

# WHISTLE BLOWER POLICY/ VIGIL MECHANISM

## **SAREGAMA INDIA LIMITED**

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## 1. Preamble

The Board of Directors (“the Board”) of **Saregama India Limited** (“the Company”) had framed this Policy related to Whistle Blower/Vigil Mechanism. Pursuant to Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates every listed company and certain companies to constitute a Vigil Mechanism/ Whistle Blower Mechanism. Further, Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) provides for a mandatory requirement for all listed companies to establish a Vigil Mechanism/ Whistle Blower Mechanism for directors and employees to report concerns of unethical behavior, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy.

Regulation 9A (6), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**‘SEBI PIT Regulations’**) mandates that every listed company should have a whistleblower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.

## 2. Objective/Purpose

The Company’s Whistleblower Policy is an important element in detecting unethical, unlawful or improper practices, acts or activities as also corrupt, illegal or other undesirable conduct (more particularly defined hereunder as “Alleged Wrongful Conduct”). The Company strongly encourages you to speak up if you suspect or witness any matters of concern.

This policy further aims to provide a secure environment and to encourage employees of the Company to report Alleged Wrongful Conduct and to prohibit managerial personnel from taking any adverse personnel action against those employees who report such practices in good faith.

The purpose of this policy is to establish procedures for employees of the Company to report concerns regarding illegal or unethical behavior, accounting or auditing matters, and any other conduct that violates the Company's policies.

## 3. Definitions

“Act” means Companies Act, 2013

“Alleged Wrongful Conduct” means unlawful/ unethical/ improper practice/ act or activity may include, but is not limited to, any of the following:

- A violation of any law;
- Breach of contract;
- Manipulation of company data/records
- Pilferation of confidential/propriety information
- Wastage/misappropriation of company funds/assets
- Misuse or misappropriation of the Company’s assets;
- Incorrect financial reporting;
- A substantial and specific danger to health and safety;
- An abuse of authority.

- No manager, director, department head, or any other employee with authority to make or materially influence significant personnel decisions shall take or recommend an adverse personnel action against an employee in knowing retaliation for a disclosure of information, made in good faith, about an Alleged Wrongful Conduct.

**“Audit Committee or Committee”** Directors of the Company in accordance with Section 177 of the Companies Act, 2013.

**“Board”** means Board of Directors of the Company.

**“LODR/Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any subsequent amendments thereof.

**“Company”** means Saregama India Limited having its registered office at 33, Jessore Road, Dum Dum, Kolkata - 700028.

**“Complaint”** means an expression of an improper activity, made in writing by any Director or Employee of the Company in conformity with this Policy.

**“Employee”** means every permanent employee of the Company and its Directors.

**“Investigators”** mean persons authorised, appointed, consulted or approached by the Audit Committee for dealing with any matter covered by this Policy by the Company.

**“Protected Disclosure or Complaint”** means a written communication, whether by letter/ email/ or over telephone relating to unethical practice or behaviour or violation of code of conduct by employees/ Directors made in good faith by the Whistle Blower.

**“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

**“Whistle Blower”** means an Employee, a Director and a stakeholder making a Protected Disclosure under this Policy.

**“Whistle-Blower or complainant”** means any employee or director or any stakeholder by whatever name called (hereinafter referred to as “Whistle blower”), who in good faith raises genuine concern or reports evidence of activity by the company or its employee or director, If one is acting in good faith it does not matter if one is mistaken.

#### **4. Scope**

- a. This Policy is an extension of the Company’s Code of Conduct. This policy is applicable to all employees and Directors.
- b. The Whistle Blower’s role is to report instances of any irregularity, unethical practice and/or misconduct. They are not required or expected to act as investigators and determine the appropriate corrective or remedial action.
- c. The employees of the Company can also report instances of leak of Unpublished Price Sensitive Information (UPSI) under the mechanism provided in the Policy.

- d. Protected Disclosure will be appropriately dealt with by the Audit Committee or such other authority as the Audit Committee may decide.
- e. The Policy aims to cover malpractices and events which have taken place/suspected to take place. These concerns may be about an act or omission that:
  - are of unethical behavior
  - are about actual or suspected fraud or violation
  - are about violation of the company's code of conduct or ethics policy
  - may lead to incorrect financial reporting
  - are not in line with applicable company policy
  - are unlawful or
  - otherwise amount to serious improper conduct
  - safeguard/mitigate the possible risks and concerns

#### **5. Eligibility**

All Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

#### **6. Guiding Principle**

To ensure that this Policy is adhered to, and to assure that genuine concerns of any Employee are acted upon seriously, the Company will:

- a) Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so ;
- b) Ensure complete confidentiality ;
- c) Take disciplinary action, if any one destroys or conceals evidence about the Protected Disclosure made / to be made ;
- d) Provide an opportunity of being heard to the persons involved, especially to the Subject;
- e) Make endeavor to ensure that Reported Disclosures are made in good faith;

#### **7. Safeguards/Protection**

The Company will take all necessary measures to protect whistleblowers from retaliation or harassment as a result of reporting a concern.

#### **Harassment or victimisation:**

Harassment or victimisation of the complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee.

**Confidentiality:**

Every effort will be made to protect the complainant's identity, subject to legal constraints.

**Anonymous allegations:**

Anonymous/pseudonymous complaints shall not be entertained, however the identity of the Whistle Blower shall be protect protected. Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified.

**Malicious allegations:**

Malicious allegations by any whistle blower may result in disciplinary action.

**8. Disqualification from Protection**

- a. It will be ensured that genuine Whistle Blowers are given complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action.
- b. 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.
- c. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide or malicious or Whistle Blowers who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. They may also face such other disciplinary action as may be decided by the Audit Committee.

**9. Procedure**

- a. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation and sent in a sealed cover to the Company Secretary's office or email to [sil.whistleblower@rpsg.in](mailto:sil.whistleblower@rpsg.in).
- b. If a protected disclosure is received by any executive of the Company, the same should be forwarded to the Company Secretary's office marked for the attention of the Chairman of the Audit Committee.
- c. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or Bengali.
- d. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower with his / her designation, place of posting, residential address and contact phone number. The covering letter will be detached before the Protected Disclosure is forwarded to any investigator.
- e. Protected Disclosures 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 of the concern.

- f. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures are not favoured as it would not be possible to interview the Whistleblowers. However, when an anonymous Whistleblower provides specific and credible information that supports the complaint, such as alleged perpetrators, location and type of incident, names of other personnel aware of the issue, specific evidence, amounts involved etc. while choosing to maintain anonymity, then there are often sufficient grounds for the Company to consider an investigation into the complaint.

## **10. Reporting**

All reports will be treated confidentially and the identity of the whistleblower will be protected to the fullest extent possible. The Company will not retaliate against any employee who reports a concern in good faith.

## **11. Conclusion**

The Company is committed to maintaining the highest standards of ethical conduct and to ensuring that its employees are able to report concerns without fear of retaliation or harassment. The Company encourages all employees to report any concerns that they may have and to cooperate fully with any investigation.

## **12. Investigation**

The Company will promptly investigate all reports of wrongdoing or misconduct. The investigation will be conducted in a fair and impartial manner. Employees are expected to cooperate fully with any investigation.

If the investigation determines that a violation of the law or Company policy has occurred, the Company will take appropriate action, including disciplinary action up to and including termination of employment. The Company may also refer the matter to the appropriate law enforcement or regulatory authorities.

## **13. Investigators**

- a. A team of 3 (three) Investigators to be authorized by the Audit Committee will conduct the process towards fact-finding and analysis with regard to the Protected Disclosures. They should be senior officials of the Company and where required outside expert(s) having necessary experience dealing with similar matters.
- b. Technical and other resources may be drawn upon as necessary for the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of legal and professional standards.

#### **14. Decision**

If an investigation leads to the conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the management of the Company such disciplinary or corrective action as may be deemed fit.

#### **15. Reporting**

The Investigators shall submit a report to the Chairman of the Audit Committee on a quarterly basis about all Protected Disclosures referred to them since the last report together with the results of investigations, if any.

#### **16. Retention of documents**

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 seven years.

#### **17. Amendment to Policy**

The Board of Directors of the Company may amend the Policy from time to time depending upon the Regulatory requirements.

**Last Amended date: 19<sup>th</sup> May, 2023**