



Digicontent Limited

WHISTLE BLOWER POLICY

Version	Date of approval by the Board	Effective date
V-1.0	16-04-2019	16-04-2019
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1.0 PREFACE

- 1.1 Digicent Limited (“DCL”) has adopted a ‘Code of Conduct’ (**‘the Code’**), which lays down the principles governing the expected conduct and behaviour of Covered Persons (as defined therein) while discharging their functions and duties for the Company. Any actual or suspected violation of the Code would be a matter of concern for the Company. Any violation of the Code may be reported in the manner outlined in this Policy.
- 1.2 This policy titled ‘Whistle Blower Policy’ (**‘Policy’**) has been adopted by the Board of Directors of the Company on 14th January, 2021 in supersession of all earlier version(s), and has come into force with immediate effect.
- 1.3 The Policy complies with the requirement of the Companies Act, 2013 (**‘Act’**) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI LODR’**) to establish a vigil mechanism for directors and employees to report genuine concerns.

2.0 OBJECTIVE

- 2.1 The Policy is intended to provide opportunity to report concerns about violation(s) of the Code by any person referred to in para 3.2 below, via the mechanism provided in the Policy.

3.0 APPLICABILITY

- 3.1 A Complaint under the Policy can be made by any person who is aware of any actual or suspected violation of the Code.
- 3.2 A Complaint under the Policy can be made against any Director and/or employee (whether on-roll or off-roll), consultant, retainer, trainee/intern, agent, sales representative etc. of the Company, subsidiary(ies), and affiliate companies.

4.0 DEFINITIONS

- 4.1 **Audit Committee** means the Audit Committee constituted by the Board of Directors.
- 4.2 **Code** means the ‘Code of Conduct’ approved by the Board of Directors, and in force.
- 4.3 **Complaint** means any written communication by Whistleblower that discloses or demonstrates credible information, material, evidence etc. which reports actual or suspected violation of the Code, via the mechanism provided in the Policy.
- 4.4 **Subject** means the person who is the subject of Complaint.
- 4.5 **Ombudsperson** means the person designated as such by CEO, to receive Complaint in terms of the Policy, and supervise investigation of the Complaint in the manner outlined under the Policy.
- 4.6 **Whistleblower** means any person who lodges Complaint under the Policy.

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



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5.0 REPORTING OF COMPLAINT

- 5.1 Whistleblower shall report Complaint in the manner hereinafter provided.
- 5.2 Whistleblower shall document the complaint in the suggested format appearing in Appendix – III, and forward the same in the following manner:
- via dedicated e-mail id.: wb@htdigital.in
 - via post addressed to the Ombudsperson (*details mentioned in Appendix – I*)
 - such other mode available from time to time

However, in exceptional cases, Whistleblower may directly approach Chairman of Audit Committee (*details mentioned in Appendix – I*).

- 5.3 Complaint shall be lodged as soon as possible after occurrence of the incident, and not later than 90 days from the date of occurrence of the incident. In case a Complaint is received after 90 days, the same shall be taken up for investigation only if Ombudsperson/Chairman of Audit Committee forms the view that there is *prima-facie* substance in the Complaint.
- 5.4 As far as possible, Complaint should be accompanied by credible and relevant material, details, evidence etc. concerning the case.
- 5.5 Whistleblower is encouraged to put his name to the allegations. 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 identity of the Whistleblower.
- 5.6 Where Subject of any Complaint is a Director and/or direct reportee of Group CEO of HT Media Limited, Ombudsperson shall, along with Group General Counsel and CHRO of HT Media Limited conduct investigation under the guidance and supervision of Chairman of Audit Committee.
- 5.7 Where Subject of any Complaint is a person below the level mentioned in para 5.6 above, the investigation will be supervised by Ombudsperson.
- 5.8 Where a complaint is under consideration of the Chairman of Audit Committee, he will conduct enquiry proceedings in relation to the Complaint, in such manner as he may deem fit. For this purpose, he may appoint independent expert/outside investigator(s), if required.
- 5.9 Where a complaint is under the consideration of the Ombudsperson, he will conduct enquiry proceedings in relation to the Complaint through the Code of Conduct Committee (CoC Committee) constituted by the Ombudsperson. The present composition of CoC Committee is given in Appendix–II.



- 5.10 Chairman of Audit Committee/Ombudsperson shall initiate action on Complaint only if:
- the alleged action of the Subject *prima-facie* constitutes violation of the Code; and
 - Complaint is supported by credible and related facts, information or data, as the case may be.

- 5.11 Any change in the Chairman of Audit Committee or Ombudsperson or CoC Committee or their contact details given in *Appendix – I & II*, respectively, shall be notified by hosting the revised particulars on the Company's internal employee portal, and simultaneous updation of the respective Appendix.

It is clarified that no Board approval is required for amendment of the Policy to effectuate the above changes(s).

- 5.12 During investigation proceedings, both Whistleblower and Subject shall be given reasonable opportunity of being heard. Likewise, they shall extend full co-operation in the investigation proceedings, including but not limited to, furnishing prompt reply to the query(ies) of the Chairman of Audit Committee or Ombudsperson or CoC Committee or any other investigation agency, as the case may be, not withholding or tampering with evidence, attempting to undue influence/coerce witnesses etc.
- 5.13 During investigation proceedings necessary assistance, feedback and evidence may be sought from person(s) as may be required.
- 5.14 If upon initial enquiry, Chairman of Audit Committee/Ombudsperson forms a view that the Complaint is not a matter to be investigated under the Policy or is not substantiated by facts/figures, the same may be forwarded to the appropriate forum or dismissed at that stage itself, and the decision in this regard shall be documented.
- 5.15 Upon completion of enquiry proceedings, Ombudsperson shall submit his written report on behalf of the Chairman of Audit Committee to the Board of Directors, where the Subject is a Director or direct reportee of Group CEO of HT Media Limited, and in other cases to CHRO of HT Media Limited, for appropriate action. The Board of Directors/CHRO of HT Media Limited may, in their discretion either accept the recommendation in the report or annul or partly/fully modify the same.
- 5.16 In case of investigation of a matter related to leak of unpublished price sensitive information (suspected or actual), Compliance Officer shall inform the prescribed authority, the particulars of such leak of information, inquiry and results thereof.
- 5.17 Investigation proceedings under the Policy shall be completed as soon as possible, and within 60 days of receipt of the Complaint. In exceptional cases, this period may be extended with prior approval of Ombudsperson and Chairman of Audit Committee, as the case may be.

6.0 MISCELLANEOUS

- 6.1 If as a result of enquiry, Chairman of Audit Committee/Ombudsperson as the case may be, forms the view that the Complaint is false and/or lodged with *mala-fide* intent, Whistleblower may be subject to appropriate disciplinary action as recommended by them and accepted by CHRO of HT Media Limited.



- 6.2 Under no circumstances, Whistleblower shall be subject to any action by the Company and/or its officers that may be construed as victimization, having taken recourse to the Policy. Any violation of this protection will attract appropriate disciplinary action against the concerned person. It is clarified that this protection will not be available if recourse to the Policy is taken with *mala-fide* intention.
- 6.3 Any personal grievance or concern relating to terms & conditions of employment shall be outside the purview of this Policy and will be appropriately dealt with by HR function.
- 6.4 The interpretation of CHRO of HT Media Limited on any provision of the Policy shall be final.
- 6.5 Whistleblower, Subject, Investigator(s) and every other person involved in the investigation process shall maintain secrecy and confidentiality of the case, subject however to para 5.5 above.
- 6.6 All documents and results of investigation relating thereto, shall be retained by CHRO of HT Media Limited for a minimum period of eight years.
- 6.7 Audit Committee shall oversee the Policy (vigil mechanism) in compliance of the provisions of Section 177 of the Companies Act, 2013.

7.0 REPORTING

- 7.1 A quarterly report on Complaints received under the Policy, and outcome of investigation shall be placed before the Audit Committee.

8.0 COMMUNICATION

- 8.1 The Policy shall be suitably communicated to those who are covered under the same, and shall also be put on the website of the Company i.e. www.digicontent.co.in, and on Company's internal employee portal.

9.0 IMPROVEMENTS

- 9.1 The Policy is intended to be a living document. Suggestions for improving the Policy may be sent to CHRO of HT Media Limited.

10.0 AMENDMENT

- 10.1 The Company reserves the right to amend the Policy without assigning any reason therefor. Any amendment to the Policy shall be approved by the Board of Directors and hosted on the website of the Company. In case provisions of the Policy are contrary to or inconsistent with the provisions of the Act and SEBI LODR, the provisions of the Act or SEBI LODR, as the case may be, shall prevail.



APPENDIX – I

Chairman of Audit Committee:

Mr. Vivek Mehra
Chairman, Audit Committee of Digicontent Limited
Digicontent Limited
Hindustan Times House (2nd Floor)
18-20, Kasturba Gandhi Marg
New Delhi - 110 001

E-mail: vivekmehra@vm-mindshare.com

Ombudsperson:

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

E-mail: alpana.sagar@htdigital.in



APPENDIX – II

Code of Conduct Committee:

Code of Conduct (CoC) Committee shall be a cross-functional committee, represented by HR, Finance, Legal, Internal Audit and Secretarial functions, and any other function as Ombudsperson may deem fit.

Present composition of the CoC Committee is as under:

1. Mr. Prasad Sanyal, Chief Content Officer, HTDS – *Lead Member*
2. Mr. Ajay Nair, CFO, DCL – *Member*
3. Mr. Rajesh Handa, Head – Internal Audit, IITML – *Member*
4. Mr. Sachin Kalra, Deputy General Counsel, HTML – *Member*
5. Mr. Vikas Prakash, CS, DCL – *Member*



APPENDIX – III

Suggested form for lodging complaint under Whistle Blower Policy



Digicontent Limited

In terms of the Whistle Blower Policy of the Company, I have to lodge a complaint as per following details:

Nature of complaint

Please select the relevant governing principle(s) of the Code of Conduct for violation of which the complaint is being lodged (you may select more than one item):

Sl. No.	Governing principle of the Code of Conduct	Please put tick (✓)
1.	Honesty, integrity & ethical conduct	
2.	Health & safety	
3.	Conflict of Interest:	
a)	Outside employment	
b)	Outside Directorship	
c)	Outside Investment	
d)	Transaction with Relative	
4.	Equal opportunity & anti-harassment	
5.	Compliance of applicable laws and Company's policies	
6.	Prohibition of insider trading and protection of confidential information	
7.	Fraudulent conduct	
8.	Safeguard of Company's assets and Intellectual Property	
9.	Anti-bribery, anti-corruption, gifts & entertainment	
10.	Disclosure of Company's information to public, press or media	

Name, designation and department of person(s) involved:

<u>Name & Designation</u>	<u>Function & Location</u>

Description of the complaint (please give complete details including financial implication, if any, relevant documents, evidences, etc.)



Declaration:

I confirm that contents of the above complaint are true to my knowledge and belief. Further, I shall make myself available for investigation in the matter.

Signature:

Name of the Person reporting:

Employee Id. (if applicable):

Email Id:

Mobile no.:

Date:

Place:

List of enclosure(s):

1.

2.

3.

4.

