

VICEROY HOTELS LIMITED

**POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

Under Regulation 3(5) of the SEBI (Prohibition of Insider Trading) Regulation 2015

1. INTRODUCTION

The SEBI (Prohibition of Insider Trading) Regulations, 2015 (the ‘Regulations’) mandates every listed company to formulate a written policy and procedure for inquiry in case of leak of Unpublished Price Sensitive Information (‘UPSI’) or suspected leak of UPSI (the ‘Policy’) and initiate appropriate inquiries on becoming aware of leak or suspected leak of UPSI and inform the Securities Exchange Board of India (SEBI) and the Stock Exchanges promptly of such leaks, inquiries and results of such inquiries.

2. OBJECTIVES

- a. To strengthen the internal control systems to prevent the leak of UPSI.
- b. To restrict and prohibit the practice of un-authorised sharing of UPSI.
- c. To curb the un-ethical practices of sharing UPSI by the Insiders including the employees, designated persons, or any other persons as may be determined on a case to case basis by the Committee with any person, firm, company or body corporate.
- d. To penalise and / or take disciplinary actions, over and above the actions as may be initiated by SEBI, against any Insider who has been in breach of this policy.

3. SCOPE

The Policy shall be applicable to all the Insiders.

The Committee shall implement the procedures under this Policy for initiating inquiry in case of leak or suspected leak of UPSI and inform SEBI and the Stock Exchanges promptly of such leaks, inquiries and outcome of such inquiries.

4. DEFINITIONS

In this Policy, the following words and expressions, unless inconsistent with the context, shall bear the meanings assigned hereto:

- a. “**Act**” means the Securities and Exchange Board of India Act, 1992 as amended from time to time.
- b. “**Board**” shall mean the board of directors of the Company.
- c. “**Company**” shall mean Viceroy Hotels Limited
- d. “**Compliance Officer**” means the Company Secretary & Compliance Officer of the Company.
- e. “**Investigating Officer**” shall mean Compliance Officer of the Company appointed by the Board of Directors pursuant to the SEBI Insider Trading Regulations.
- f. “**Incident**” shall mean any incident of leak(s) or suspected leak(s) of UPSI.
- g. “**Inquiry Committee**” shall mean the Audit Committee of the Company, set up to conduct inquiry against any case of leak or suspected leak of UPSI:

If any member of Inquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and other members of Inquiry Committee should deal with the matter on hand.
- h. “**Leak of UPSI**” shall refer to such communication of information by any Insider, employee & Designated Person of the Company, or any other known or unknown person to any other person, directly or indirectly, by virtue of which UPSI is made available or becomes available, by any means or mode before its official publication or announcement or formal circulation in the public domain, except for legitimate purposes, the performance of duties or discharge of legal obligations.

- i. “**Stakeholders**” shall include but not limited to all employees of the Company, statutory auditors, internal auditors and consultants.
- j. “**Stock Exchanges**” shall mean the relevant stock exchanges where the securities of the Company are listed.
- k. “**Suspect**” means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.
- l. “**UPSI**” shall mean any information, relating to the Company or its securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of the securities of the Company and shall, ordinarily include but not restricted to, information relating to the following:
 - a) financial results;
 - b) dividends;
 - c) change in capital structure;
 - d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
 - e) changes in key managerial personnel.
 - f) such other information as determined by the Board of Directors/Chief Executive Officer/Chief Financial Officer or Compliance Officer from time to time.

All other words and expressions used but not defined in the Policy but defined in the SEBI Act, 1992, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the SEBI Insider Trading Regulations and/ or the rules and regulations made thereunder, Policy on Code of Fair Disclosure Practices of UPSI of the Company, Code of Conduct to Regulate, Monitor, and Report Trading by Insiders of the Company, each as amended, shall have the same meaning as respectively assigned to them in such Acts or Rules or Regulations or Policies or Codes or any statutory modification or re-enactment thereto, as the case may be.

5. DUTIES OF INVESTIGATING OFFICER:

The Investigating Officer shall be responsible to:

- i) Co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Inquiry Committee;
- ii) Report the incident of actual or suspected leak of UPSI to the SEBI and the Stock Exchanges.

6. DUTIES OF INQUIRY COMMITTEE:

The Inquiry Committee shall be responsible for the following:

- a. To conduct a preliminary assessment and/ or an inquiry into any Incident to ascertain the truth or materiality of the information and/or the complaint received in this regard. The Inquiry Committee can also take cognizance of any such matter suo-moto.
- b. The Inquiry Committee may authorize or engage any third party person, if required, to collect necessary support material required for investigation of the Incident;
- c. The Inquiry Committee shall conduct an investigation in accordance with the procedure set out below.
- d. The Inquiry Committee shall submit its observations to Managing Director & Group Chief Executive Officer shall further intimate the observations to the Board;
- e. To decide disciplinary action thereon.

7. POWERS OF THE INQUIRY COMMITTEE:

For purpose of conducting inquiry, the Inquiry Committee may:

- a. call upon:
 - i. such employees/individuals to provide clarification or information pertaining to the leak;
 - ii. persons/members of committees involved in generation of the original data for purpose of determination of key figures pertaining to financial figures;

- iii. persons involved in the consolidation of the figures for the financial results;
 - iv. persons involved in the preparation of board notes and presentations;
 - v. persons involved in dissemination of information relating to financial results in the public domain;
 - vi. any other persons who had access to the information;
 - vii. any market intermediaries, fiduciaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.
- b. at its discretion, invite external investigators/experts;
 - c. take necessary actions including sending the Suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.
 - d. keep the identity of the Suspect confidential till the completion of inquiry unless it is essential to disclose for the purpose of investigation.
 - e. notify the Suspect of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence.
 - f. do all such other acts, deeds, matters and things as are necessary for the purpose of conduct of inquiry.

8. PROCEDURE FOR INQUIRY:

- a. Upon becoming aware of any leak/ allegation/ suspicion of an Incident pertaining to UPSI, including by way of:
 - i. Communication from Investigating Officer or from the regulatory authorities;
 - ii. written complaint or an e-mail from a whistle-blower; or
 - iii. internal monitoring mechanisms, the Inquiry Committee shall evaluate and determine if the matter merits inquiry.

It is clarified that market rumours, inferences based on media reports or observations made by analysts etc. will not necessarily trigger an inquiry, and the Inquiry Committee shall have the discretion to decide if an inquiry is required to be undertaken in each case.

- b. In the event the Inquiry Committee decides that the matter warrants an inquiry, it shall undertake an initial assessment to analyse the accuracy of the allegation/ suspicion of the Incident by taking necessary steps, including the following:
 - i. assessing the source of the complaint/ allegation/ suspicion;
 - ii. assessing the nature of the Incident in order to determine the scope of inquiry, the parties who had access to the UPSI and the manner in which it could have been leaked; and
 - iii. conducting interviews with the complainant, in case his/ her identity is known, and other relevant persons.
- c. On the basis of the outcome of the initial assessment, the Inquiry Committee shall determine whether:
 - i. the alleged/ suspected Incident is frivolous, and requires no further action; or
 - ii. the matter requires further diligence and inquiry.
- d. The Inquiry Committee shall conduct a detailed inquiry and take all necessary steps, including the following:
 - i. identifying the medium through which the leaked UPSI was disclosed/ communicated;
 - ii. conducting a confidential investigation into the activities of the persons that handled or had the knowledge of the UPSI in question, in an un-intrusive manner, including by reviewing the relevant documents, audit trails, and by conducting interviews, if necessary;
 - iii. appointing external advisors/ consultants/ professionals to assist the inquiry;
 - iv. re-assessing the internal controls and measures implemented by the Company for identifying deficiencies, if any, in such controls and measures, and recommending improvements to the same.
- e. The Inquiry Committee will ensure that the details in relation to the inquiry, including the initial assessment, shall be shared within and outside the Company strictly on a 'need to know' basis. In cases where the inquiry has been initiated based on a complaint from a whistleblower, the Inquiry Committee will keep the identity of the Whistle-Blower confidential.

- f. In the conduct of inquiry, the Inquiry Committee shall have due regard to the principles of natural justice, and will provide an opportunity of being heard and making submissions etc., to the persons against whom the allegations of the Incident have been levelled. The Inquiry Committee will be required to duly consider the same while arriving at its conclusions.
- g. Upon conclusion of the inquiry:
 - i. The Inquiry Committee shall intimate to the Compliance Officer who shall further intimate to the Board of its findings, along with a summary of the procedures followed and the action taken;
 - ii. If the Inquiry Committee is of the opinion that a leak has occurred and in the event the Inquiry Committee has identified the person(s) responsible for or involved in the leak, it will take appropriate action, take disciplinary and penal action and any other steps it deems fit and necessary such as dismissal, wage freeze, claw back, suspension, recovery of profit and disqualification from future participation in the employee stock options scheme (if any) etc. which will be in addition to the penal provisions stated under SEBI Insider Trading Regulations and any other statutory enactments, as applicable;
 - iii. It is clarified that any action taken by the Securities and Exchange Board of India for violation of the Insider Trading Regulations and any other applicable laws shall not preclude the Inquiry Committee from taking any disciplinary, penal or other action.
- h. The Inquiry Committee shall strive to conclude the inquiry within thirty (30) days from its commencement and can be extended if the circumstances so warrant.
- i. The Company shall also inform the SEBI about the outcome of the inquiry and the steps taken in this regard.
- j. All Stakeholders shall co-operate with the investigation into an Incident. Failure to cooperate with the investigation shall attract disciplinary action.
- k. All the documentation in relation to the investigation shall be documented as per the applicable provisions of law in relation to retention of documents.

9. COMPLAINT MECHANISM:

A person can report a leak or a suspected leak of UPSI to the following:

- i) Chairman of the Audit Committee at info@viceroymhotels.in
- ii) Compliance Officer of the Company at secretarial@viceroymhotels.in

The letter is required to be marked “Private and Confidential”.

10. GENERAL

In case of any subsequent changes in the provisions of the SEBI Insider Trading Regulations or any other applicable regulations (“**Regulations**”) which render any of the clauses/ provisions in this Policy inconsistent with the Regulations, the provisions of the Regulations shall prevail.

Further, this Policy shall not in any way preclude any referrals, complaints, measures, actions, etc., which can be instituted or which are available under the existing Vigil Mechanism and Whistleblower Policy of the Company.

11. REVIEW AND AMENDMENT

This policy may be reviewed and amended by the Audit Committee as and when required and any amendment thereto shall be presented before the Board for approval/ratification.

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 the Audit Committee shall amend this Policy accordingly.