

WHISTLE-BLOWER POLICY

Version 1.2 (updated on 8th September, 2015)

Effective 18th May, 2015

IndiaCast Media Distribution Private Limited



Contents

1. Preamble.....	2
3. Applicability.....	2
4. Out of Scope.....	2
5. Definitions.....	3
6. How the mechanism will work.....	3
7. Reporting channels.....	3
8. Guidance to reporting.....	4
9. Responsibility of employee / associate being investigated.....	6
10. Confidentiality.....	6
11. Protection of whistle blowers.....	6
12. False complaints.....	7
13. Accountability.....	7
14. Document Retention.....	7

1. Preamble

IndiaCast Media Distribution Private Limited (“IndiaCast Media” or “Company”) believes in conduct of its affairs by its employee and associates, in a fair and transparent manner, by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour.

Towards this goal, the Company has adopted a “Whistle Blower Policy”.

The policy lays down the mechanism & process that should govern the actions of the Company and its employee / associates, business associates, clients, vendors, ex-employees and third parties engaged by/with the Company.

The policy is intended to cover serious concerns (actual or suspected), that may have an impact on IndiaCast Media.

Concerns/complaints include, but are not limited to, actions that :

- are not in line with Company policies contained in the Code of Business Conduct or elsewhere as intimated.
- are unlawful / unethical
- amount to serious improper conduct
- affect the Company’s image in any adverse manner

2. Objective

- The objective of this policy is to:
 - To provide all persons engaged & dealing with the Company an avenue to raise concerns, in line with the commitment of IndiaCast Media to adhere to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication
 - To provide a framework to promote a secure and result oriented whistle blowing
 - To provide necessary safeguards for the protection of employees /associates from harassment or victimization, for raising concern in good faiths
 - To lay down procedures on how to report their suspicions about potential unlawful and unethical conduct, or breaches of Company policy which include all aspects of criminal and other irregular conduct.

3. Applicability

- This policy applies to all employees, the board of directors and associates of the Company and its subsidiaries.

Any actual or potential misconduct by any of the employees / associates of the Company, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company and will be dealt with under this Policy.

4. Out of Scope

This mechanism should not be used for routine or operational matters like:

- Improper / inappropriate administration facilities
- Malfunctioning of IT assets (laptops, printers, etc.)
- Compensation related issues
- Payment and taxation related queries
- Recruitment / job openings
- Questioning the financial or other business decisions taken by the Management.
- Sexual harassment complaints (For these you must write to icc@IndiaCast.com)

5. Definitions

- **“Whistle blower”** mean an Employee / Director / Associate / Business Associate who makes protected disclosure under this policy
- **“Employee”** means every employee of the Company (whether working in India or abroad)
- **“Associate”** means all contractual employees not employed on full-time basis or on Company payroll including interns, freelancers & other technicians.
- **“Director”** means a member of the Board of Directors of the Company
- **“Business Associate”** means Statutory Auditors or Internal Auditors or Tax Consultants or Business Advisors or Financial Advisors or Legal Advisors or any other outside professional engaged with the Company.
- **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity
- **“Compliance Team”** means a team comprising Senior Management personnel of the Company who are jointly responsible for receiving, considering, investigating & taking decisions/actions on the Whistleblowing complaints.
- **“Compliance Officer”** means an officer of the Company who reports in to the Compliance Team as may be nominated by the Company from time to time.

6. How the mechanism will work

- The Complaint has to be made in writing by the whistle blower to the Compliance team on its email id complianceteam@indiacast.com, to initiate further action.
- The reporter can choose to be anonymous if the he/she so desires)
- The Compliance Team will decide upon the action to be taken, based on the facts provided by the whistle blower.
- The Company will endeavour to investigate & address the concern raised as soon as possible.
- Where the initial enquiry indicates that further investigation is necessary, the Compliance Team may appoint an external professional agency or internal resources to investigate the matter further and
- On case to case basis, whistle blower may be informed of the outcome of investigation and of any actions taken. This will however depend on the sensitivity of the case and decision of the Compliance Team members

7. Reporting channels

Any person, who wishes to report a concern, may report or complain as soon as possible in writing to the Compliance Team on its mail id complianceteam@indiacast.com, so that rapid and constructive action can be taken, if appropriate. The complaint should include details of the incident or incidents, names of the individuals involved and names of any witnesses.

8. Guidance to reporting

Few points which should be kept in mind before or while reporting a concern:

- i. Concerns reported 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
- ii. The person reporting should not investigate or attempt to investigate the matter on his/her own.
- iii. The person reporting does not have the right to participate in any investigative activities unless requested by the Committee members and subject to disclosure of his / her identity.

9. Responsibility of employee / associate being investigated

The employee / associate under investigation:

- May or may not be informed of the allegations or investigation being carried out, depending on the sensitivity and seriousness of the issue
- Has duty to co-operate with Compliance Team / nominated sub-committee members during the course of investigation
- Will not withhold, destroy, delete or tamper evidence, in any form
- Will not threaten or intimidate the reporter or witnesses or interfere in the investigation
- Will be given an opportunity to respond to material findings contained in the investigation report unless there are compelling reasons not to do so

10. Confidentiality

- All complaints received will be kept confidential and will be shared strictly on a 'need to know' basis.
- The whistle blower, the defendant (employee/associate), the Compliance Team, the investigation team and everyone involved in the process shall:
 - i. Maintain complete confidentiality of the matter
 - ii. Discuss only to the extent or with the persons required for the purpose of completing the process and investigations
 - iii. Not keep the documents/evidences pertaining to the investigation unattended anywhere at any time
 - iv. Keep electronic mails/files under password
- Whistle blower's identity will be disclosed only in the following circumstances:

- i. The person agrees to be identified
- ii. Identification is necessary to allow IndiaCast Media or law enforcement officials to investigate or respond effectively
- iii. Identification is required by law

11. Protection of whistle blowers

- If a person raises a concern under this Policy, he or she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance
- He/she will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the whistle blower's right to continue to perform his/her duties/functions including making further protected disclosure, as a result of reporting under this Policy
- The protection is available provided that:
 - i. The communication/ disclosure is made in good faith;
 - ii. He/she reasonably believes that information, and any allegations contained in it, are substantially true; and
 - iii. He/she is not acting for personal gain

12. False complaints

- Making frivolous or bogus complaints through whistle blower channels is strictly prohibited and not acceptable by the Company
- A person making complaints with wrong intentions and subsequently found to be false, will be subject to strict disciplinary actions
- It may also lead to suspension or termination of services or employment contract

13. Accountability

- This policy may be modified by the Company unilaterally, at any point of time
- Modification may, amongst other reasons, be necessary to ensure compliance with local, state, central and international laws or to accommodate organizational changes within the Company

14. Document Retention

- Company shall maintain appropriate documents for all the complaints received through whistle blowing mechanism and the action taken against them
- Reports will be prepared for all complaints received noting the type of complaint, channel used, action taken, etc.
- All such documents and reports will be retained by the Company for a period of 8 years