

## **Whistle-Blowing Policy**

(As per Sec 177 of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its powers) Rules, 2014 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.)

**VERSION 3.0**

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### 1 Introduction

Balaji Telefilms Limited (hereinafter referred to as “Balaji” or “the Company”) promotes ethical behaviour in all its business activities. Our values of integrity and compassion to work together as a team are integral to Balaji’s work culture.

Balaji has fostered practices of conducting its affairs in compliance with the applicable laws & regulations and expects each of its employees to perform his or her duties in such a manner so as to preserve Balaji’s good name and reputation.

The role of every employee in pointing out violations of ethical behaviour cannot be undermined. The Company is committed to develop a framework where it is safe for all employees to report genuine concerns about any incident of violation of its policies / potential violation of law.

### 2 Objective of the Policy

- The Whistle-Blowing Policy lists down the process to report violations of laws, rules, regulations or unethical conduct by its employees and their redressal.
- At Balaji, we have adopted a code of conduct for all employees including the Directors and Senior Management to act within the bounds of the authority conferred upon them. Additionally, they have a duty to make and enact informed decisions and policies in the best interests of the company and its shareholders / stakeholders.
- This policy encourages all employees to bring to the Company’s attention any concern or complaint having an impact on the company.
- Any actual or potential violation of the ethical behaviour, howsoever insignificant or perceived as such, would be a matter of serious concern for the company.

### 3 Whistle-Blowing Mechanism and its Applicability

- The Whistle-Blowing mechanism provides a platform for complaint handling including providing information back to the person reporting the wrong doing.
- This mechanism is intended to encourage and enable employees to raise serious concerns within the Company, prior to seeking resolution outside the Company.
- Employees of an organization may have critical information about fraud, misconduct, violation of policies, etc. Whistle-blowing facilitates them to convey the same to the

appropriate level of authority in the organization.

- In a simple language, the Whistle Blower Mechanism is to be used exclusively and on happening of an event or apprehension about any event or discussion or a matter which might affect the interest of the Company or the stakeholders and not for individual grievances.

#### **4 Reference to Other Policies/Contracts**

This Policy should be read in conjunction with following other policies of the Company:

- Code of Conduct applicable to all employees including Directors and Senior Management of BTL & Its Subsidiary Companies.
- Sexual Harassment Policy.
- BTL – Policies & Guidelines, Procedure for Dealing with Employee/Professional Misconduct.
- Appointment letter and/or Contract of Services.
- Any other Policy/Contract whether included in above list or not.

#### **5 Scope**

The policy covers reporting of following incidents which have, or are suspected to have, taken place:

- Abuse of authority.
- Financial irregularities, including fraud, or suspected fraud.
- Leakage of information including pilfering of confidential/propriety information/instances of leakage of Unpublished Price Sensitive Information (UPSI).
- Commission / kickbacks.
- Manipulation of documents / data / records.
- Conflict of interest.
- Misuse / misappropriation / wastage of Company assets / funds.
- Discrimination at workplace.
- Workplace harassment.
- Sexual harassment.
- Bribery & corruption.

- Violation of Company's policies, practices and rules, including the Code of Conduct Breach of contracts.
- Negligence causing substantial and specific danger to public health and safety.
- Criminal offence.
- Deliberate violation of applicable laws /regulations.
- Lobbying around with certain groups or otherwise to influence or create a particular perception or impression on any Shareholder.
- Any other unethical, biased, favoured, imprudent event.

It is advisable to read the code of conduct / employment contract / appointment letter to understand roles and responsibilities of all employees.

## 6 Scope Exclusions

This whistle-blowing mechanism should not be used in place of accepted escalation procedures or be a route for raising malicious, baseless, allegations against colleagues.

The whistle-blowing mechanism should not be used for reporting of routine or operational matters like:

- Issues related to compensation / reimbursement (e.g. reimbursement not credited on time).
- Issues related to career progression, transfer or deputation, etc.
- IT assets not working properly (e.g. printers not working).
- Questioning the financial or other business decisions taken by the management.
- Taxation related queries (e.g. excess tax deducted from salary).
- Recruitment / job openings (e.g. to know the job openings in the Company).
- Inappropriate administration facilities (e.g. tea / coffee machine in cafeteria).

The above list is only indicative and not exhaustive.

## 7 Definitions

- **“Whistle-blower”** means any employee including the directors/senior management personnel who reports a complaint or makes a protected disclosure under this Policy.
- **“Employee”** means every employee of the Company and / or its Subsidiary (ies), including the directors and senior management in the employment of the Company.
- **“Fraud Response Plan”** sets out the actions to be taken on receipt of a complaint under this Policy. It defines authority levels, responsibilities for action and reporting lines in the event of reporting under this Policy.
- **“Disciplinary Action”** means any action that can be taken on completion of / during the investigation process including but not limited to a warning, imposition of a fine, suspension from official duties or any other appropriate action considering the gravity of the situation.
- **“Protected Disclosure”** means any information provided by the whistle blower using the whistle-blowing channels detailed in section 8 below.
- **“Subject”** means a person against whom a complaint is made or evidence is gathered during the course of an investigation under the whistle-blowing mechanism.

## 8 Reporting Channels

Any employee, who wishes to report a complaint or make a protected disclosure under this Policy, should send a mail to the Head HR of the company

## 9 How does the Mechanism Work?

- All the complaints reported through mentioned channel in the above section will be received by the Head HR of the company and will then be forwarded to the Ethics Committee for preliminary review.
- The Ethics Committee will decide on further course of action after preliminary review of the complaint / protected disclosure.
- The Ethics Committee is a committee of four individuals formed by the Company to manage the overall mechanism and take action on complaints received. It shall consist of following individuals:
  - Group Chief Operating Officer
  - Group Head – Human Resource

- Group Chief Financial Officer
- Group Head Legal (if any)
- Based on the facts provided by the whistle-blower and guidelines laid down in the 'Fraud Response Plan', the Ethics Committee will initiate preliminary enquiry.
  - For this purpose, the Ethics Committee may nominate a sub-committee.
  - It must be made to initiate preliminary enquiry within 10 working days of receipt of complaint by Ethics Committee, depending on the category of complaint.
- If, based on preliminary enquiry, it appears that the complaint reported has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at that stage or forwarded to the relevant team and the decision documented.
- If the preliminary enquiry indicates that further investigation is necessary, the same would be initiated by the Ethics Committee or nominated sub-committee. Based on the result of the investigation, further action will be taken by the Ethics Committee in accordance with 'Procedure for Dealing with Employee/Professional Misconduct'. It may include termination of contract or employment of/with employee or vendors, initiating legal action, etc. The Ethics Committee may also take corrective measures like amending processes, implementing better controls, etc.
- As an oversight function, an update of all the complaints received and action taken will be provided to the Audit Committee periodically.
- It may be noted that if the complaint is against any of the Ethics Committee or Audit Committee members, then he / she will be excluded from the preliminary enquiry, investigation and reporting of such cases. The Chairman of the Audit Committee will be included in the Ethics Committee for such exceptional situations.
- Depending on the nature of complaint and sensitivities involved, a brief status update of the case will be provided to the whistle-blower, only on request.

## 10 Guidance to Reporting

- Whistle-blowing mechanism is not meant to substitute normal communication protocols in the Company. Accordingly, employees are encouraged to follow the steps set out below when they wish to report a complaint / protected disclosure:
  - As a first step, bring it to the notice of your supervisor.
  - If that does not help or if the complaint is against the supervisor, then bring it to the notice

of Group Head – Human Resource.

- A few points which should be kept in mind before or while reporting a complaint:
  - Attempt should be made to report the complaint immediately after the incident has occurred.
  - The whistle-blower can report the complaint either on anonymous or on disclosed basis.
  - It should be factual and should contain as much specific information as possible (e.g. name of the person involved, designation, department, date of incident, time of incident, description of the incident, location, etc.).
    - It may be noted that in absence of detailed information, it may not be possible for the Ethics Committee to investigate the complaint.
    - Whistle-blower may be requested for additional information on the complaint through the reporting channels.
    - In case the whistle-blower does not respond within 7 working days and the complaint cannot be investigated due to lack of information, then it may be closed.
  - The whistle-blower should not investigate or attempt to investigate the matter on his/her own (the Company has formed an Ethics Committee to take appropriate action).
  - The whistle-blower does not have the right to participate in any investigative procedures unless requested by the Ethics Committee and subject to disclosure of his / her identity.
- Whistle-blower may, based on his judgment, select the category which best fits the complaint. Various categories with illustrative nature of complaints that will fit into these categories, have been tabulated below:

Categories	Illustrations
Human Resource / Administration	Sexual harassment, violation of Company's policy, misuse of both legal and illegal drugs including alcohol at work place etc.
Procurement	Irregularities in tendering, excessive/undue procurement, etc.
Accounts / Finance	Manipulation of accounts, misreporting in financial transactions or MIS, etc.
Legal	Irregularities in statutory compliances, potential violation of laws, etc.
Information Technology/ Intellectual Property/ Confidential Information	Override of access / IT controls, leakage of information, Unlawful disclosure of corporate owned intellectual property, etc.



Fraud / Misconduct	Commission / kickbacks from vendors / dealers, bribery & corruption, falsification of records etc.
Others / Unethical behavior	This is a residual category. If the whistle-blower is unable to select the best fit category for his / her complaint, he/she may select this category.

- Also refer to FAQs given in **Appendix 1**

## 11 Escalation Protocol

- If a whistle-blower is not satisfied with the action taken on his/her complaint can write to Chairman of the Audit Committee (email id - [akhanna@heidrick.com](mailto:akhanna@heidrick.com)).
- When escalating the matter, whistle-blower should provide complete details of the complaint and the reason for dissatisfaction.

## 12 Responsibility of Employee being investigated

The employee under investigation:

- May or may not be informed of the allegations or investigation being carried out, depending on the sensitivity and seriousness of the complaint.
- Has the duty to co-operate with the Ethics Committee / nominated sub-committee, Audit Committee investigator (internal or external agency) during the course of investigation.
- Shall not withhold, destroy, delete or tamper evidence, in any form.
- Shall not threaten or intimidate the witnesses or interfere in the investigation.
- Shall be given an opportunity to respond to material findings contained in the investigation report. The employee under suspicion of committing irregularity/illegality/impropriety can be placed under suspension until the investigation/review of charges against him/her is completed.
- System access to the employee under suspicion of committing irregularity/illegality/impropriety may be discounted until the investigation/review of charges against him/her is completed.

### 13 Confidentiality

- All complaints reported will be kept confidential and will be shared strictly on a 'need to know' basis.
- The whistle-blower, the subject /defendant, the Ethics Committee / nominated sub-committee, the investigator and everyone involved in the process shall:
  - Maintain complete confidentiality of the matter.
  - Discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
  - Not keep the documents/evidences pertaining to the investigation unattended anywhere at any time.
  - Keep electronic mails/files under password protection.
- Whistle-blower's identity will be disclosed only in following circumstances:
  - The person agrees to be identified.
  - Identification is necessary to allow the Company or law enforcement officials to investigate or respond effectively.
  - Identification is required by law.
  - In cases identified by the Ethics Committee as "frivolous" or "with malafide intent".

### 14 Protection of Whistle-Blower

The Company endeavors to provide a framework to promote secure and result oriented whistle-blowing. Any form of reprisal or retaliation or victimization against anyone who reports a complaint under this Policy is strictly forbidden. Retaliation includes discrimination, reprisal, harassment or vengeance, risk of losing his / her 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 whistle-blower's right to continue to perform his duties/functions or defamation or isolation.

- The protection is available provided all the conditions set out below are met:
  - The communication is made in good faith.
  - He/she reasonably believes that information and any allegations contained in it, are substantially true.

- He/she is not acting for personal gain.
- He/she is not involved in the complaint reported.

## **15 Frivolous Complaints**

- Making frivolous or bogus complaints through whistle-blowing channels is strictly prohibited and may also lead to suspension or termination of services or employment contract.

## **16 Accountability**

- This Policy has been approved by the Audit Committee and Board of Directors of the Company.
- Any modifications to it will be subject to approval from these authorities.
- Modification may, amongst other reasons, be necessary to ensure compliance with local, state, central and international laws or to accommodate organizational changes within the Company.

## **17 Document Retention**

- Company will maintain appropriate documents for all the complaints received through whistle-blowing mechanism and the action taken against them.
- Reports will be prepared for all complaints received noting the type of complaint, channel used, action taken, etc.
- All such documents and reports will be retained by the Company for a period of 8 years.
- Records for the matters under litigation in courts of law/legal forums or under pending with law enforcement agencies shall be retained until the matter is decided.

## **18 Additional Enforcement**

- Nothing in this policy prevents a person from reporting information to an appropriate channel when there is a reasonable cause to believe that a violation of local, state or central law has occurred.

## **19 Amendment**

The Board reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provisions of the Listing Regulations, Act or any law for the time

being in force. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

## 20 Appendices

### A. Appendix 1: Frequently asked Questions (Illustrative)

Question	Answer
<b>How do I know the status of my complaint?</b>	<ul style="list-style-type: none"> <li>To check the status of your complaint, you may connect on call or send a mail to the Head HR of the company.</li> </ul>
<b>Is there any time limit for reporting a case?</b>	<ul style="list-style-type: none"> <li>There is no time limit for reporting the case. However, you are encouraged to report as soon as possible, after the incident occurs.</li> </ul>
<b>Is there any time limit for resolving the case?</b>	<ul style="list-style-type: none"> <li>In all probability, attempt will be made to initiate preliminary enquiry within 10 working days of receipt of complaint by the Ethics Committee, depending on the category of complaint.</li> <li>Based on result of preliminary enquiry, further course of action will be decided by the Ethics Committee. Resolution of a case would depend on several factors like its nature, availability of information.</li> <li>Thus, the time for resolution of a complaint will vary from case to case.</li> </ul>
<b>What should I do if someone reports a complaint to me?</b>	<ul style="list-style-type: none"> <li>If the complaint is anonymous, please report it using any of the reporting channels mentioned in section 'Reporting Channels'.</li> <li>Even if the complainant is known, you can report through the whistleblowing channels mentioned in section 'Reporting Channels', without disclosing the name of the complainant.</li> </ul>
<b>Can I use the Reporting Channels to report problems with my printer?</b>	<ul style="list-style-type: none"> <li>This complaint is out of the scope of this policy as mentioned in section 'Scope Exclusions' since it is a routine or operational matter involving IT assets not working properly.</li> <li>An illustration of other routine or operational matters that should not be reported are:</li> </ul>

	<ul style="list-style-type: none"> <li>• Issues related to compensation / reimbursement (e.g. reimbursement not credited on time).</li> <li>• Questioning the financial or other business decisions taken by the management.</li> <li>• Taxation related queries (e.g. excess tax deducted from salary).</li> <li>• Recruitment / job openings (e.g. to know the job openings in the Company).</li> <li>• Administration facilities not functioning properly (e.g. tea / coffee machine in cafeteria).</li> </ul>
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<p><b>Would I lose my job if I report complaints under this policy?</b></p>	<ul style="list-style-type: none"> <li>• The Company endeavors to provide a framework to promote secure and result oriented whistle-blowing. It strictly prohibits any form of retaliation or victimization of the complainant for lodging a complaint.</li> <li>• Strict disciplinary action will be taken against anyone found retaliating against the complainant. Retaliation includes discrimination, reprisal, harassment or vengeance.</li> <li>• He/she will not be at the risk of losing his / her 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 whistle-blower's right to continue to perform his duties/functions.</li> </ul>
<p><b>Can I use the mechanism to report harassment?</b></p>	<ul style="list-style-type: none"> <li>• Yes, both workplace harassment and sexual harassment are covered under this Policy. However, sexual harassment complaints will be dealt by Internal Complaints Committee as per the prescribed policy on sexual harassment.</li> <li>• The lists of other incidents that can be reported are provided in 'Scope' section.</li> </ul>

Note: The Policy was last amended on May 30, 2024.

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