

TRILOGIC DIGITAL MEDIA LIMITED

WhistleBlower & Vigil Mechanism Policy

1. TITLE

This policy shall be called “ Trilogic Digital Media WhistleBlower & Vigil Mechanism Policy”, hereinafter referred to as the “Policy”.

2. BACKGROUND

Section 177 (9) of the Companies Act, 2013 and Clause 49 of the Listing Agreement inter alia mandate every listed company to constitute a vigil mechanism. Accordingly Trilogic Digital Media Limited (‘the Company) has thus established a ‘WhistleBlower Policy’ to facilitate employees to report concerns of any unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct.

3. PURPOSE

This Policy encourages Directors and Employees (defined hereunder) to report to the Management instances of unethical behavior, actual or suspected, fraud or violation of the Company’s code of conduct. The vigil mechanism is required to provide adequate safeguards against victimisation of persons who use such mechanisms.

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees, customers and/or third-party intermediaries wishing to raise a concern about serious irregularities within the Company. The Policy neither releases employees, customers and/or third-party intermediaries 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.

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Reportable Matters nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. Further, this Policy is not intended to cover career related or other personal grievances.

4. DEFINITIONS:

The definitions of some of the key terms used in this Policy are given below.

- a. “Audit Committee” means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.
- b. “Code of Conduct” means the Code of Conduct for the Board and Senior Management of the organization.
- c. “Director” means a director appointed on the Board of the Company.
- d. “Employee” means every employee of the Company and / or its Subsidiary (ies), including the directors in the employment of the Company.
- e. “Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- f. “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.
- g. “Vigilance Officer” means the Compliance Officer of the Company or any other person nominated by the Audit Committee for the purpose.
- h. “Whistleblower” means an Employee or Director making a Protected Disclosure under this Policy and also referred to as Complainant in this Policy.

5. SCOPE

Various stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories:

- a. Employees of the Company
- b. Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s offices or any other location
- c. Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- d. Customers/ clients of the Company
- e. Any other person having an association with the Company
- f. A person belonging to any of the above mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

The Audit Committee of the Company shall be responsible for effectively implementing and overseeing this Policy.

6. MECHANISM

Employees or Directors are encouraged to bring to the attention of the Company incidents pertaining inter alia to any

- (a) illegal or unethical conduct including that which adversely affects investors, shareholders, customers, suppliers, other employees or the business performance or image or reputation of the Company;
- (b) violation of any law or regulation including actual or suspected fraud
- (c) conflict of interest with the Company
- (d) leaking any confidential or proprietary information of the Company and
- (e) any other violation of the Company's code.
- (f) Abuse of authority
- (g) Breach of contract
- (h) Negligence causing substantial and specific danger to public health and safety
- (i) Manipulation of company data/records
- (j) Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- (k) Any unlawful act whether Criminal/ Civil
- (l) Deliberate violation of law/regulation
- (m) Wastage/misappropriation of company funds/assets
- (n) Breach of Company Policy or failure to implement or comply with any approved Company Policy

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

A Whistleblower complaint may be made by any employee or director (hereinafter referred to as the 'complainant'). Such complaint should be sent to the Vigilance Officer. Anonymous complaint will not be entertained. Complaint by or against Senior Management (as defined in Code of Conduct) and/or Vigilance Officer should be made to the Chairperson of the Audit Committee.

7. PROTECTED DISCLOSURE:

- Protected Disclosures shall be reported in writing as soon as possible but no later than 30 days after he becomes aware of the same 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 in the regional language of the place of employment of the Whistle Blower and should describe:
 1. Nature & details of alleged violation or irregularity, period of commission;
 2. Identity of person(s) suspected to be involved or committed the alleged violation or Reported Incident;
 3. Description of documents that would prove or relate to the above.
- Protected Disclosures shall 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 and the urgency of a preliminary investigative procedure.

8. INVESTIGATION

- Investigations will be launched only after a preliminary review which prima facie establishes that:
 - the alleged act may constitute an improper or unethical activity or conduct, and
 - the allegation is supported by information specific enough to be investigated
 - In case the Compliant does not merit any investigation, it shall be closed with the reasoned recommendation recorded by the Vigilance Officer.
- Every investigation shall be completed within reasonable time period and in any case within 90 days from date of receipt of the Complaint from the Whistleblower.
- If, at the conclusion of its investigation, the Company determines that a violation has occurred or the allegations are substantiated, the Company will take effective remedial action commensurate with the severity of the offence. This may include disciplinary action against the concerned Personnel. The Company may also take reasonable and necessary measures to prevent any further violations which may have resulted in a complaint being made. In some situations, the Company may be under a legal obligation to refer matters to appropriate external regulatory authorities.
- All employees have a duty to cooperate in the investigation.

- Whistleblower's role is that of reporting party with reliable information and a Whistleblower is not required or expected to act as investigator or fact finders.
- Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower is under Clause 11.
- Investigators have a duty of fairness, objectivity, ethical behavior, and observance of legal and professional standards.
- The report of the investigation shall be submitted by the Vigilance Officer to the Audit Committee with reasoning and supporting material. All cases of Whistleblower complaints received, and dealt with by the Vigilance Officer shall be reported to the Audit Committee.
- Any complaint by or against Senior Management and/or the Vigilance Officer will be investigated as directed by the Audit Committee.
- If the MD / CEO or the Audit Committee (as the case may be) determines that a violation has occurred, the Company will take appropriate action which may include disciplinary proceedings against the violator, including termination of employment.

9. RIGHTS OF SUBJECT

- The identity of the Subject shall be kept confidential to the extent possible unless mandatorily required to be disclosed by law or on order of a Court.
- Subject shall be informed of the allegations at the appropriate stage and will have opportunities for providing his inputs / explanation during the investigation, including an appropriate opportunity of being heard.
- Subjects have the right to be heard and the Vigilance Officer or the Audit Committee must give adequate time and opportunity for the subject to communicate his/her say on the matter
- The identity of the Subject shall be kept confidential to the extent possible unless mandatorily required to be disclosed by law or on order of a Court
- Subject shall not interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject.
- Subject shall have the right to be informed of the outcome of the investigation.

10. PROTECTION TO WHISTLEBLOWER

- If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- The communication/ disclosure is made in good faith
- He/She reasonably believes that information, and any allegations contained in it, are substantially true; and
- He/She is not acting for personal gain
- Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.
- However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.
- The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. 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.
- Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower.
- The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty Disclosures. Malicious allegations by employees may attract disciplinary action

11. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with “Protected Disclosures” are considered confidential information and access will be restricted to the Whistleblower, the Audit Committee and Vigilance Officer. “Protected Disclosures” and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

12. ADDITIONAL ENFORCEMENT INFORMATION:

In addition to the Company’s internal complaint procedure, Personnel should also be aware that certain central, federal, local and state law enforcement agencies and regulatory authorities are authorized to review questionable accounting or auditing matters, or potentially fraudulent reports of financial information. Nothing in this Policy is intended to prevent any Personnel from reporting information to the appropriate agency when the Personnel has reasonable cause to believe that the violation of a central, federal, local or state statute or regulation has occurred.

13. COMPANY'S POWERS

The Company is entitled to amend, suspend or rescind this policy at any time. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance

This Policy is recommended by the Audit Committee and approved by the Board of Directors of the Company at the meeting held on February 27, 2015 and shall be applicable to all directors, senior management and employees of the Company and its subsidiaries.