



DISH TV INDIA LIMITED

Registered Office: Essel House, B-10, Lawrence Road Industrial Area
Delhi-110 035

Corporate Office: FC-9, Sector-16A, Noida – 201 301 (U.P)

Website: www.dishtv.in

WHISTLE BLOWER POLICY

Whistle Blower Policy neither releases 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.

PREAMBLE

The Securities and Exchange Board of India ('SEBI') vide its circular dated August 26, 2003 has amended the Principles of Corporate Governance incorporated in the standard Listing Agreement. The amended principles, *inter-alia*, require the Company to formulate a policy called **Whistle Blower Policy**. The object of said policy is to encourage the employees of the organization to bring to the attention of the management any irregularity, corporate misconduct or unethical or improper practices prevailing within the Organization and its redressal.

- ❖ Dish TV India Limited (hereinafter Dishtv/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 behaviour.
 - ❖ The Company is committed to developing a culture where it is safe for all the employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
1. The purpose of this Whistle Blower Policy (hereinafter referred to as Policy) is to provide a framework to promote responsible and secure whistle blowing.
 2. This policy is formulated to provide opportunity to employees to raise concerns which seem to go against the company's commitment to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. This policy seeks to provide necessary safeguards for protection of employees from reprisals or victimisation, for whistle blowing in good faith.



DEFINITIONS

Adverse Personnel Action - An employment –related act or decision or a failure to take appropriate action by managerial personnel which may affect the employees employment, including but not limited to compensation, promotion, job location, job profile, immunities, leaves & training rights or other privileges.

Alleged Wrongful Conduct - Alleged wrongful conduct shall mean violation of law, infringement of Company's code of conduct or ethic policies, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

Audit Committee - Audit Committee shall mean a committee of Board of Directors of the Company constituted as per the law of land.

Company - Company means *"Dish TV India Limited" and its subsidiaries*

Compliance Officer - Compliance Officer means "Company Secretary" of the Company.

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.

Employee - means every employee of the Company

Good Faith - An employee shall be deemed to communicating in `good faith` if there is a reasonable basis for communication of unethical & improper practices or any other alleged wrongful conduct.

Good faith shall be deemed lacking when the employee does not have personnel knowledge of a factual basis for the communication or where the employee knew or reasonably should have known the communication about unethical & improper practices or alleged wrongful conduct is malicious, false or frivolous.

Managerial personnel - Managerial personnel shall include Director, President, Vice-President, Department head, Superior or other employee who has authority to make or materially influence significant personnel decisions.

Protected Disclosure - means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.



Policy or this Policy - Means this “Whistle Blower Policy” as may be amended from time to time.

Subject - means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

Unethical & Improper Practices - Shall mean and include:

- An act, which does not confirm to approved standard of social and professional behavior;
- An act, which leads to unethical business practices;
- Improper refers to unethical conduct;
- Breach of etiquette or morally offensive behavior, etc.

Whistle Blower - An employee of the company who discloses in good faith any unethical & improper practices or alleged wrongful conduct to the Audit Committee in writing.

INTERPRETATION

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 1956 and/ or any other SEBI Regulation(s) as amended from time to time.

APPLICABILITY

This policy applies to all permanent employees of the Company.

POLICY

No adverse personnel action shall be taken or recommended against an employee in retaliation to his disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This policy protects such employees from unfair termination and unfair prejudicial employment practices. However, this policy does not protect an employee from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.

SCOPE

The Policy is intended to help persons who have major concerns over any wrong doing and to report unlawful conduct, misconduct, malpractices, violation of any legal or regulatory provisions, financial mismanagement, accounting irregularities, etc. It is impossible to give an exhaustive list of the activities that



constitute such misconduct/ malpractice/ violations but, broadly speaking we would expect the following acts to be reported:

- Criminal offence (e.g. fraud, corruption or theft) committed/ likely to be committed.
- Failure to comply with legal/ regulatory obligations.
- Miscarriage of justice occurred / likely to occur.
- Discrimination against a member of staff, service recipient or service provider on grounds of sex, caste, religion or disability.
- Abuse of authority
- Breach of contract
- Pilferation of confidential/propriety information
- Manipulation of company data/records
- Wastage/misappropriation of company funds/assets
- Any act or doing which may be detrimental to the image of the group.
- Any other unethical, biased, favoured, imprudent event
- Any act which may lead to incorrect financial reporting and are not in line with the applicable company policy
- Actions which endanger the health or safety of employees or the public.
- Any other form of improper action or conduct.
- Information relating to any of the above deliberately concealed or attempts being made to conceal the same.

The complainant's or the whistleblower as he or she is called is not expected to prove the truth of an allegation, the complainant needs to demonstrate that there are sufficient grounds for concern. Every effort will be made to protect the complainant's identity, subject to legal constraints.

GUIDELINES

1. Internal Policy & Protection under Policy

This Policy is an internal policy on disclosure by employees of any unethical and improper practices or wrongful conduct and access to the Company Secretary & Compliance Officer and in reporting to Audit Committee of Directors constituted by the Board.

Any employee against whom any adverse personnel action has been taken due to his disclosure of information under this policy may approach the Company Secretary & Compliance Officer.

2. False Allegation & Legitimate Employment Action

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct to the Compliance Officer / Audit Committee shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and



procedures. Further, this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under Company rules and policies.

3. Disclosure & Maintenance of Confidentiality

An employee who observes or notices any unethical & improper practices or alleged wrongful conduct in the Company may report the same to the Company Secretary & Compliance Officer, who in turn shall report the matter to the Audit Committee. Confidentiality of whistle blower shall be maintained to the greatest extent possible.

4. Procedures

- Any employee who observes any unethical & improper practices or alleged wrongful conduct shall make a disclosure to the Company Secretary & Compliance Officer as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same.
- The Company Secretary & the Compliance Officer of the Company is the Designated Authority to receive all reports/ complaints made under this Policy. A communication reporting of any event/ information of concern may be addressed to the:

Mr. Jagdish Patra

Company Secretary,

Dish TV India Ltd.,

FC-9, sector 16A,

Noida - 201 301 (U.P)

E-mail ID : jagdish_p@dishtv.in

- One should furnish a brief Note covering the pertinent details about the matter that one wishes to report. This note may, *inter alia*, cover the following aspects to the extent possible:
 - What wrongdoing is being reported?
 - When it occurred?
 - Specific location where the wrongdoing occurred.
 - How the individual or firm committed the alleged wrongdoing?
 - Why the informant believes the activity to be improper?
 - What documentation exists to corroborate the allegations?
 - Other witnesses (if any) to the alleged wrongdoing.

One may or may not mention in this Note one's name or any other particulars that may identify her/ him.

Copies of documents that may help in establishing the veracity of the Report may preferably be attached to the Note. If one has any personal interest in the matter, it must be disclosed at the outset in the forwarding letter/ email message.

- In case the employee is unwilling or unable to put an oral disclosure in writing, he may approach Compliance Officer directly or through his superior or any other employee. The Compliance Officer shall prepare a written summary of the employee's disclosure and provide a copy to the employee.
- The Compliance Officer shall maintain a Corporate Register containing brief particulars of the Reports received under this Policy and shall assign a Unique Reference Number (URN) to each Report.
- After an initial investigation, the Compliance officer shall report the matter directly to the Chairman of the Audit Committee.
- The Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received and if deem necessary, it may assign to the Compliance / Senior Officer or a committee of managerial personnel to investigate into the matter. Where the Audit Committee has designated the Compliance/Senior officer or a committee of managerial personnel for investigation, they shall mandatorily adhere to procedure outlined by Audit Committee for investigation.
- The Audit Committee or officer or committee of managerial personnel, as the case may be, shall have right to call for any information /document and examination of any employee of the Company or other person(s) as they may deem appropriate for the purpose of conducting investigation under this policy.
- A report shall be prepared after completion of Investigation and the Audit Committee shall consider the same. After considering the report, the Audit Committee shall determine the cause of alleged Adverse Personnel action and may order for remedies which may inter-alia include:
 - a) Order for injunction to restrain continuous violation of this policy;
 - b) Reinstatement of the employee to the same position or to the equivalent position;
 - c) Order for compensation for lost wages, remuneration or any other benefits, etc.
- If and when the Audit Committee is satisfied that the alleged unethical & improper practice or wrongful conduct existed or is in existence, then the Audit Committee may -
 - a) recommend to Board to reprimand, take disciplinary action, impose penalty / punishment order recovery when any alleged unethical & improper practice or wrongful conduct of any employee is proved.
 - b) recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical & improper practice or wrongful conduct.



- c) Take such other action as it may deem fit.
- The decision of Audit Committee shall be final and binding.
 - Subject to any legal constraints, the person making a Report will normally be informed of the final outcome of any investigation.

RETENTION OF DOCUMENTS

All Reports received 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.

NOTIFICATION

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. Every departmental head shall submit a certificate duly signed by him to the Compliance Officer that this policy was notified to each employees of his department. The new employees shall be informed about the policy by the Personnel department and statement in this regard should be periodically submitted to the Compliance Officer.