

VIGIL MECHANISM

Preface

New Delhi Television Limited (Company) operates in complete accordance with applicable laws, rules and regulations, and the highest standards of business ethics. The Company acts internally and with external partners and associates with fairness and transparency; it works to meet the highest standards of professionalism, honesty, integrity and ethics. This mechanism seeks to prevent malpractices, to investigate and resolve complaints, take appropriate action to safeguard the interests of the Company and to ensure that any person making a complaint (referred to as "a whistleblower") is protected; at the same time, it guards against frivolous, baseless or malicious complaints.

The Company shall oversee the vigil mechanism through its Audit Committee, and if any of the members of the Committee have a conflict of interest in a given case, they must recuse themselves and allow the others on the Committee to handle the issue.

Scope of Vigil Mechanism

- To act as a key constituent of the Company's compliance and integrity policies.
- It is not a substitute for other arrangements and procedures that govern and further transparency and ethics.
- Seeks to ensure that anyone who is aware (Director or employee of the company) of a breach of Company policies and procedures, suspected or actual fraud and embezzlement, illegal, unethical behaviour or violation of the Company's code of conduct feels free to bring this to the attention of appropriate personnel in the Company without fear of victimization, harassment or retaliation.

Applicability

This Mechanism applies to the following:

- All Directors of the Company and its subsidiaries;
- All employees and ex-employees and their representative bodies
- All business associates of the Company.

Compliance with Laws, Rules and Regulations

Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provide for all listed companies to establish a 'Vigil Mechanism' to enable Directors and employees to report to the Management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

This Vigil Mechanism must provide adequate safeguards against victimization of persons who use such mechanisms and also ensure direct access to the Ethics Committee or Chairperson of the Audit Committee in appropriate or exceptional cases.

Definitions

1. “**Act**” means the Companies Act, 2013 r/w relevant rules as amended from time to time;
2. “**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013;
3. “**Board**” means the Board of Directors of the Company;
4. “**Company**” means New Delhi Television Limited.
5. “**Disciplinary Action**” means any action that can be taken on the completion of / during the investigation proceedings as per the policy on disciplinary action, or any action deemed appropriate based on the gravity of the matter.
6. “**Directors**” means all directors of the Company including directors of its subsidiaries and associates.
7. “**Employee**” means every employee on the permanent or temporary rolls of the Company and ex-employees including its subsidiaries and associates (whether working

- in India or abroad) and any representative bodies. The policy also covers those working on contract with the Company.
8. **“Ethics Committee”** means a Committee constituted by the Company under the “Policy for Disciplinary Action” adopted by the Company.
 9. **“Fraud”** in relation to affairs of the Company includes any act, omission, concealment of any fact or abuse of position committed by any person with the intent to deceive, to gain undue advantage from, or to injure the interests of the Company or its shareholders or its creditors or any other person, whether or not there is any **wrongful gain or wrongful loss**.
 10. **“Investigation Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made, or evidence gathered, during the course of an investigation.
 11. **“Policy”** means The Vigil Mechanism/Whistle Blower Policy.
 12. **“Protected Disclosure”** means any communication made in good faith by the whistle blower that discloses or demonstrates information that may indicate evidence towards unethical or improper activity.
 13. **“Protected Disclosure Form”** is a form by which a submission is made to the Company regarding this Policy and is available on the Company’s website.
 14. **“Whistle Blower”** means a person making a Protected Disclosure under this Policy. Whistle Blower or complainant could be Director(s)/employee/ex-employee including their representative bodies /business associate whether at the Senior Management level or at lower level.
 15. **“Wrongful Gain”** means the gain by unlawful means of property to which the person gaining is not legally entitled.
 16. **“Wrongful Loss”** means the loss by unlawful means of property to which the person impacted is legally entitled.

Disclosure

The information on suspected wrongful conduct should be such information which is intended to cover serious concerns that could have a large impact on the Company, including actions such as:

- a) Abuse of authority;
- b) Breach of contract;
- c) Negligence causing substantial and specific danger to public health and safety;
- d) Manipulation of company data/records;
- e) Financial irregularities, including fraud, or suspected fraud;
- f) Criminal offence;
- g) Pilfering of confidential/propriety information;
- h) Deliberate violation of law/regulation;
- i) Wastage/misappropriation of company funds/assets;
- j) Breach of employee Code of Conduct or Rules;
- k) Any other unethical, biased, favoured, imprudent event;
- l) Grave improper conduct, including any kind of harassment (sexual or otherwise);

The above list is only illustrative and not exhaustive.

This Policy should not be used in place of the Company's grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

Investigation

- Whistle Blower can make Protected Disclosure to the "Ethics Committee" as soon as possible after becoming aware of the suspected or actual fraud or embezzlement, illegal, unethical behaviour or violation of company's Code of Conduct or ethics policy, etc.
- Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.

- If initial enquiries by the Ethics Committee indicate that the concern has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at this stage and the basis for such dismissal shall be recorded
- Where initial enquiries indicate that further investigation is necessary, necessary action will be carried out by the Ethics Committee. .

Documentation and Reporting

1. A written report of the findings would be made by the Ethics Committee. The record will include:
 - a) Facts of the matter;
 - b) Whether the Protected Disclosure was raised previously by anyone or not, and if made, the outcome thereof;
 - c) Whether any Protected Disclosure was raised previously against the same Investigation Subject;
 - d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
 - e) Findings of the Ethics Committee;
 - f) Impact Analysis (if applicable).
 - g) The recommendations of the Ethics Committee on disciplinary/other action/(s).
 - h) The timeline for final decision of investigation (Maximum 15 days).
2. Based on the final report, the Ethics Committee may: :
 - i) In case the Protected Disclosure is proved, take such Disciplinary Action as it may think fit, including initiating disciplinary proceedings outlined under the relevant policy adopted by the Company, and take preventive measures to avoid reoccurrence of the matter;

ii) In case the Protected Disclosure is not proved, extinguish the matter and take note of the same;

Or

Depending upon the seriousness of the matter, the Ethics Committee may refer the matter to the Audit Committee with proposed disciplinary action/counter-measures. In case the Audit Committee thinks the matter merits escalation, it can place the matter before the Board with its recommendations. The Board may then decide the matter as it deems fit.

3. In case of repeated frivolous complaints being filed by a Director or an employee, the Audit Committee may take suitable action against the concerned Director or employee.
4. In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, he/she can make a direct appeal to the Chairperson of the Audit Committee. Mr. Kaushik Dutta, Non-Executive Independent Director, is the Chairperson of the Audit Committee of the Company.

Protection

1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.
2. Complete protection will be given to the Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosures.

3. As a matter of general deterrence, the Company shall publicly inform employees of the penalties imposed and action taken against any person from misconduct arising from retaliation.
4. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.
5. The Company will take steps to remove difficulties, if any, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
6. The identity of the Whistle Blower shall be kept confidential.
7. Any other Employee assisting in the said investigation or furnishing evidence shall be protected to the same extent as the Whistle Blower.
8. The Independent Directors shall ascertain and ensure that the company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses this are not prejudicially affected on account of such use.

Secrecy and Confidentiality

The Whistle Blower, the Investigation Subject, the Ethics Committee and everyone involved in the process shall:

- ✓ maintain complete confidentiality about the matter;
- ✓ not discuss the matter in any informal/social gatherings/meetings;
- ✓ discuss the case only to the extent necessary or with the persons required to complete the process and investigations;
- ✓ not keep papers unattended anywhere at any time; and
- ✓ keep electronic mails/files under password.

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

Reporting

A quarterly report with the number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.

Amendment

The Company reserves the right to amend or modify this Policy in whole or in part at any point of time. Any amendment to the Policy shall take effect from the date when it is approved by the Audit Committee of the Company and posted on the Company website.

NEW DELHI TELEVISION LIMITED

Protected Disclosure Form
(THE DULY FILLED IN FORM MAY BE SENT VIA MAIL TO THE ETHICS
COMMITTEE AT disciplinary@ndtv.com)

Name of the Whistle Blower:

Designation

Department / Division:

HOD:

Location:

Contact Number:

E-mail:

Correspondence address:

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I hereby declare that the accompanying statements and supporting documentation (if any) is true and correct to the best of my knowledge and in complete good faith.

Date : _____

Signature of the Whistle Blower

NEW DELHI TELEVISION LIMITED

Name of the Investigation Subject:
Designation:
Department/ Division:
Location:

In case of Multiple Subjects

Name of the 2nd Investigation
Subject: Designation:
Department/ Division:
Location:

Name of the 3rd Investigation Subject:
Designation:
Department/ Division:
Location:
(If the space provided is not sufficient, attach a separate sheet)

Nature of “Code of Conduct” Violation:

Sequence of events (please provide Date/ Time/ Place):

Source of Information:

Role of the Subject(s):

Other Individuals involved:

Perceived Outcome of the Violation:

Any Other information that you may like to provide:

List of Attachments:

1. 2.