

TIMES INNOVATIVE MEDIA IMITED
WHISTLE BLOWER POLICY

Approval Date: 3.04.2025

1. Preface & Objective

A healthy Code of Ethics and conduct, even if unwritten, requires every director, officer and Employee of the Company to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. It is the responsibility of every director, officer and Employee of the Company not only to comply with these expectations, but also to report any violations or suspected violations of the Code of Conduct.

This Whistle Blower Policy (“the policy”) has been formulated with a view to provide a mechanism to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company’s Code of Conduct and Ethics policy. The Objective of this Whistleblower Policy is to provide the Employees, customers, vendors, contractors and other stakeholders of / in the Company an impartial and fair avenue to raise concerns and seek their redressal, in line with the Company's commitment to the highest possible standards of ethical, moral and legal business conduct and fair deal to all its stakeholders and constituents and its commitment to open communication channels. As a corollary, the Company is also committed to provide requisite safeguards for the protection of the persons who raise such concerns from reprisals or victimization, for whistle blowing in good faith.

2. Definitions

- i) **“Code”** means the Times Innovative Media Limited Code of Conduct and Ethics.
- ii) **“Employee”** means every Employee of the Company, including the Directors in the employment of the Company covered under the scope of this policy.
- iii) **“Improper Activities/ Practices”** - An improper activity or practice is the one which is indulged in by an Employee or an outsider, whether in the performance of the official duties, or otherwise, and whether or not that action is within the scope of his or her employment, and which activity or practice:
 - a) amounts to corruption, malfeasance, bribery, theft, fraudulent claims, fraud, coercion, malicious prosecution, misuse of property, or willful omission to perform duty; or
 - b) is economically wasteful or involves gross improper or misconduct, incompetency, or inefficiency; or
 - c) may lead to incorrect financial reporting through deliberate distortion of facts / MIS
 - d) is not in line with or violates applicable company policy; or laws
 - e) may amount to otherwise improper conduct or unethical behavior; professional misconduct or malpractice.
- iv) **“Investigators”** mean those persons authorised, appointed, consulted or approached under this policy by Whistle Blower Committee and include the internal auditors of the Company.

- v) **“Protected Disclosure” means** any communication made in good faith that discloses or demonstrates information that may evidence an improper activity / practice.
- vi) **“Subject”** means a person/group of persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- vii) **“Whistle Blower”** means a person or an entity making a Protected Disclosure under this Policy. They are not Investigators or finders of fact, nor do they determine the appropriate corrective or remedial action that may be warranted.
- viii) **“Whistle Blower Committee (WBC)”** means committee consisting of the following, authorized to receive and investigate the disclosures made under this policy and report its finding and outcome to the Board:

Chief Financial Officer / Financial Controller

Head – HR

Head – Legal

3. Scope

The policy is applicable to all the Employees of the Times Innovative Media Limited including temporary employees, consultants (part time or full time), in- plant/outsourced employees, trainees / interns, employees on secondment / deputation and Directors of the Company.

Any of the Employees and Directors is eligible to make Protected Disclosures under this Policy.

Employees are encouraged to use this Policy for reporting all allegations of actual or suspected improper activities. The scope under this policy will cover unethical behaviors, fraudulent accounting and financial reporting, suspected or actual frauds, or violation of company’s Code of Conduct.

However, individual Employee grievances and complaints regarding their terms and conditions of employment are excluded from the scope of this Policy, and the same will continue to be reviewed under the applicable staff personnel policies.

4. Disqualifications

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide or malicious or Whistle Blowers who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

5. Protected Disclosure

- i) **Appropriate Authority**

- a) If an individual has reason to believe that he/she has become aware of an improper activity/practice, actual or suspected, fraud or violation of the company's Code of Conduct or Ethics policy or a grave misconduct, a Protected Disclosure must be made to the immediate supervisor or the head of the Human Resource department. If an individual is not satisfied with their response or has reason to believe that both of these persons are involved in these matters, Protected Disclosure should be made to the Whistle Blower Committee. All Whistle Blower Committee members can also be approached individually for making any Protected Disclosure.
- b) If a Protected Disclosure is received by any executive of the Company other than Whistle Blower Committee, the same should be forwarded to the Whistle Blower Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.

ii) **Mode**

The Protected Disclosure can be made through any of the channels mentioned below:

- a) **Written Complaint:** A written complaint can be made in a sealed envelope and addressed to the Whistle Blower Committee at **The Whistle Blower Committee, Times Innovative Media Limited, Times Centre, FC 6, First Floor, Sector 16 A, Film City, Noida – 201301.**
- b) **E-mail:** A Protected Disclosure can be made to the Whistle Blower Committee (WBC) by e-mailing on the Company's e-mail id at whistleblower@timesgroup.com.

6. Investigation Process

i) **Actions on the Protected Disclosure**

- a) The sender of the Protected Disclosure will be given acknowledgment of the receipt of the disclosure within five working days thanking him/her for initiative taken in upholding the Company's Code of Conduct.
- b) The WBC will decide whether the reported matter should be dealt with under this Policy. If the Committee considers that the matter should be dealt with under a different procedure, WBC shall appropriately refer the matter to the concerned business or functional head as per the internal protocol for resolution of the issues raised.
- c) The WBC will normally consider the information received and decide whether there is a prima facie case for investigation. If yes, it may be:
 - Investigated internally by the committee. The committee at its discretion request MAS to investigate the complaint; or
 - Referred to the External Auditors; or be a subject of an independent enquiry by an external specialized agency.
- d) If the initial enquiry indicates that investigation is not required, issue shall be closed, with intimation to the Whistle Blower.

ii) **Responsibilities**

a) Investigators

Investigators are the persons authorised by the Company to conduct a process towards fact-finding and analysis. They derive their authority and access rights from the Whistle Blower Committee when acting within the course and scope of their investigation. If any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand. They have the following responsibilities:

- To disclose their interest and recuse themselves from investigation if there is a conflict of interest.
- To assist the WBC in ensuring that proper investigative channels are utilized according to appropriate expertise and jurisdiction.
- To conduct the enquiry in a fair, independent and unbiased manner.
- To be objective, thorough, ethical in behaviour and observance of legal and professional standards.
- To ensure complete fact finding and maintain strict confidentiality.
- Decide on the outcome of the investigation and recommend an appropriate course of action to the Whistle Blower Committee.

b) Whistle-blower

- To make disclosure that is factual rather than speculative and shall contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures.
- To provide sufficient corroborating evidence and to justify the commencement of an investigation.
- To disclose their identity while making a Protected Disclosure unless they wish to remain anonymous, in which case WBC shall not insist or trace back the origin of the Disclosure.

c) Investigation Subjects

- To cooperate with the Investigators to the extent that their cooperation will not compromise self-incrimination protections under state or central law.
- Not to interfere with the investigation, and to adhere to admonitions from Investigators in this regard. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached or intimidated.

7. Non-Retaliation

The Company strictly prohibits any discrimination, victimisation or harassment against any person who makes Protected Disclosure based on the person's reasonable belief that misconduct occurred. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like victimisation, 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. However, such protection cannot be treated as an "Immunity" and thereby restrain the Company from enforcing its authority against the Discloser for any disciplinary or performance related issues, unrelated to the Protected Disclosure.

Any loss of business or disadvantage suffered by the business due to a truthful reporting shall not be held against the Employee. Further, an Employee reporting in good faith shall not be discriminated or be made to suffer any disadvantage in his job or position.

To the extent possible within the limitations of the law and requirements of investigation, identity of the person making Protected Disclosure will be kept confidential by the company and shall not be disclosed unless such disclosure is necessary for proper investigation, as per the requirement of law.

Similarly, confidentiality of identity of the 'Subject' will be maintained within the same limitations.

8. Decision

- If an investigation leads the Whistle Blower Committee to conclude that an improper or unethical act has been committed, it shall recommend to the management (CEO, COO, Functional Heads) of the Company to take such disciplinary or corrective action as they may deem fit and follow up with the management on the implementation of the disciplinary action recommended.

9. Reporting

i) Reporting and Recording of Breaches and Frauds

It is the responsibility of the Company's Business Heads and Functional Heads to report all breaches of the Code and all frauds to the Whistle Blower Committee. A record of all breaches of the Code and all frauds should be monitored by the Company's Business Heads and Functional Heads and be available with operating company and Business/Functions groups.

ii) Reporting to Board

- a) Board to oversee the functioning and reporting of Whistle Blower mechanism in the company:

On a quarterly basis, the WBC should report the following to the Board:

- A summary of all Protected Disclosures received under this Policy, findings thereon and actions taken in respect thereof with details of investigation and reason, if any for closure of cases beyond 90 days.
 - A summary of the breaches/frauds/suspected frauds reported by Business Heads /Functional Heads along with the finding and actions thereof with details of investigation and reason, if any for closure of cases beyond 90 days.
- b) In case of a subsequent complaint or allegation that the matter was not investigated satisfactorily, review or appeal would be the prerogative of the Audit Committee.
- c) Any disciplinary action, resignation or termination of an Employee, who had reported a matter in good faith, within six months of conclusion of the investigation, should be reported to the Board, to ensure that it was not on account of retaliation or victimisation.

10. Retention of Documents

All Protected Disclosures/Breach reporting's in writing along with the results of investigation relating thereto shall be retained by the Committee as per the record retention policy and the applicable law.

S/d

Name : N Subramanian
Designation : Chairman (Board)

Date: 3.04.2025