



WHISTLE-BLOWER POLICY VIGIL MECHANISM

RAJ TELEVISION NETWORK LIMITED

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1. PREFACE

Raj Television Network Limited (herein after referred as “Raj TV” or “the Company”) being listed company requires to establish a vigil mechanism for directors and employees to report the genuine concerns as per the provisions of the section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in such manner as may be prescribed.

In terms of Regulation 4(2)(d)(iv) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI (LODR) Regulations, 2015”), it is mandatory requirement for all listed companies to devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

The Policy shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

2. PURPOSE/ OBJECTIVE OF THE POLICY

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior, in consonance with the Company’s Principles and Code of Conduct. Any actual or potential violation of these Principles and the Code of Conduct for Employees would be a matter of serious concern for the Company.

Employees have a role and responsibility in pointing out such violations. This Policy is formulated to provide a secure environment and to encourage employees to report unethical, unlawful or improper practices, acts or activities in the Company and to prohibit top management personnel from taking any adverse personnel action against those employees who report such practices in good faith.

Whistle blower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

3. SCOPE/ APPLICABILITY

This Policy applies to all the employees of the Company. This Policy neither release employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and/or colleagues in general.

This Policy covers malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

4. DEFINITIONS

“**Board**” means the Board of Directors of the Company.

“**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance with regulations of the SEBI (LODR) Regulations, 2015 and Companies Act, 2013.

“**Independent Director**” means a Director referred to in Section 149(6) of the Act read with rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended from time to time.

“**Employee**” means all the present employees and Directors of the Company (Whether working in India or abroad).

“**Vigilance Officer / Vigilance Committee or Committee**” means a person or committee of persons nominated/appointed by the board of directors to receive Protected Disclosure from Whistle-Blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle-Blower(s) the result thereof.

“**Protected Disclosure**” means any communication in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“Whistle Blower” is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

“Alleged wrongful conduct” shall mean violation of law, infringement of Company’s rules & policies, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

“Unethical Behavior” means and includes suspected or alleged illegal, false, misleading dishonest, deceptive, unethical, corrupt or unconscionable conduct. The unethical, improper and illegal activities inter-alia include–

- a. An act of omission, commission, concealment, misrepresentation which necessarily are in violation of law of the land, rules and regulation of the Company, Memorandum and Articles of Association of the Company and against the accepted principles jeopardizing the interest and growth of the Company.
- b. Misuse or diversion of the Company’s funds, property and man power.
- c. Intentional financial irregularities, including fraud or suspected frauds
- d. Unnecessary sharing/ Leaking of unpublished price sensitive information.
- e. Manipulation of Company data/records.
- f. Gross or willful negligence causing substantial and specific danger to health, safety and environment.
- g. Any act, deed or thing which goes against the interest of the Company

5. REPORTING OF PROTECTED DISCLOSURES

- a. A Protected Disclosure ('Disclosure') under this vigil mechanism is required to be in writing, shall be sent in a closed or secured envelope and it should be super scribed with “Complaint under Whistle Blower Mechanism.”
- b. The Disclosure is required to be addressed to the Managing Director. Where a disclosure is being made in relation to a senior management, such a Disclosure may be made to the Managing Director (MD). In such case, the MD shall forward the complaint to the Chairman of the Audit Committee.
- c. The Disclosure should disclose the following:
 - i. Name, address and contact details of the Whistle blower (add Employee ID if the Whistle blower is an employee).
 - ii. Full and complete information about the Reportable Event, giving the names of those involved in the event, specific details including time and place of occurrence etc.
 - iii. The Disclosure made should not be merely speculative in nature but should be based on actual facts.
- d. Disclosures expressed anonymously will ordinarily NOT be investigated.

6. DISQUALIFICATIONS

While it will be ensured that genuine Whistle-Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Protection under this Policy 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.

Whistle-Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

7. INVESTIGATION

- a. All Protected Disclosures reported under this vigil mechanism will be thoroughly inquired into by the Managing Director/ any other person nominated by the Chairman of the Audit Committee (hereinafter referred to as 'Inquiry Officer').
- b. Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Inquiry Officer.

- c. The Inquiry Officer may at his discretion, consider taking the assistance of any other person or specialist for the purpose of Inquiry.
- d. The commencement of an Inquiry by the Inquiry Officer is by itself not an accusation and is to be treated as a neutral fact-finding process.
- e. The identity of a subject and the Whistle Blower will be kept confidential to the extent possible subject to the legitimate needs of law and the Inquiry.
- f. Subjects will normally be informed of the allegations at the outset of a formal Inquiry and have the opportunity for providing their response during the Inquiry. However if considered appropriate, the Subject can be informed and be given the opportunity to respond, after the Inquiry Officer does a preliminary Inquiry into the matter. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- g. Subjects shall have a duty to co-operate with the Inquiry Officer during Inquiry.
- h. Subjects have a responsibility not to interfere with the Inquiry. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i. During the course of the Inquiry process, all Subjects shall have a right to seek suitable advice at his own cost.
- j. Upon conclusion of the Inquiry, the Subject shall be informed about the outcome including any action proposed to be taken.
- k. The Inquiry shall be conducted in a fair manner and provide an adequate opportunity for hearing to the Subject and a written report of the findings should be prepared for submission to the Audit Committee.
- l. The Inquiry shall be completed normally within a reasonable time of the receipt of the Disclosure.

8. PROTECTION TO WHISTLE BLOWER

- a. The identity of the Whistle Blower, subject and any other Employee assisting the Inquiry, shall be kept confidential at all times subject to the legitimate needs of the investigation and the law. The Company will strive to protect any Whistle Blower from any kind of victimization by virtue of his/her having made a Disclosure under this vigil mechanism. The protection is available provided that:
 - i. The Disclosure is made in good faith;
 - ii. The Whistle Blower reasonably believes that information and any allegations contained in it, are substantially true; and
 - iii. The Whistle Blower is not acting for personal gain.
- b. The Whistle Blower may also report any violation of the above clause to the Audit Committee Chairman.
- c. Employees who report violations under SEBI (PIT) Regulations 2015, shall not be discharged, terminated, demoted, suspended, threatened, harassed or discriminated against directly or indirectly as a consequence of reporting under this policy for breaching the provisions of any terms and conditions of employment such as a confidentiality agreement.

9. CONSEQUENCES OF MALICIOUS DISCLOSURE

- a. If a Whistle Blower knowingly makes false disclosures under this vigil mechanism, such Whistle Blower shall be subject to such action as deemed appropriate.
- b. Whistle Blowers, who repeatedly make Protected Disclosures which are after Inquiry found are to be mala fide or frivolous, will be disqualified from reporting further Protected Disclosures under this Vigil Mechanism and the Audit Committee may take any further action against the concerned person as it considers appropriate including reprimand.

10. DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall after going through the report and the evidences and documents submitted by the Whistle-Blower shall take appropriate decision on the report and forward the same to the Board of Directors for suitable action. The action taken on the report shall be communicated to the Whistle Blower/ Subject.

A Whistle-Blower who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

While acting on the basis of this Policy, the employees shall act with utmost bona fide intention, any reports complaints made by the employees under this policy shall be true and fair supported by strong documentary evidences. The safeguard of the Company's interest shall be the only motive of the employees.

Quarterly report submission: A quarterly report with the number of Complaints received under this Policy by the Chairperson of the Audit Committee shall be placed before the Audit Committee/ the Board.

11. RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with the results of investigation relating thereto will be retained by the Company for

- i. A minimum period of three (3) years (or)
- ii. In accordance with the company's record retention policy (or)
- iii. As specified by any other law whichever is higher.

12. ANNUAL COMPLIANCE CONFIRMATION

The Company shall affirm on an annual basis that no individual has been denied direct access to the Audit Committee. This affirmation shall also be incorporated in the Board Report on Corporate Governance in the Annual Report.

13. POLICY REVIEW AND AMENDMENTS

The Company reserves the right to amend, abrogate, modify, rescind / reinstate the entire Policy or any part of it at any time. Any such amendment or modification shall come into effect on and from the date the same is approved by the Board of Directors of the Company. The amended version of the Policy shall be uploaded onto the website within twenty-four hours of such an amendment.

14. ANNEXURE - CHANNELS FOR MAKING PROTECTED DISCLOSURE

All Employees, Directors, members, or other stakeholders associated with the Company may report an actual or suspected ethical violation, or seek guidance, through the following reporting channels:

Raj Television Network Limited
32, Poes Road, Second Street,
Teynampet, Chennai- 600 018
Tel: +91-44-24334149-51
Phone No.: 044-28460390-94,
Website: www.rajtvnet.in , www.rajtv.tv
Email: redressal@rajtvnet.in
