

# RADAAN MEDIAWORKS INDIA LIMITED

## "VIGIL MECHANISM / WHISTLEBLOWER POLICY"

### Scope and Objective

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

Amended Clause 49 of the Listing Agreement with Stock Exchanges, effective from 1<sup>st</sup> October 2014, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called "Whistle Blower Policy" for employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the company's code of conduct.

Radaan Mediaworks India Limited (the Company) has already adopted a Whistle Blower Policy as one of the non-mandatory requirements under the erstwhile Listing Agreement in order to provide a framework for responsible and secure whistle blowing/vigil mechanism. Now, in compliance of the above requirements, the company is adopting this revised policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees, customers, and/or third-party intermediaries such as agents and consultants who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

Employees of the Company, customers, and/or third-party intermediaries such as agents and consultants may use the procedures set out in this Vigil Mechanism /Whistleblower Policy (the "Policy") to submit confidential and/or anonymous complaints. This Policy allows for disclosure by employees, customers and/or third-party intermediaries of such matters internally, without fear of reprisal, discrimination or adverse employment consequences, and also permits the Company to address such disclosures or complaints by taking appropriate action, including but not limited to, disciplining or terminating the employment and/or services of those responsible. The Company will not tolerate any retaliation against any employee, customer and/or third party intermediary for reporting in good faith any inquiry or concern.

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees, customers and/or third-party intermediaries wishing to raise a concern about serious irregularities within the Company. The Policy neither releases employees, customers and/or third-party intermediaries 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.

## 2. Definitions

"Whistleblower" is defined as any Personnel (defined below) who has or had access to data, events or information about an actual, suspected or anticipated Reportable Matter within or by the organisation, and, whether anonymously or not, makes or attempts to make a deliberate, voluntary and protected disclosure or complaint of organisational malpractice.

"Reportable Matters" means Questionable Accounting or Auditing Matters (defined below), and/or any other Company matters involving abuse of authority, fraud, bribery, corruption, employee misconduct, illegality, health & safety, environmental issues, wastage/misappropriation of company funds/assets and any other unethical conduct.

"Questionable Accounting or Auditing Matters" include, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or non-compliance with the Company's internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company's financial condition.

"Personnel" means any employee, director, officer, customer, contractor and/or third-party intermediary engaged to conduct business on behalf of the Company, such as agents and consultants.

"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 read with Clause 49 of the Listing Agreement.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Securities and Exchange Board of India Act, 1992 or any other applicable law or regulation.

## 3. Reporting responsibly

Personnel will often be the first to realize instances of impropriety and the facts relating to misstatements in the Company's financial statements and other wrongdoing. All Personnel have an obligation to report any of the Reportable Matters, of which they are or become aware of, to the Company. However, due to various reasons which include indifference to the issue, fear of reprisal or plain non-clarity on the issue, such instances may go unreported. This Policy is intended to encourage and enable Personnel to raise serious concerns within the Company prior to seeking resolution outside the Company.

The Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing. This Policy ensures that Personnel are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Reportable Matters nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. Further, this Policy is not intended to cover career related or other personal grievances.

The Whistleblower's role is that of a reporting party. Whistleblowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

#### 4. False complaints

While this Policy is intended to protect genuine Whistleblowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. Personnel who make complaints with mala fide intentions and which are subsequently found to be false will be subject to strict disciplinary action.

#### 5. Reporting mechanisms

Personnel should raise Reportable Matters with someone who is in a position to address them appropriately. In most cases, a Personnel's supervisor, manager or point of contact is in the best position to address an area of concern. Supervisors, managers or points of contact to whom Reportable Matters are raised are required to report the same immediately to the Chairman of the Audit Committee, Mr.Arunacham Krishnamoorthy, in any of the following ways:

- by contacting through email:krishnamoorthy\_a@hotmail.com, Phone:9444412374; or
- by sending a complaint letter in a sealed envelope marked "Private and Confidential" in the following address: 21/1, Sarvamangala Nagar, Eswaran Koil Street, Nanganallur, Chennai - 600061

A complaint may be made anonymously. If a complaint is made anonymously, however, the complainant must be detailed in their description of the complaint and must provide the basis of making the assertion therein. Although a Whistleblower is not required to furnish any more information than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint, particularly an anonymous complaint, which does not contain all the critical information such as the specific charge. The complaint or disclosure must therefore provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation.

To the extent possible, the complaint or disclosure must include the following:

- (i) The employee, and/or outside party or parties involved;
- (ii) The location where it happened;
- (iii) When did it happen: a date or a period of time;
- (iv) Type of concern;
  - (a) Financial reporting;
  - (b) Legal matter;
  - (c) Management action;
  - (d) Employee misconduct; and/or
  - (e) Health & safety and environmental issues.
- (v) Submit proof or identify where proof can be found, if possible;
- (vi) Who to contact for more information, if possible; and/or
- (vii) Prior efforts to address the problem, if any.

The Whistleblower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

## 6. Investigations

Upon receipt of a complaint, the Chairman of the Audit Committee will make an assessment thereof and place before the Audit Committee. The Audit Committee shall address all concerns or complaints regarding Reportable Matters which are placed before them, and ensure resolution of the same.

The Audit Committee may, either direct the complaint to the department best placed to investigate it (while maintaining oversight authority for the investigation), or authorize any member of the Audit Committee to lead the investigation to ensure prompt and appropriate investigation and resolution.

All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Reportable Matters to appropriate external regulatory authorities. All Personnel have a duty to cooperate in the investigation of complaints reported as mentioned hereinabove.

Depending on the nature of the complaint, any concerned Personnel, at the outset of formal investigations, may be informed of the allegations against him/her and provided an opportunity to reply to such allegations.

Personnel shall be subject to strict disciplinary action up to and including immediate dismissal, if they fail to cooperate in an investigation, or deliberately provide false information during an investigation. If, at the conclusion of its investigation, the Company determines that a violation has occurred or the allegations are substantiated, the Company will take effective remedial

action commensurate with the severity of the offence. This may include disciplinary action against the concerned Personnel. The Company may also take reasonable and necessary measures to prevent any further violations which may have resulted in a complaint being made.

#### 7. Non-retaliation

No Personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences. Accordingly, the Company strictly prohibits discrimination, retaliation or harassment of any kind against a Whistleblower who, based on his/her reasonable belief that one or more Reportable Matters has occurred or are occurring, reports that information. Any Personnel who retaliates against a Whistleblower who has raised a Reportable Matter in good faith, will be subject to strict disciplinary action up to and including immediate termination of employment or termination of his/her relationship with the Company.

If any Personnel who makes a disclosure or complaint in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or point of contact, or the Chairman of the Audit Committee. It is imperative that such Personnel brings the matter to the Company's attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

#### 8. Document retention

The Company shall maintain documentation of all complaints or reports subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other documents identified in the complaint or found as relevant to the complaint, a summary of the date and manner in which the complaint was received and any response to the complainant. All such documentation shall be retained for a minimum of five (5) years from the date of receipt of the complaint. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above.

#### 9. Additional enforcement information

In addition to the Company's internal complaint procedure, Personnel should also be aware that certain central, local and state law enforcement agencies and regulatory authorities are authorized to review questionable accounting or auditing matters, or potentially fraudulent reports of financial information. Nothing in this Policy is intended to prevent any Personnel from reporting information to the appropriate agency when the Personnel has reasonable cause to believe that the violation of a central, federal, local or state statute or regulation has occurred.

## 10. Communication

This Policy shall be informed by publishing on the website of the Company.

## 11. Modification

The Company may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and other regulations and/or accommodate organizational changes within the Company.

For any queries/concerns regarding the Radaan Mediaworks India Limited Whistleblower Policy, contact:

Mr. Kanhu Charan Sahu  
Company Secretary & Compliance Officer  
Radaan Mediaworks India Limited  
No.10, Paul Appasamy Street, T Nagar  
Chennai - 600094  
Email: [kanhu@radaan.tv](mailto:kanhu@radaan.tv)  
Phone: 9940249404