



**SEA TV NETWORK LIMITED**

**Vigil Mechanism Policy**

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**Corporate Identity Number (CIN) – L92132UP2004PLC028650**

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## A) Preface

1. Sea TV Network Limited believes in the conduct of its affairs in a fair and transparent manner by adopting higher standards of professionalism, honesty, integrity and ethical behavior.
2. The Company is committed to develop a protective culture for all the employees to raise concern about any wrong or unfair practices and any event of misconduct.
3. While Sea TV's code of conduct defines the expectations from employees in terms of their integrity and professional conduct, the vigil mechanism defines the mechanism for reporting deviations from the standards defined in the code.
4. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities which may impose negative impact on the company.
5. The policy neither releases employees from their duty of confidentiality in the course of their work, nor it's a route for taking up grievance about personal conflicts.

## B) Definitions

Definitions of some of the key terms used in this mechanism are given below:

1. **Protected disclosure:** Any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.
2. **Whistleblower:** An individual who makes a protected disclosure under this mechanism. This could be an Employee, Director, Vendor, Supplier, Dealer and Consultant, including Auditors and Advocates of Sea TV Network Limited.
3. **Code of Conduct:** A set of rule outlining the responsibilities of or proper practices for an individual, party or organization. In this case, it refers to Sea TV's Code of Conduct for Employees, Senior Management and Directors.
4. **Audit Committee:** It's the Committee composed of those Directors of the company who are authorized to receive complaints from whistleblowers either internally or through a third party.
5. **Investigators:** Selected employees or third parties charged with conducting investigations to ascertain the creditability of such whistleblower complaints.

6. **Subject:** Means a person against whom, or in relation to whom a Protected Disclosure is made.
7. **Disciplinary Action** - means any action that can be taken on the completion of / during the investigation proceedings including but does not include warning, imposition of fine, suspension from official duties or any such action as it deems to be fit considering the gravity of the matter.

### **C) Guiding principles of the vigil mechanism**

To ensure effective implementation of vigil mechanism, the company shall:

1. Ensure protection of the whistleblower against victimization for the disclosures made by him/her.
2. Ensure complete confidentiality of the whistleblower identity and the information provided by him/her.
3. Ensure that the protected disclosure is acted upon within specified timeframes and no evidence is concealed or destroyed.
4. Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner.
5. Ensure whistleblower would not get involved in conducting any investigative activities other than as instructed or requested by Chairman of the Audit Committee.
6. Ensure the subject or other involved persons in relation with the protected disclosure be given an opportunity to be heard.
7. Ensure disciplinary actions are taken against anyone who conceals or destroys evidences related to protected disclosures made under this mechanism.

### **D) Protection For Whistleblower**

1. A whistleblower would be given the option to keep his/ her identity anonymous while reporting an incident on Ethics helpline. The company will make no attempt to discover the identity of an anonymous whistleblower. If the whistleblower's identity becomes known during the course of the investigation, Sea TV will ensure that the identity of the whistleblower will be kept anonymous and confidential to the extent possible, unless required by law or legal proceedings.

2. A whistleblower reporting issues related to sexual harassment, child labour, discrimination, violation of human rights would necessarily need to disclose their identity to enable effective investigation.
3. Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the whistleblower.
4. The Audit Committee would safeguard the whistleblower from any adverse action. This includes discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices.
5. Protection under this mechanism would not mean protection from disciplinary action arising out of false allegations made by a whistleblower.
6. A whistleblower may not be granted protection under this mechanism if he/she is subject of a separate complaint or allegations related to any misconduct.
7. If a complainant believes that she or he has been treated adversely as a consequence of their use of the vigil mechanism can approach the Chairman of the Audit Committee of Sea TV Network Limited in confidence. The contact information for the Chairman of the Audit Committee is provided on Appendix A to this document.

#### **E) Coverage Of The Vigil Mechanism**

All employees, directors, vendors, suppliers, dealers and consultants, including auditors and advocates who are associated with Sea TV Network Limited can raise concerns regarding malpractices and events which may negatively impact the company.

1. Inaccuracy in maintaining the Company's books of account and financial records.
2. Financial misappropriation and fraud.
3. Procurement fraud
4. Conflict of interest
5. False expense reimbursements
6. Misuse of company assets & resources
7. Inappropriate sharing of company sensitive information
8. Corruption & bribery
9. Unfair trade practices & anti-competitive behavior
10. Insider trading

11. Non-adherence to safety guidelines
12. Sexual harassment
13. Child labor
14. Discrimination in any form
15. Violation of human rights

All matters not covered under this mechanism can be reported directly to your one over manager or your Human Resources contact.

#### **F) Reporting Mechanism**

1. Employees can make Protected Disclosure to Chairman of Audit Committee, as soon as possible but not later than 30 consecutive days after becoming aware of the same.
2. Complainants will be provided a reference number for their complaint that can be used to provide any additional information or seek feedback or updates on actions taken by the company.
3. Initial enquiries will be conducted by Audit Committee. If initial enquiries by the Committee indicate that the concern has no basis, or it is not a matter to be investigated pursued under this Policy, it may be dismissed at the same stage and the decision is documented.
4. Where initial enquiries indicate that further investigation is necessary, it will be carried through by Audit Committee or an investigator nominated by the Audit Committee for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
5. The Audit Committee/ Investigator shall make a detailed written record of the Protected Disclosure. The record will include
  - a) Facts of the matter
  - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
  - c) Whether any Protected Disclosure was raised previously against the same Subject;

- d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
  - e) Findings of Audit Committee;
  - f) The recommendations of the Audit Committee on disciplinary/other action/(s).
6. Under exceptional circumstances where a complainant wants to complain directly to the Chairman of the Audit Committee, he or she may do so at the email address provided on Appendix A to this document. For any complaints made to the Chairman directly, it is mandatory for the complainant to disclose their identity and provide their contact information. The Chairman of the Audit Committee may choose to discuss the matter with the complainant prior to initiating any review or investigation.

### **G) Audit Committee**

1. Sea TV Network Limited has authorized an Audit Committee for managing the vigil mechanism. The current composition of the Audit Committee is provided in Appendix B to this document.
2. Audit Committee would be responsible to act on the incident reports received in unbiased manner.
3. Audit Committee shall take necessary actions to maintain confidentiality within the organization on issues reported.
4. Audit Committee will identify the responsible authorities who would conduct the investigation, based on the nature of the issue reported.
5. Audit Committee would be responsible for recommending disciplinary or corrective action to the relevant board committee against the subject if investigation proves to be in favor of the allegations raised by the whistleblower.

### **H) Investigation**

1. The investigation would be carried out to determine the authenticity of the allegations and for fact-finding process.
2. The investigation team should not consist of any member with possible involvement in the said allegation.
3. During the course of the investigation:
  - i) Audit Committee will be given authority to take decisions related to the investigation.
  - ii) Any required information related to the scope of the allegation would be made available to the investigators.

4. The findings of the investigation should be submitted to the Audit Committee by the investigator with all the supporting documents.

#### **I) Role of investigator**

1. A structured approach should be followed to ascertain the creditability of the charge.
2. Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
3. Provide timely update to the Audit Committee on the progress of the investigation.
4. Ensure investigation is carried out in independent and unbiased manner.
5. Document the entire approach of the investigation.
6. Investigation Report including the approach of investigation should be submitted to the Audit Committee with all the documents in support of the observations.

#### **J) Maintaining Secrecy And Confidentiality**

Sea TV Network Limited expects individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be initiated against anyone found not complying with the below:

1. Maintain complete confidentiality and secrecy of the matter.
2. The matter should not be discussed in social gatherings or with individuals who are not involved in the review or investigation of the matter.
3. The matter should be discussed only to the extent or with the persons required for the purpose of completing the investigation.
4. Ensure confidentiality of documents reviewed during the investigation should be maintained.
5. Ensure secrecy of the whistleblower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.

#### **K) Disqualifications**

- a. Issues other than those listed under Section IV “Coverage of the vigil mechanism”.



- b. The complainant is not able to provide specific information that covers at least some of the following points:
- Location of incident
  - Timing of incident
  - Personnel involved
  - Specific evidence
  - Frequency of issues
- c. In case of the complainant is unable to provide adequate information, the Audit Committee reserves the right to not investigate the reported matter.

**L) Management Decision**

- a. Audit committee will take disciplinary or corrective action against the Subject as per the Company's disciplinary procedures and can also take legal action, if required.
- b. The decision of Audit committee should be considered as final and no challenge against the decision would be entertained, unless additional information becomes available.
- c. In case of frivolous or false complaints, action may be taken against the complainant.

**M) Right To Amendment**

The Company holds the right to amend or modify the policy. Any amendment or modification of the policy would be done by an appropriate authority as mandated in law. The updated Vigil mechanism would be shared with the employees, suppliers and vendors thereafter.

### **Appendix A: Reporting channels**

<b>S. No.</b>	<b>Reporting Channel</b>	<b>Contact Information</b>	<b>Availability</b>
1.	Phone	0562-4036666	10 AM to 8 PM on weekdays
2.	Email	admin@seatvnetwork.com	24 hours a day
3.	Post	148, Manas Nagar, Shahganj, Agra-282010	24 hours a day
4.	Web	www.seatvnetwork.com	24 hours a day

The Chairman of the Audit Committee can be reached at admin@seatvnetwork.com

### **Appendix B: The Audit Committee**

The current Audit Committee of Sea TV Network Limited described in the Audit Committee Company's section of the Vigil mechanism would be as follows:

<b>S. NO.</b>	<b>NAME</b>	<b>CATEGORY OF DIRECTORSHIP</b>	<b>POSITION</b>
1.	Rajeev Kumar Jain	Independent Director	Chairman
2.	Narendra Kumar Jain	Independent Director	Member
3.	Pankaj Jain	Whole Time Director	Member