided by the Audit Committee.

6. Reporting:

A quarterly report with number of complaints received under the Vigil Mechanism and their outcome shall be placed before the Audit Committee.

7. Decision:

If an investigation, including a preliminary report if any, leads the Chairman of Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend the Audit Committee of the Company to take such disciplinary or corrective action against the delinquent as it may deem fit.

8. Protection / Disqualification:

a. It will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment from the management of Supreme. The identity of the Whistle Blower will be kept confidential to the extent possible. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Investigator / Chairman of the Audit Committee (e.g. during investigations carried out by the Investigator / Chairman of the Audit Committee). Any other Employee assisting in the said investigation will also be protected to the same extent as the Whistle Blower.

b. However, protection under this Vigil Mechanism would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention. The Whistle Blowers making such mala fide / frivolous / baseless / malicious Protected Disclosures for more

than one occasion will be disqualified from reporting further Protected Disclosures under this Vigil Mechanism. The Company in such case(s) shall have the right to take appropriate disciplinary action against the Whistle Blower, on the recommendations of the Chairman of the Audit Committee, as may deem fit.

9. Retention of documents:

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by Supreme for a minimum period of Three years.

10. Website:

This policy shall be hosted on the website of the Company www.supremeholdings.net

11. Amendment:

Supreme reserves its right to amend or modify this Vigil Mechanism in whole or in part, from time to time, with the approval of the Board of Directors of the Company.

*** Note: This policy has been amended and approved by the Board of Directors in its meeting held on 28th March, 2019**