
WHISTLE BLOWER POLICY

ADCOUNTY MEDIA INDIA LIMITED

1. PREAMBLE

- 1.1 As per the provisions of the Section 177 of the Companies Act, 2013, every listed company and such class or classes of companies as prescribed in the Companies (Meetings of Board and its Powers) Rules, 2014 is required to establish a vigil mechanism through the “Whistle Blower Policy” for directors and employees to report concerns of unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct.
- 1.2 Regulation 22 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations, 2015’) mandates all listed companies to formulate a Vigil Mechanism through the “Whistle Blower Policy” or directors and employees to report their genuine concerns to the management.
- 1.3 The vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.
- 1.4 **Adcounty Media India Limited** believes in promoting a fair, transparent, ethical and professional work environment by adopting and upholding highest standards of ethics, professionalism, honesty and integrity and is committed to developing a culture where it is safe for all employees to raise concerns about any unacceptable practice or any event of misconduct. The organization provides a platform for directors and employees to disclose information internally, which he/she believes shows serious malpractice, impropriety, abuse or wrongdoing within the company without fear of reprisal or victimization. Further, assurance is also provided to directors and employees that prompt action will be taken to investigate complaints made in good faith.
- 1.5 The Board has adopted the Policy at its meeting held on June 12, 2024 which can be amended from time to time and shall come into effect from the date of listing of the Equity Shares of the Company.

2. OBJECTIVE

The objectives of this policy are:

- a) To provide a channel to the Directors, associate and employees of the Company to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s policies.
- b) To build and strengthen a culture of transparency and trust within the organization.
- c) To provides for adequate safeguards against victimization of Directors, employees and other stakeholders and also provide for direct access to the Vigilance Officer in exceptional cases.
- d) This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.
- e) To ensure that no director or employee of the Organization feels he/she is at a disadvantage while raising legitimate concerns.

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3. SCOPE

The policy covers disclosure of any unethical and improper events or malpractices which may have taken place/ suspected to take place involving but not limited to:

- a) Breach of the Company's Policies including Code of Conduct;
- b) Breach of Business Integrity and Ethics;
- c) Breach of terms and conditions of employment and rules thereof;
- d) Intentional Financial irregularities, including fraud or suspected fraud;
- e) Deliberate violation of applicable laws/regulations to the Company, thereby exposing the Company to penalties/ fines;
- f) Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment;
- g) Manipulation of Company data/records;
- h) Disclosure of confidential / proprietary information to unauthorized personnel;
- i) Gross Wastage/misappropriation of Company funds/assets;
- j) Sexual harassment;
- k) Abuse of authority;
- l) Breach of trust;
- m) Any unlawful act, whether criminal (e.g., theft) or a breach of the civil law (e.g., slander or libel).
- n) Any other activities whether unethical or fraudulent in nature and injurious to the interests of the Company.

4. DEFINITIONS

Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

“Alleged Wrongful Conduct” shall mean violation of law, misuse or abuse of authority, fraud or suspected fraud, any deliberate concealment of such abuse of fraud, infringement of Company's rules, misappropriation of funds, substantial and specific danger to public health and safety or violation of the Company's Code.

“Audit Committee” means a Committee constituted by the Board of Directors of the Company under Section 177 of Act, 2013 read with Regulation 18 of the Listing Regulations, 2015.

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

“Codes” means Codes of Conduct for Directors, Senior Management Personnel and Employees of our Company.

“Company” means Adcounty Media India Limited.

“Director” means directors of the company.

“Disciplinary Action” means any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension

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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, whether working in India or abroad.

“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. Protected Disclosures should be factual and not speculative in nature.

“Whistle blower” is an employee or group of employees or Directors or associate or other stake holders of the Company who makes a Protected Disclosure under this Policy.

“Whistle Officer” means an officer who is nominated/ appointed to conduct detailed investigation of the disclosure received from the whistle blower and recommend disciplinary action. Currently, the Compliance officer is nominated as Whistle Officer.

“Whistle Committee” or “Committee” means a committee constituted by the company to conduct detailed investigation of the disclosure received from the whistle blower and recommend disciplinary action.

5. CONSTITUTION OF THE WHISTLE BLOWER COMMITTEE

The Whistle Blower Committee shall comprise of the members as mentioned below:

- a) Chief Financial Officer
- b) HR (Head of the Department)
- c) Company Secretary
- d) Presiding officer of Prevention of Sexual Harassment Policy

6. PROCEDURE

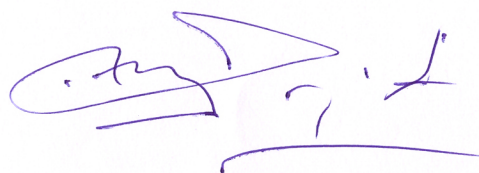
6.1 Protected Disclosures should be reported to the Vigilance Officer in writing by the complainant as soon as possible after the whistle blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in regional language.

6.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure” or sent through email with the subject “Protected disclosure”. If the complaint is not super scribed and closed as mentioned above it will not be possible to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure.

6.3 Verbal disclosures submitted shall be recorded by the Vigilance & Ethics Officer in the format prescribed by the Whistle Blower Committee and as may be altered from time to time.

6.4 The Protected Disclosure raised should include the following:

- a. Nature of Alleged Wrongful Conduct
- b. Name of the person, if any, against whom the complaint is lodged;
- c. Branch / Location where the concern observed;
- d. Detailed description of the event;
- e. Supporting evidence, if any.



- 6.5 All Protected Disclosures should be addressed to the Chairperson of Audit Committee at
- 6.6 Protected Disclosure against the Vigilance Officer should be addressed to the chairman of the Audit Committee.
- 6.7 On receipt of the protected disclosure the Vigilance Officer shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not, before proceeding with an investigation and needful action.
- 6.8 The Vigilance Officer if deems fit may call for further information or particulars from the complainant.

7. INVESTIGATION

- 7.1 All Protected Disclosures under this policy shall be recorded and thoroughly investigated. The Vigilance Officer shall carry out an investigation himself or may at his discretion consider involving any other officer of the Company.
 - 7.2 If initial enquiries by the Vigilance Officer indicate that the concern has no basis, or it is not a matter to be investigation under this policy, it may be dismissed at this stage with the approval of Chairman of the Audit Committee and the decision shall be documented.
 - 7.3 The Vigilance Officer, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company or an outside agency for the purpose of investigation.
 - 7.4 Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
 - 7.5 Subject(s) shall have a duty to co-operate with the Vigilance Officer or any of the Officers appointed by it in this regard to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.
 - 7.6 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
 - 7.7 Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
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- 7.8 Subject(s) have a right to be informed of the outcome of the investigations.
 - 7.9 The investigation shall be completed within 90 days (DAYS DECIDED BY COMPANY) of the receipt of the protected disclosure and is extendable by such period as the Vigilance Officer deems fit and as applicable.
 - 7.10 Additional Investigation may be conducted if so required.

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8. DECISION & REPORTING

- 8.1 If an investigation leads to the conclusion that an improper or unethical act has been committed, the Vigilance Officer shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the rules, procedures and policies of the company.
- 8.2 The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- 8.3 If the report of investigation is not to the satisfaction of the Whistle Blower, the Whistle Blower has the right to report the event to the Whistle Blower Committee or Audit Committee, as the case may be and if still aggrieved, may take up the concern to appropriate legal or investigating agency.
- 8.4 A Whistle Blower who makes false allegations which are misleading, malafide or backed with negative motives, ill-behaviour of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action as decided by Audit Committee.

9. CONFIDENTIALITY

The Whistle Blower, Vigilance Officer, Members of Audit Committee, the Subject and anyone who is involved in the process shall:

- Maintain confidentiality of all the matters under this Policy.
- Discuss only to the extent or with those persons as required under this policy for the purpose of completing the process of investigation.
- Not keep the papers unattended anywhere at any time.
- Keep the electronic mails / files under password.

10. PROTECTION

- 10.1 The identity of the Whistle Blower shall be kept confidential.
- 10.2 No unfair treatment will be done to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.
- 10.3 Complete protection will be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination /suspension of service, disciplinary action, 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 including making further Protected Disclosure.
- 10.4 If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, arrangements will be made for the Whistle Blower to receive advice about the procedure.



Expenses incurred by the Whistle Blower in connection with the above, towards travel etc. will be reimbursed as per normal entitlements.

10.5 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10.6 Whistle Blower shall have direct access to the Chairman, Audit Committee against victimisation.

11. RETENTION OF DOCUMENTS

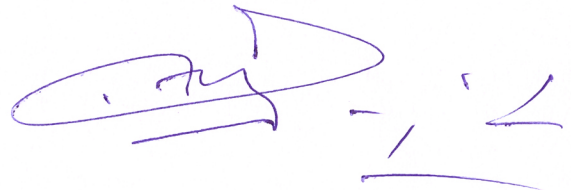
All Protected Disclosures in writing or documented along with the results of Investigation relating thereto shall be retained by the company for such period as may be decided by the Whistle Blower Committee.

12. REVIEW AND AMENDMENT

This Policy shall be reviewed and amended by Audit Committee from time to time and all such amendments/ modifications shall take effect from the date stated therein.

13. WEBSITE

As per Regulation 46 (2)(e) of the Listing Regulation, this Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report.

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