



# DISH TV INDIA LIMITED

(CIN L51909MH1988PLC287553)

## WHISTLE BLOWER & VIGIL MECHANISM POLICY

*Whistle Blower Policy neither releases Directors, Officers or 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 about a personal situation*

*(Approved by the Board of Directors of the Company on May 27, 2014 and effective from May 27, 2014)*

*(Revised Policy approved by the Board of Directors of the Company on March 26, 2019 and shall be effective from April 1, 2019)*

## 1. TITLE

This policy shall be called “**Whistle Blower & Vigil Mechanism Policy**”, hereinafter referred to as the “**Policy**”.

## 2. PREAMBLE & PURPOSE

Section 177 of the Companies Act, 2013, Rule 7 of the Companies (Meetings of Board and its powers) Rules, 2014 and Regulation 22 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for its Directors and Employees, to report genuine concerns or grievances.

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company is committed towards developing a culture where it is safe for all the employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. The object of said policy is to encourage the Directors and Employees to - report genuine concern about any irregularity, corporate misconduct or unethical or improper practices, instances of any unethical incidents, actual or suspected, instances of leak of unpublished price sensitive information, instances of Insider Trading, instances of fraud or violation of the Company’s Code of Conduct, that could adversely impact the Company’s operations, business performance and/or reputation or raise bonafide concerns. The Company shall investigate such reported incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld.

This 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.

## 3. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below:

“**Act**” means the Companies Act, 2013 and Rules prescribed thereunder, including any statutory amendment or modification thereof.

**“Adverse Personnel Action”** - An employment related act or decision or a failure to take appropriate action which may affect the employee’s / director’s employment, including but not limited to compensation, promotion, job location, job profile, immunities, leaves & training rights or other privileges.

**“Audit Committee”** – means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013

**“Company”** - Company means **Dish TV India Limited**

**“Compliance Officer”** - Compliance Officer means “Company Secretary” of the Company.

**“Disciplinary Action”** - means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

**“Employee”** means every employee of the Company and / or its Subsidiary (ies), including the Directors in the employment of the Company.

**“Good Faith”** - An employee / director shall be deemed to communicating in `good faith` if there is a reasonable basis for communication of unethical & improper practices or any other alleged wrongful conduct. Good faith shall be deemed lacking when the person does not have personnel knowledge of a factual basis for the communication or where the person knew or reasonably should have known the communication about unethical & improper practices or alleged wrongful conduct is malicious, false or frivolous.

**“Investigators”** mean employees or third parties selected and charged with the responsibility for conducting investigations to ascertain credibility of any whistle-blower complaint(s).

**“Protected Disclosure”** - means any communication made / a concern raised, in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

**"Unpublished Price Sensitive Information"** or **“UPSI”** shall have the meaning as defined in SEBI Prohibition of Insider Trading Regulation, as amended from time to time. UPSI means any information, relating to a 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 and shall, ordinarily including but not restricted to, information relating to the following:

(i) financial results; (ii) dividends; (iii) change in capital structure; (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; (v) changes in key managerial personnel.

*Information relating to Company or its securities that is not generally available, would be unpublished price sensitive information, if it is likely to materially affect the price upon coming into the public domain.*

**“Whistle Blower”** – is a Director, Officer or Employee who makes a Protected Disclosure under this policy and also referred in this policy as complainant to the Audit Committee.

#### **4. INTERPRETATION**

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013 and/ or any other applicable SEBI Regulation(s) as amended from time to time.

#### **5. APPLICABILITY**

This policy applies to all Employees of the Company, whether working in India or Abroad.

#### **6. POLICY**

This Policy is a means:

- To encourage and create an environment where every employee feels free and secure to report specific incidents;
- To investigate such reported incidents in a fair manner;
- To take appropriate disciplinary action against the delinquent employee(s);
- To ensure that no whistle-blower is victimized or harassed for bringing such incidents to the attention of the Company.

The Audit Committee of the Company shall be responsible for effectively implementing and overseeing this Policy.

A complainant must act in good faith and have reasonable grounds of forming a belief that his or her complaint constitutes a violation under Clause 7 below and this Policy must not be used as a tool for raising malicious or unfounded allegations against people in authority and/or colleagues in general.

No adverse personnel action shall be taken or recommended against an employee in retaliation to his disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This policy protects such employees from any harassment, unfair termination and unfair prejudicial employment practices. While it will be ensured that genuine Whistle-blowers are accorded complete protection, any abuse of this protection will warrant disciplinary action. Protection under this Policy would not mean protection from any disciplinary action arising out of false or bogus allegations made by

any Whistle-blower knowing it to be false or bogus or with a mala fide intention. Also, this policy does not protect an employee from an adverse action (like arising out of poor job performance, any other disciplinary action, etc.), which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct.

## 7. REPORTING MECHANISM

The Policy is intended to help persons who have major concerns over any wrong doing and to report any unlawful conduct / act, misconduct, malpractices, violation of any legal or regulatory provisions, financial mismanagement, accounting irregularities, etc. Employees or Directors are encouraged to bring to the attention of the Company incidents pertaining *inter alia* to any:

- illegal or unethical conduct including that which adversely affects investors, shareholders, customers, suppliers, other employees or the business performance or image or reputation of the Company;
- financial misappropriation and fraud;
- violation of any law or regulation including actual or suspected fraud;
- criminal offence (e.g. fraud, corruption or theft) committed/ likely to be committed;
- discrimination against a member of staff, service recipient or service provider on grounds of sex, caste, religion or disability;
- leaking any confidential or proprietary information of the Company;
- manipulation of company data/records;
- misuse of company assets & resources;
- false expense reimbursements;
- any act which may lead to incorrect financial reporting and are not in line with the applicable company policy;
- non-adherence to safety guidelines;
- conflict of interest with the Company;
- breach of the Company's Code of Conduct;
- Insider Trading;
- Instances of leak of unpublished price sensitive information.

The Whistle Blower's role is that of a reporting party with reliable information. The whistleblower is not expected to prove the truth of an allegation, but to only demonstrate that there are sufficient grounds for concern. Every effort will be made to protect the whistleblower's identity, subject to legal constraints.

The 'Company Secretary & Compliance Officer' is the Designated Authority to receive all reports/ complaints made under this Policy. A communication reporting of any event/ information of concern may be addressed to the:

*Mr. Ranjit Singh, Company Secretary and Compliance Officer  
Dish TV India Ltd., FC-9, sector 16A, Noida – 201 301 (U.P)  
E-mail ID : ranjit.singh@dishd2h.com*

Anonymous complaint will not be entertained. Complaint by or against the Company Secretary & Compliance Officer and Compliant against the Key Managerial Personnel and Executive Directors, should be made to the Chairperson of the Audit Committee.

Compliant shall be made in writing and delivered through secured medium to the Company Secretary and Compliance Officer and must include as much information about the suspected violation or Reported Incident and should describe:

- Nature & details of alleged violation or irregularity, period of commission;
- Identity of person(s) suspected to be involved or committed the alleged violation or Reported Incident;
- Description of documents that would prove or relate to the above.

In case the employee is unwilling or unable to put an oral disclosure in writing, he may approach Compliance Officer directly or through his superior or any other employee. The Compliance Officer shall prepare a written summary of the employee's disclosure and provide a copy to the employee.

In addition, under exceptional circumstances where a complainant wants to complain directly to the Chairman of the Audit Committee, he or she may do so by sending a written compliant marked as 'Strictly confidential' and addressed to:

*The Chairman, Audit Committee*

*Dish TV India Ltd., FC-9, sector 16A, Noida – 201 301 (U.P)*

For any complaints made to the Chairman directly, it is mandatory for the complainant to disclose their identity and provide their contact information. The Chairman of the Audit Committee may choose to discuss the matter with the complainant prior to initiating any review or investigation.

## **8. INVESTIGATION**

- Upon receiving a complaint (other than by or against the Company Secretary & Compliance Officer and Compliant against the Key Managerial Personnel and Executive Directors), the Compliance Officer will make an assessment thereof and on being satisfied as to the seriousness and credibility of the complaint, direct the complaint for further investigation. In case the Complaint does not merit any investigation, it shall be closed with the reasoned recommendation recorded by the Compliance Officer and shall be placed before the Audit Committee.
- Any complaint by or against the Company Secretary & Compliance Officer and Compliant against the Key Managerial Personnel and Executive Directors will be investigated as directed by the Audit Committee.
- The Compliance Officer shall send the assessment report promptly to the Audit Committee Members. A copy of the report shall be simultaneously be sent to the Managing Director and/or Executive Director for investigation.

- During the course of an investigation, all disclosed information including the identity of the complainant will be kept confidential except as necessary or appropriate to disclose for the purposes of the investigation or where required to be statutorily disclosed. Every investigation shall be completed within reasonable time period and in any case within 90 days from date of receipt of the Complaint from the Whistle-blower. All employees have a duty to cooperate in the investigation.
- The Managing Director / Executive Director, after investigation, shall place a report of Investigation to the Audit Committee for discussion and decision. The Audit Committee Members shall then discuss the same and take necessary action.
- The Compliance Officer shall maintain a Corporate Register containing brief particulars of the Reports received under this Policy and shall assign a Unique Reference Number (URN) to each Report.
- The Audit Committee shall appropriately and expeditiously look into all whistle blower complaints received along with reports thereon.
- If the Audit Committee is of the Opinion that a further investigation is required and is deemed necessary, it may assign the same to a committee of managerial personnel and / or Directors or to an external agency, to further investigate into the matter.
- The Audit Committee or officer or committee, as the case may be, shall have right to call for any information /document and examination of any employee of the Company or other person(s) as they may deem appropriate for the purpose of conducting investigation under this policy.
- A final report shall be prepared after completion of Investigation and the Audit Committee shall consider the same. After considering the final report, if the Audit Committee is satisfied that the alleged unethical & improper practice or wrongful conduct or act or an act of leak of UPSI existed or is in existence, then the Audit Committee may:
  - a) take disciplinary action, impose penalty / punishment order recovery, disciplinary proceedings including termination of employment, when any alleged unethical & improper practice or wrongful conduct of any employee is proved.
  - b) termination or suspension of any contract or arrangement or transaction vitiated by such unethical & improper practice or wrongful conduct.
  - c) Take such other action as the Company is bound to take in compliance with applicable regulatory provisions or to take such other action as it may deem fit.
- In case of frivolous or false complaints, Audit Committee may decide to take such action against the complainant, as it deem appropriate.
- The decision of Audit Committee shall be final and binding.

## **9. RETENTION OF DOCUMENTS**

All Reports received in writing or documented, along with the results of investigation relating thereto, shall be retained by the Company for a minimum period of Eight years.

## **10. NOTIFICATION**

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. The new employees shall be informed about the policy by the Personnel department and statement in this regard should be periodically submitted to the Compliance Officer.

## **11. DISCLAIMER**

In any circumstances, where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the newly enacted law, rule, regulation or standard will take precedence over this Policy until such time the Policy is changed to conform to the Law, rule, regulation or standard.