



DIGICONTENT LIMITED
(formerly HT Digital Ventures Limited)

WHISTLE BLOWER POLICY

1.0 PREFACE

- 1.1 Digicontent Limited (“**the Company**”) has adopted a ‘Code of Conduct’ (**‘the Code’**) which lays down the principles of conduct of business in an ethical and transparent manner, for balanced care of all stakeholders. Any actual or suspected violation of the Code would be a matter of concern for the Company.
- 1.2 The Whistle Blower Policy (“**the Policy**”) is intended to provide opportunity to Directors/Employees/Stakeholders of the Company to report concerns about unethical behavior, actual or suspected fraud by any Director and/or Employee of the Company or any violation of the Code.
- 1.3 The Policy has been framed and adopted in compliance of Section 177 of the Companies Act, 2013 & rules made there under (“**the Act**”) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).
- 1.4 The Policy has been adopted by the Board of Directors on 18th April, 2019.

2.0 OBJECTIVE

- 2.1 Any Director or Employee or Stakeholder of the Company may report concerns about unethical behavior, actual or suspected fraud or violation of the Code, in terms of the Policy.

3.0 APPLICABILITY

- 3.1 The Policy is applicable to:
- a) members of the Board of Directors of the Company “**Directors**”;
 - b) all employees of the Company whether permanent or temporary; and
 - c) other Stakeholders of the Company;

to mean that they are eligible to make Complaints under the policy.

4.0 DEFINITIONS

- 4.1 **Audit Committee** means the Audit Committee constituted by the Board of Directors of the Company.
- 4.2 **Code** means the ‘Code of Conduct’ adopted at the Board Meeting held on 18th April, 2019, or any amendment thereto.
- 4.3 **Complaint** means any written communication made in good faith by Whistleblower that discloses or demonstrates information that may indicate evidence towards unethical

behavior, actual or suspected fraud or violation of the Code by any Director or Employee of the Company;

- 4.4 **Offender** means Director/Employee of the Company who is the subject of Complaint.
- 4.5 **Ombudsperson** means such person as may be designated by the management for the purpose of processing and investigating (to the extent indicated in the Policy) into the complaints received under this policy.
- 4.6 **Stakeholders** include customers, vendors, suppliers, contractors, service providers of the Company.
- 4.7 **Unpublished Price Sensitive Information or UPSI** means 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 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; and
 - vi) Any other information as may be prescribed under SEBI (Prohibition of Insider Trading Regulations) (as amended from time to time)
- 4.8 **Whistleblower** means any person reporting concerns about unethical behavior, actual or suspected fraud/ leak of UPSI or violation of the Code by any Director/Employee of the Company.

In the Policy, words importing the masculine shall include feminine and words importing singular shall include the plural or *vice-versa*.

5.0 REPORTING OF COMPLAINT

Whistleblower shall report Complaint, in the manner hereinafter provided:

5.1 PROCESS

- a) Any Complaint concerning Director(s) and/or employees at the level of Leadership Team (LT) shall be forwarded to the Chairman of Audit Committee for investigation. Presently, the Chairman of Audit Committee is Shri Vivek Mehra, and his contact details are as under:
- Shri Vivek Mehra
Chairman, Audit Committee
B- 314, New Friends Colony
New Delhi 110025
Phone: +91 11 4659 7114
E-mail: vivekmehra@vm-mindshare.com

- b) Any Complaint concerning employees below the level mentioned in para 5.1(a) above, shall be forwarded to the Ombudsperson for investigation. Presently, the Ombudsperson is Head-HR and contact details are as under:

Ms. Alpana Sagar
Ombudsperson – Whistle Blower Policy
Digicontent Limited
Hindustan Times House (2nd Floor)
18-20, Kasturba Gandhi Marg
New Delhi - 110 001

Phone: +91 11 6656 1516
E-mail: alpana.sagar@htdigital.in

However, Whistleblower can directly access to the Chairman of Audit Committee in exceptional cases.

- 5.2 Any change in the contact details of Chairman of Audit Committee and Ombudsperson mentioned above, shall be notified by hosting the particulars on the website of the Company. It is clarified that no Board approval is required for change in the Policy, arising out of fresh appointment to the office of Chairman of Audit Committee/Ombudsperson and contact details thereof.
- 5.3 Whistle Blower shall lodge Complaint as soon as possible after occurrence of the incident either verbally or in writing, and in any case, not later than 15 days from the date of occurrence of the incident. Whistle Blower must put his name to allegations. Anonymous complaints will not be investigated.
- 5.4 As far as possible, Complaint should be accompanied by credible and relevant material, details, evidence etc. concerning the incident. In case of a verbal complaint, Chairman of the Audit Committee/Ombudsperson shall cause the complaint to be reduced into writing and signed by the Whistle Blower.
- 5.5 Identity of the Whistleblower will be kept confidential. Nevertheless, Chairman of Audit Committee/Ombudsperson and/or Investigators, if they deem fit for the purpose of fair investigation of the Complaint and/or to meet the requirement of law in the said behalf, may disclose the identity of Whistleblower.
- 5.6 Chairman of Audit Committee/Ombudsperson shall initiate action on Complaint only if:
- the alleged action of the Offender constitutes unethical behavior, fraud and leak of UPSI (actual or suspected) or violation of the Code; and
 - the Complaint is supported by credible and related facts, information or data, as the case may be.
- 5.7 Where Chairman of Audit Committee has received any complaint under clause 5.1(a) above, he shall conduct enquiry proceedings in relation to the complaint in such manner as he may deem fit. For this purpose, he may appoint investigator(s), who shall invariably be at a level higher than the Offender, who shall submit his report to Chairman of Audit Committee.

- 5.8 Where the Ombudsman has received any complaint under clause 5.1(b) above, he shall conduct enquiry proceedings in relation to the complaint in such manner as he may deem fit. For this purpose, he may appoint investigator(s), who shall invariably be an Employee of the Company at a level higher than the Offender but not below the level of General Manager.
- 5.9 During the investigation proceedings, the Whistleblower and Offender shall be given reasonable opportunity to explain their conduct. They shall extend full co-operation in the investigation proceedings, including but not limited to prompt reply to the question(s) of the Chairman of Audit Committee or Ombudsperson (including Investigator appointed by them), not withholding or tampering with evidence, attempting to undue influence/coerce witnesses.
- 5.10 Whenever and wherever required, Chairman of Audit Committee/Ombudsperson may seek feedback and evidence from such other person, as he may deem fit.
- 5.11 If initial enquiries by the Chairperson of Audit Committee or Ombudsman, as the case may be, suggests that the Complainant has no basis, or it is not a matter to be investigated pursued under the Policy, it may be dismissed at that stage itself and the decision is documented.
- 5.12 Upon completion of the enquiry proceedings, Chairman of Audit Committee shall submit his written report to the Board of Directors where the Offender is a Director and to the management in other cases, for suitable action. The Board of Directors/management may, in its discretion either accept the recommendation in the report or annul or partly/fully modify the same. Similarly, the Ombudsperson shall submit his report to the management and the management may, in its discretion either accept the recommendation in the report or annul or partly/fully modify the same.
- 5.13 If as a result of enquiry, Complaint is found to be false, the Whistle Blower shall be subject to disciplinary action as may be recommended by Chairman of Audit Committee/Ombudsperson and accepted by the management.
- 5.14 Investigation proceedings under the Policy shall be completed as soon as possible, and in any case, within 30 days of receipt of written complaint by Chairman of Audit Committee/Ombudsperson.

6.0 INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI

- 6.1 The procedure of reporting and dealing with Complaints as mentioned in para 5.0 above, will be followed ipso- facto in case of Complaint regarding leak or suspected leak of UPSI.
- 6.2 Chairman of the Audit Committee and Ombudsperson may, *suo-moto* inquire/ investigate instances of leak or suspected leak of UPSI, upon receipt of any information in this regard.
- 6.3 Chairman of the Audit Committee/ Ombudsperson, as the case may be, shall submit a report to the Board of Directors on information/complaints received in connection with leak or suspected leak of UPSI, together with the inquiries and results of such inquiries, if any.
- 6.4 The Company shall promptly inform SEBI of such leaks, inquiries and results of such inquiries.

7.0 MISCELLANEOUS

- 7.1 The Policy is an additional mechanism for the Whistleblower to initiate/raise Compliant. Any other Company practices, policies and procedures prescribed/ available for these matters shall continue to apply. There will be adequate safeguards against victimization of Whistle Blower.
- 7.2 Any complaint falling within the purview of “*Policy on Prevention of Sexual Harassment of Women at Workplace*” will be out of the scope of the Policy and should be directed for submission to the concerned Internal Complaints Committee of the Company formed for this purpose.
- 7.3 Any matter relating to the terms & conditions of employment, shall be dealt with by the concerned HR personnel only.
- 7.4 The interpretation of Chief Financial Officer and Company Secretary on any provision of the Policy shall be final.
- 7.5 The Whistleblower, Offender, Investigator and every person involved in the process, shall maintain secrecy and confidentiality of the matter.
- 7.6 All documents and results of investigation relating thereto, shall be retained by the Company for a minimum period of seven years.

8.0 AUDIT COMMITTEE

- 8.1 Audit Committee shall oversee the Vigil Mechanism.
- 8.2 In case one or more member(s) of Audit Committee have a conflict of interest in a particular case, such member(s) shall recuse himself/themselves from the case and the other members of Committee shall deal with the matter.

9.0 REPORTING

- 9.1 A periodic report on number of complaints received under the Policy and their outcome shall be placed before the Chairman of Audit Committee.

10.0 COMMUNICATION

- 10.1 The Policy shall be suitably communicated to the employees covered under the Policy and directors of the Company and shall also be put on the website of the Company i.e. www.digicontent.co.in.

11.0 IMPROVEMENTS

- 11.1 The Policy is intended to be a living document. Suggestions for improving the Policy may be sent to the Company Secretary.

12.0 AMENDMENT

- 12.1 The Company reserves its right to amend the Policy without assigning any reason whatsoever. Any amendment to the Policy shall be approved by the Board of Directors of the Company and hosted on the website of the Company. In case any provisions of the Policy are contrary to or inconsistent with the provisions of the Act and SEBI LODR (“Statutory Provisions”), the provisions of Statutory Provisions shall prevail.