

PRITISH NANDY COMMUNICATIONS LIMITED

WHISTLE BLOWER POLICY

1. APPLICABILITY

This policy applies to all the permanent employees and directors of the Company.

2. POLICY

This policy is formulated in line with the requirement as envisaged in the Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 issued by Securities and Exchange Board of India (SEBI) read with Regulation 18, 22, 26 and 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges and as amended thereto, read with requirements as provided under section 177(9) of the Companies Act, 2013, inter alia to provide opportunities to employees/ directors to access in good faith, to the management concern (in appropriate & exceptional cases directly to the Audit Committee) in case they observe unethical or improper practices (not necessarily a violation of law) in the Company and to secure those employees from unfair termination and unfair prejudicial employment practices.

3. DEFINITIONS

a) ANNUAL REPORT

“Annual Report” includes Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Directors’ Report, Auditors’ Report and any other document annexed or attached or forming part of the Report to the members of the Company.

b) AUDIT COMMITTEE

Audit Committee is the committee which is constituted pursuant to section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c) BOARD REPORT

“Board Report” constitutes the same meaning as defined under section 134 of the Companies Act, 2013.

d) DIRECTOR

A person who is a member of the Board whether in the capacity of Promoter, Executive, Non-Executive, Independent or Professional and participate or advises or performs whether on full time service or otherwise for wages, salary, sitting fees or other remuneration.

e) EMPLOYEE

A person who performs a full time service for wages, salary or other remuneration.

f) THE COMPANY OR THIS COMPANY

The Company or This Company means “PRITISH NANDY COMMUNICATIONS LIMITED”.

g) GOOD FAITH

An employee or a director communicates in “good faith” if there is a reasonable basis for the communication of the existence of a violation or has observed unethical or improper practices. “Good Faith” is lacking when the employee or a director does not have personal knowledge of a factual basis for the communication or where the employee or the director knew or reasonably should have known that the communication about the unethical or improper practices is malicious, false or frivolous.

h) INTERNAL CIRCULARS

“Internal Circular” is a communication made on behalf of the Company by an authorised person which is addressed to the employees or to the directors of the Company through any mode including but not restricted to email, fax, phone, notice board, inter office memo, etc.

i) RIGHT OF ACCESS

The right to an employee or to a director to give a written report to the Audit Committee for the alleged misconduct or unethical or improper practice which an employee or a director has observed or have found in the Company.

j) SUPERVISOR

Supervisor means the seniors of the employee to whom he/she is supposed to report in his/her official work.

k) UNFAIR TERMINATION AND UNFAIR PREJUDICIAL EMPLOYMENT PRACTICES

“Unfair termination” and “Unfair prejudicial employment practices” means to threaten, or otherwise discriminate or retaliate against an employee in any manner that affects the employee’s employment, including compensation, job location, rights, immunities, promotions, or privileges.

l) UNETHICAL OR IMPROPER PRACTICES

i) UNETHICAL

Unethical is the act not conforming to approved standards of social or professional behavior which leads to "unethical business practices" or an action not adhering to ethical, moral and honorable principles.

ii) IMPROPER

Improper refers to unethical conduct, breach of etiquette or morally offensive behaviors.

m) VIOLATION

An infringement or a breach, which is not necessarily, a violation of law, of Company's policies, Memorandum and Articles of Association, Code of Conduct which are designed to protect the interest of employees or directors without jeopardizing interest and growth of Company.

n) WHISTLE BLOWER

An Employee or a Director who reveals any Unethical or Improper practices being carried on in the Company and communicates in Good Faith to the Audit Committee in writing.

4. GUIDELINES

A. INTERNAL POLICY

The Whistle Blower Policy (hereinafter referred as "WBP") is an internal policy on access to the management concern (in appropriate and exceptional cases to Audit Committee, which comprises of qualified and Independent Directors).

B. PROHIBITION

The "WBP" prohibits Company from taking any action which may lead to unfair termination or unfair prejudicial employment practices (i.e. threaten, demote, relocate etc.) against its employees/ directors for Whistle Blowing in Good Faith. However, this policy does not protect an employee from an adverse action which occurs before a violation or wrong report is communicated or from misconduct, poor job performance or subjection to a reduction in workforce, not related to a communication made pursuant to the Whistle Blower Policy.

C. REPORTING AUTHORITY Management or Audit Committee shall be the reporting authority under this policy.

D. SUPERVISOR'S DUTIES & RESPONSIBILITIES

- Familiarize themselves with this policy.
- Notify supervised employees of their protections and obligations under the "Whistle Blower Policy" of the Company.
- Forward Whistle Blower report to the Audit Committee immediately on receipt of the same from his subordinate.

E. RIGHTS OF COMPLAINANTS

- 1) When reporting in good faith any violation or unethical or improper practices as defined in this policy, communicate in writing along with all necessary evidences. The reporting may relate to the following; i) Waste of Company's funds, property or manpower or ii) A deliberate violation of any accounting principles, policies and regulations, reporting of fraudulent financial information to the shareholders, the government or the financial markets or any conduct that results in violation of law, legal duties, code of conduct designed to protect the interest of employees/ directors of the Company. However, this should not be merely technical or minimal nature.
- 2) The employee shall be free to submit violation report to supervisor, if deem fit or otherwise can directly approach to the Audit Committee without informing to the supervisor. However, directors may directly approach to Audit Committee for reporting any violation or other genuine concerns. c) In exceptional circumstances, the employee may lodge the violation report directly to the current Chairperson of the Audit Committee Udayan Bose, 34A, Sterling Apartments Pedder Road, Mumbai 400026 or any other address, which may be notified from time to time. The complaints may also be lodged through email at investorgrievance@pritchindandyc.com, which will be protected by password and can only be accessible by the member of the management or Audit Committee or any person authorized by the Committee. Any changes in the office of the Chairperson of the Audit Committee shall be duly notified from time to time.

F. AUDIT COMMITTEE'S RESPONSIBILITIES

a) MAINTENANCE OF REGISTER OF COMPLAINTS

Audit Committee shall maintain a register for registration of Whistle Blower's Report. Each complaint shall bear unique number. The Audit Committee may ask significant evidence while registering the complaints.

b) DETERMINATION OF NATURE OF COMPLAINTS

Audit Committee shall determine the nature of Complaints keeping in view to the requirement of SEBI, Companies Act, 2013 etc.

The Complaints may be determined in two broad categories.

- i) Reporting on Unethical or improper practices. ii) Any wrongful action taken by the management against the employee who has approached to Audit Committee under point (i) above. Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received internally, investigating the merits of the assertion and determining of necessary course of action. Further, the Chairperson and/ or the Committee, as the case may be, shall have the authority to call for any information/ documents and such examination of any employee / director etc. for determining the correctness of the complaints.

c) ESSENTIAL FACTORS

While determining of the alleged assertion, the following factors may be considered;

- i) Accuracy of the information furnished;
- ii) Nature and quality of evidence;
- iii) Existence of relevant laws and rules;
- iv) Whether the action appears to be isolated or systematic;
- v) History of previous assertions regarding the same subject or subject matter;
- vi) What are the avenues available for addressing the matter;
- vii) Seriousness or significance of the asserted action and
- viii) Cost and benefit of potential investigation.

d) OBJECTIVITY & INDEPENDENCE

To be objective, thorough and independent of influence in conducting interviews and/ or review of relevant documents associated with whistle blower reports.

e) MAINTENANCE OF CONFIDENTIALITY

Maintain confidentiality of the whistle blower and witnesses who provide information, as appropriate.

f) CLARITY IN PROCEEDINGS

To carry out document investigation activities and conclusions in a clear and understandable manner.

g) REFERRAL TO COMMITTEE OR OFFICIALS

Make referrals to appropriate committee or officials on discovery of reasonable cause to believe that Company's policy, regulation etc. have been violated and follow up until appropriate corrective action has been taken.

h) TIME FRAME FOR REDRESSAL OF COMPLAINTS

Audit Committee shall complete all the formalities and shall resolve the matter within 4 months from the date of filing of the complaints. Any extension in respect thereof shall be in writing along with necessary justification.

i) REPORTING TO BOARD OF DIRECTORS OF THE COMPANY

Audit Committee shall submit a report before the Board Meeting to be held immediately after the completion of Investigation.

j) SAFEGUARD TO WHISTLE BLOWER

The Committee shall provide adequate safeguard against victimization of person who use such mechanism and make provision for direct access to the Chairperson of the Audit committee in appropriate and exception circumstances.

G. ACTIONS PROHIBITED BY THE WHISTLE BLOWER POLICY

The Company shall not threaten, discriminate or retaliate against an employee (or director as the case may be) in any manner that affects the employee's employment (i.e. compensation, job location, rights, immunities, promotions, or privileges) when an employee engages in an activity protected by the policy or take adverse action against an employee / director who participates or gives information in an investigation or hearing or in any form of inquiry initiated by the Audit Committee. This does not prevent a supervisor from taking appropriate action against an employee for misconduct, poor job performance or a reduction in the workforce etc. within the policy of the Company.

H. COURSE OF ACTION AVAILABLE TO THE EMPLOYEES / DIRECTORS

a) An employee who alleges adverse action (whistle blower) under the WBP may approach to the Audit Committee or Board of Directors for appropriate relief within 4 months, if any action is taken against the employee in violation of the **Clause 4(G)** of the policy. i) The employee has the burden of proof in establishing that he/she has suffered an adverse action for an activity protected under the WBP. ii) The management of the Company shall have an affirmative defense if it can establish by a preponderance of the evidence that the adverse action taken against the employee was due to employee misconduct, poor job performance, or a reduction of workforce etc. unrelated to a communication made pursuant to the WBP.

b) A director who alleges adverse action (whistle blower) under the WBP shall approach to the Audit Committee or Board of Directors for appropriate relief within 4 months, if any action is taken against the director in violation of the **Clause 4(G)** of the policy.

I. REMEDIES

The Audit Committee or Board of Directors rendering judgment under the Whistle Blower Policy may order any or all of the following remedies; a) Order an injunction to restrain continued violation of the provisions of the WBP; b) Reinstate the employee to the same position or to an equivalent position; c) Reinstate full fringe benefits and retirement service credit; d) Order compensation for lost wages, benefits, and any other remuneration;

J. NOTIFICATION

All employees shall be notified of the existence and contents of the this policy through the respective departments head and every department head shall submit a certificate duly signed by him to Company Secretary that WBP was notified to each employee belonging to his department. Company Secretary will furnish a certificate, based on the certificate received from the respective Department of the Company regarding the notification of the Whistle Blower Policy, before the Audit Committee and Board of Directors and the

Committee and the Board shall take the same on record. The Audit Committee and the Board of Directors once adopting this Policy shall made aware themselves of the contents and respective obligations and duties which it encompasses for a whistle blower director. The intimation in this regard may be forwarded to the Stock Exchanges where the securities of the Company are listed.

K. WBP SHALL BE AVAILABLE AT THE WEB SITE OF THE COMPANY

The “Whistle Blower Policy” as adopted by the Board and amended from time to time shall be made available at the web site of the Company.

L. ANNUAL AFFIRMATION ON THE COMPLIANCE OF WBP

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and that it has provided protection to “whistle blowers” from unfair termination and other unfair prejudicial employment practices.

M. DISCLOSURE

The affirmation as referred in **Clause 4(L)** above shall form part of the Board Report on Corporate Governance that is required to be prepared and submitted together with the annual report.

N. AMENDMENT, MODIFICATION ETC.

The Board of Directors shall alter, amend or modify the clauses of the above Whistle Blower Policy from time to time in line with the requirement of the SEBI Guidelines or the Companies Act, 2013 or any other rules, regulations etc. which may be applicable from time to time.

Approved & adopted by the Board at its meeting held on July 18, 2018