

B.A.G. FILMS AND MEDIA LIMITED WHISTLE BLOWER POLICY

PREFACE

B.A.G. Films and Media Limited (“the Company”) is committed to conducting its business in accordance with applicable law, rules and regulations and principles of good corporate governance and the highest standard of business ethics and to full and accurate disclosures which is relied by its shareholders, the financial markets and other stakeholders. 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 behavior.

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects directors and employees wishing to raise a concern about serious irregularities within the Company. The Policy neither releases directors and employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation. Company shall oversee the vigil mechanism through Audit committee and if any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.

Section 177 (9) and (10) of the Companies Act, 2013 and amended read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 as amended and revised clause 49 of the Listing Agreement (w.e.f. 1st October, 2014) between listed companies and the Stock Exchanges which inter-alia provides for meeting a mandatory requirement to establish a mechanism called 'Whistle Blower Policy' for directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the employment rules, working of the Company or ethics policy, genuine concerns and grievances. Accordingly a mechanism called 'Vigil Mechanism' (“Whistle Blower Policy”) is formulated with a view to provide a mechanism for all the directors and employees to report to the Chairperson of Audit Committee instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or other policy.

Every director and employee of the Company shall promptly report to the management any actual or possible violation of the employment rules or an event he/she becomes aware of, which could affect the business or reputation of his/her or the Company. Such a vigil mechanism (“Whistle Blower Policy”) shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

POLICY

This vigil mechanism (Whistle Blower Policy) ("the Policy") is for directors, employees as defined herein after.

The Policy has been drawn up so that the Directors and Employees can be confident about raising a concern. This Policy allows for disclosure by directors and employees of such matters internally, without fear of reprisal, discrimination or adverse employment consequences, and also permits the Company to address such disclosures or complaints by taking appropriate action, including but not limited to, disciplining or terminating the employment and/or services of those responsible.

DEFINITION

(1) In these Policy, unless the context otherwise requires,-

- (i) "**Act**" means the Companies Act, 2013 (18 of 2013);
- (ii) "**Audit Committee**" means a Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013 and revised clause 49 of the Listing Agreement;
- (iii) "**Board**" means Board of Directors of the Company;
- (iv) "**Director**" means a Director on the Board of the Company including Directors of subsidiaries;
- (v) "**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;
- (vi) "**Employee**" means every employee on the permanent or temporary rolls of the Company and ex-employees including its subsidiaries (whether working in India or abroad) and includes their representative bodies.
- (vii) "**Fraud**" in relation to affairs of a Company or anybody corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with 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;

- (viii) **“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.
- (ix) **“Ombudsperson”** will be a person, who will be authorized for receiving/oversee all complaints under this Policy and ensuring appropriate action. The Audit Committee shall have the authority to appoint or change the Ombudsperson from time to time.
- (x) **“Policy”** means The Vigil Mechanism/Whistle Blower Policy.
- (xi) **“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.
- (xii) **“Protected Disclosure Form”** is a form by which a submission is made to the Company regarding this Policy attached with this Policy as Annexure-A;
- (xiii) **“Subject”** means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation;
- (xiv) **“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;
- (xv) **“Wrongful Gain”** means the gain by unlawful means of property to which the person gaining is not legally entitled;
- (xvi) **“Whistle Officer”** or **“Committee”** means an officer or Committee of person who is nominated/appointed to conduct detailed investigation.

ELIGIBILITY

All directors and employees of the Company are eligible to make protected disclosures under the Policy in relation to matters concerning the Company.

THE GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

1. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
2. Treat victimization as a serious matter including initiating disciplinary action on such person/(s);

3. Ensure complete confidentiality.
4. Not attempt to conceal evidence of the Protected Disclosure;
5. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
6. Provide an opportunity of being heard to the persons involved especially to the Subject;

COVERAGE OF POLICY

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of employee Code of Conduct/Ethics Policy or Rules
11. Any other unethical, biased, favoured, imprudent event

The above list is only illustrative and should not be considered as exhaustive.

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

INVESTIGATION

1. Whistle Blower can make Protected Disclosure to Ombudsperson, as soon as possible after becoming aware of the suspected or actual frauds and embezzlement, illegal, unethical behavior or violation of company's code of conduct or ethics etc.
2. Whistle Blower must put his/her name to allegations. Concerns expressed anonymously will not be investigated.
3. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the basis for such dismiss will be recorded and such decision will be documented.

4. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose.

MANNER IN WHICH CONCERN CAN BE RAISED

1. Employees can make Protected Disclosure to Ombudsperson, as soon as possible but not later than 30 consecutive days after becoming aware of the same.
2. Whistle Blower must put his/her name to allegations. Concerns expressed anonymously will not be investigated.
3. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
4. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
5. Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee unless required for the purpose of investigation.
6. The Ombudsperson/Whistle Officer/Committee shall:
 - i) Make a detailed written record of the Protected Disclosure. The record will include:
 - a) Facts of the matter;
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c) Whether any Protected Disclosure was raised previously against the same Subject;
 - d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
 - e) Findings of Ombudsperson/Whistle Officer/Committee;
 - f) The recommendations of the Ombudsperson/Whistle Officer/Committee on disciplinary/other action/(s).

- ii) The Whistle Officer/Committee shall finalise and submit the report to the Ombudsperson within 15 days of being nominated/appointed, unless more time is required under exceptional circumstances.
- 7. On submission of report, the Whistle Officer /Committee shall discuss the matter with Ombudsperson who shall either:
 - i) In case the Protected Disclosure is proved, accept the findings of the Whistle Officer /Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid re-occurrence of the matter;
 - ii) In case the Protected Disclosure is not proved, extinguish the matter;

Or

- ii) Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Committee of Directors with proposed disciplinary action/counter measures. The Committee of Directors, if thinks fit, may further refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.
- 8. 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 Chairman of the Audit Committee.

DISQUALIFICATIONS

- 1. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- 2. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a *mala fide* intention.
- 3. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide*, *frivolous* or *malicious* shall be liable to be prosecuted under Company's Code of Conduct.

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. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to 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 or the 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 Disclosure.
3. As a matter of general deterrence, the Company shall publicly inform employees of the penalties imposed and discipline of 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 to the extent possible and permitted under law.
7. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

SECRECY/CONFIDENTIALITY

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the 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. Confidentiality will be maintained to the extent

reasonably practicable depending on the requirements and nature of the investigation, as indicated above.

REPORTING

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

DOCUMENTATION AND RETENTION

The Company shall maintain documentation of all complaints or reports subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of five (5) years or such other period as specified by any other law in force, whichever is more.

MODIFICATION

This Policy shall be amended by the Board or Audit Committee of the Company in whole or in part, at any time without assigning any reason whatsoever. Any amendment to the Policy shall take effect from the date when it is approved by the Board or Audit Committee of the Company and hosted on the Company website.

This Policy and the amendments/addendum thereof shall form part of the employment and personnel policies of the Company.

Annexure -A

PROTECTED DISCLOSURE FORM:

Name of the Whistle Blower:

Designation

Department / Division:

Location:

Date of Joining/Appointment:

Contact Number: E-mail:

Correspondence address:

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.

Signature of the Whistle Blower

Date : _____