



VIGIL MECHANISM AND WHISTLE-BLOWER POLICY

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1. INTRODUCTION

- 1.1. DEN Networks Limited (DEN) is committed to conducting business with integrity, including in accordance with all applicable laws and regulations. DEN expectations with respect to business ethics are contained in its Code of Conduct (the “**Code of Conduct**”).
- 1.2. Employees are required to report actual or suspected violations of applicable laws and regulations and the Code of Conduct, and DEN has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.

2. SCOPE AND EXCLUSIONS

- 2.1. This Vigil Mechanism and Whistle-blower Policy (the “Policy”) sets out the procedure to be followed when making a disclosure.
- 2.2. This Policy applies to all Employees of DEN and its wholly owned subsidiaries, regardless of their location. Violations will result in appropriate disciplinary action. The employees are required to familiarize themselves with this Policy, and seek advice from the Head HR of DEN if any questions arise.

3. TERMS AND DEFINITIONS

- 3.1. “**Audit Committee**” means the committee of the Board of Directors of DEN duly constituted as per the provisions of Section 177 of the Companies Act, 2013 (the Act).
- 3.2. “**Code of Conduct**” means the Code of Conduct of DEN.
- 3.3. “**Employee**” means any employee or director of DEN and its wholly owned subsidiaries.
- 3.4. “**Ethics & Compliance Task Force**” (**ECTF**) means the committee designated by the Audit Committee to handle complaints and the resolution process of Protected Disclosures.
- 3.5. “**Protected Disclosure**” means the disclosure of a Reportable Matter in accordance with this Policy.
- 3.6. “**Reportable Matter**” means a genuine concern concerning actual or suspected:
 - i. fraudulent practices including but not limited to tampering with books and records of DEN or its wholly-owned subsidiary(ies), or theft/misappropriation of property/asset belonging to DEN or any of its wholly-owned subsidiary(ies);
 - ii. corruption, including bribery and money laundering;
 - iii. breaches of the Code of Conduct.

Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy.

3.7. “Whistle-blower” means any Employee who makes a Protected Disclosure under this Policy.

4. POLICY

4.1. RESPONSIBILITY TO REPORT

Protected Disclosures are to be made whenever an employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism described in Section 4.2 below.

The role of a Whistle-blower is limited to making a Protected Disclosure and providing all related information to the ECTF. A Whistle-blower should not engage in investigation concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower be involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

4.2. REPORTING MECHANISM

4.2.1. DEN has established an Ethics & Compliance Task Force to process and investigate Protected Disclosures. The Ethics & Compliance Task Force operates under the supervision of the Audit Committee. Protected Disclosures are to be made to the Ethics & Compliance Task Force as under :

- by **email** to dnl.vigil@denonline.in; or
- by **telephone** to the Whistle-blower Hotline - +91 8810223384; or
- by **letter** addressed to the Ethics & Compliance Task Force, marked “Private and Confidential”, and delivered to the Chairman of the Ethics & Compliance Task Force, DEN Networks Limited, 236, Okhla Industrial Estates, Phase - III, New Delhi – 110 020.

4.2.2. Moreover, in exceptional cases, Employees have a right to make Protected Disclosures directly to the Chairman of the Audit Committee as follows:

- by **email** to dnl.auditcommittee@denonline.in; or
- by **letter** addressed to the Chairman of the Audit Committee, marked “Private and Confidential”, and delivered to the Chairman of the Audit Committee, DEN Networks Limited, 236, Okhla Industrial Estates, Phase -III, New Delhi – 110 020.

4.2.3. To enable a proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter.

To the extent possible, the following information should be provided:

- a) the nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Code of Conduct, please refer to the provision of the Code of Conduct that is alleged to have been violated);
- b) the names of the Employees to which the Reportable Matter relates along with the name of the business unit that is alleged to have violated the Code of Conduct;
- c) the relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns a violation of the Code of Conduct, please include information about the circumstances and timing of the violation);

4.2.4. To enable further investigation of the Reportable Matter, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy.

4.2.5. All Protected Disclosures are taken seriously and will be promptly scrutinized and investigated by ECTF or any person authorised by the Chairman of the Audit Committee in accordance with the Guidance on Responding to Protected Disclosures.

4.3. PROTECTION OF WHISTLE-BLOWERS:

4.3.1. DEN will treat as confidential the identity of the Whistle-blower and the fact that a Protected Disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.

4.3.2. A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. DEN prohibits its Employees from engaging in retaliation or intimidation that is directed against a Whistle-blower. Employees who engage in retaliation or intimidation in violation of this Policy will be subject to disciplinary action, which may include dismissal from employment.

4.3.3. If a Whistle-blower has been found to have made a deliberately false Protected Disclosure, such a Whistle-blower may be subject to disciplinary action, which may include dismissal.

4.4. ROLE OF THE AUDIT COMMITTEE

4.4.1. The Audit Committee is responsible for supervising the development and implementation of this Policy, including the work of the Ethics & Compliance Task Force. The Audit Committee shall periodically review the Policy to consider whether

amendments are necessary, and, if so, it shall direct communication of any such amendments to all Employees as soon as possible.

4.4.2. The Audit Committee shall receive reports from the Ethics & Compliance Task Force concerning investigation and resolution of Protected Disclosures made pursuant to the Policy on a quarterly basis as per the guidelines given by the Audit Committee. In addition, the Chairman of the Audit Committee shall have responsibility for coordinating the investigation of any exceptional Protected Disclosures concerning alleged violation of laws or regulations that apply to DEN.

4.5. CONFLICTS OF INTEREST

Where a Protected Disclosure concerns any member of the Ethics & Compliance Task Force or the Chairman of the Audit Committee, that member of the Ethics & Compliance Task Force or the Chairman of the Audit Committee shall be prevented from acting in relation to that Protected Disclosure. In case of doubt, the Chairman of the Board of Directors shall be responsible for determining whether a member of the Ethics & Compliance Task Force or the Chairman of the Audit Committee must recuse himself or herself from acting in relation to a Protected Disclosure.

4.6. QUESTIONS

If you have any questions concerning this Policy or the Code of Conduct, please contact:

- **ADDRESS:-** Head HR, DEN Networks Limited 236, Okhla Industrial Estates, Phase - III, New Delhi – 110 020.
- **E-MAIL:-** dnl.vigil@denonline.in