

# **SHARPLINE BROADCAST LIMITED**

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CIN No.L22100DL1990PLC039464

## **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

### **A. PREFACE**

**Sharpline Broadcast Limited** (hereinafter referred to as “SBL” or “the Company”), believes in promoting a fair, transparent, ethical and professional work environment. Towards this end, the Company has adopted the Code of Conduct (hereinafter referred to as “Code”), which lays down the principles and standards that govern the Company and its employees. Any actual or potential violation of the Code, insignificant or perceived, would be a matter of serious concern for the Company. The role of the stakeholders of the Company in pointing out the violations of the Code is an important one. The Code of Conduct of SBL strongly encourages raising concerns regarding any violation of the Code and to report these immediately. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandate listed companies to constitute a Vigil Mechanism/Whistle Blower Policy. Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for a Whistle Blower to approach the Chairperson of the audit committee of the company

### **B. POLICY DETAILS**

#### **i) Scope & Applicability**

This Policy is applicable to the Company and covers all their employees and directors whether working in India. The Policy also extends to all consultants, vendors, suppliers, dealers, customers and contractors working for and/ or on behalf of any of the Group entities. There are no exclusions of this Policy.

#### **ii) Coverage**

Any allegation which may fall within the scope of the concerns identified below will be considered and investigated accordingly. These “concerns” would include but are not restricted to following:

- a. Inaccuracy in maintaining and/or manipulating the Company’s books of account and financial records, confidential information
- b. Financial misappropriation and fraud including suspected fraud
- c. Misappropriation or fraud while procuring goods or services for the Company
- d. Conflict of interest
- e. False expense reimbursement
- f. Misuse of Company’s assets and resources, position, power or authority for personal gain.
- g. Inappropriate sharing of Company’s sensitive information.
- h. Corruption and bribery
- i. Unfair trade practices and anti-competitive behaviour
- j. Non-adherence to Code of Conduct including applicable laws/regulations and policies/procedures of SBL suppressing or trying to suppress such misconduct
- k. Non adherence to safety guidelines.
- l. Any leak or suspected leak of unpublished price sensitive information
- m. Any other matter or activity which may affect the interest or reputation of the Company.

The Whistle Blower may raise a concern in good faith that discloses or demonstrates information that may evidence unethical behavior or improper activity and it will be dealt with appropriately by the Audit Committee.

Nevertheless, any significant issue which individuals may feel is in the Group's interest to resolve, whether or not it technically falls within the definition above, should be reported internally in accordance with this Policy. The Whistle Blowers' role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finder of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the person investigating the matter.

### **C. DEFINITIONS**

The definitions of some of the key terms used in this Policy are given below.

- a) **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **"CEO"** means the Chief Executive Officer of the Company.
- c) **"Company"** or **"SBL"** means Sharpline Broadcast Limited.
- d) **"Corrupt"** means having or showing a willingness to act dishonestly in return for money or wrongful personal gain.
- e) **"Disciplinary Action"** means any action that can be taken on completion of/ during the investigation proceedings including but not limited to a warning, imposition of fine, suspension / termination from official duties or any such action as is deemed to be fit considering the seriousness of the matter.
- f) **"Employee"** means any employee or director of the Company (whether working in India or abroad) or any of its direct or indirect subsidiaries companies and includes contract employees, apprentices, interns and trainees.
- g) **"Fraud"** includes any act, omission, concealment of any fact or abuse of position committed by any person with intent to deceive, to gain undue advantage from, or to injure the interests of, the Company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss. This may include the embezzlement of Company funds or the misappropriation of Company assets in the form of money, property, data or intellectual property. The term "fraudulent" would be construed accordingly.
- h) **"Group"** means the Company and its direct and indirect subsidiary companies.
- i) **"Investigators"** means persons authorized, appointed, consulted or approached by the Chairperson of the Audit Committee and CEO of the Company.
- j) **"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 within the Company. Protected disclosure should be factual and not speculative in nature.
- k) **"Subject"** means a person against whom or in relation to whom a Protected Disclosure is made.
- l) **"Whistle Blower"** means an employee or any person associated with SBL making a Protected Disclosure in terms of this Policy.

### **D. SAFEGUARD**

This Policy is designed to offer protection to individuals who make Protected Disclosure, provided the same is made in good faith; in the reasonable belief of the individual making the disclosure that the concern tends to show malpractice or impropriety; and made to an appropriate person. The Chairperson of the Audit Committee and the CEO would ensure protection of the Whistle Blower from discrimination, victimization, retaliation, or adoption of any unfair employment practices.

However, if the concern raised is found to be completely false or frivolous or malafide, appropriate disciplinary action may be taken against the Whistle Blower. In exceptional cases, the Whistle Blower may be given direct access to the Chairperson of Audit Committee.

## **E. CONFIDENTIALITY**

This Policy encourages individuals to put their names to any disclosure they make. A Whistle Blower would be given the option to keep his/her identity anonymous while reporting an incidence. The Company will make no attempt to discover the identity of an anonymous Whistleblower. If the Whistle Blower's identity becomes known during the course of the investigation, SBL will ensure that the identity of the Whistle Blower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings. However, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement as part of the evidence required and be prepared (if required) to participate in any investigation proceedings that may follow. A Whistle Blower reporting major issues like child labour, corruption, fraud etc. would necessarily need to disclose their identity to enable effective investigation. Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the Whistle Blower.

## **F. UNTRUE ALLEGATIONS**

In making a disclosure, the Whistle Blower should exercise due care to ensure the accuracy of the information. If a Whistle Blower makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that Whistle Blower. If however, a Whistle Blower makes malicious or aggravating allegations, and particularly if he/she persists despite the outcome of the investigation, disciplinary action may be taken against the Whistle Blower.

## **G. PROCEDURE FOR MAKING A DISCLOSURE**

The purpose of the Policy is to ensure that all concerns are dealt with in a consistent and fair manner. It aims at encouraging Whistle Blowers to make Protected Disclosures by following the procedure below. In addition to the Company's internal procedures, certain law enforcement agencies are authorized to review questionable accounting or auditing matters or potentially fraudulent financial reports or data. Nothing in this Policy is intended to prevent a Whistle Blower from reporting information to the appropriate agencies when the Whistle Blower has reasonable cause to believe that there is a violation of law. However, in forming such an opinion, the Whistle Blower must approach the Audit Committee first. Only if the internal procedure for dealing with such situations is improper or inadequate, should an individual resort to reporting his/her concern to an external party.

## **H. HOW TO REPORT PROTECTED DISCLOSURE**

A Whistle Blower may raise a concern or complaint through any of the reporting channels as per the details given in Appendix A. The reporting channels are managed by an independent third party. The Whistle Blowers will be provided with a reference number for their Protected Disclosures that can be used to provide any additional information or seek feedback or updates on actions taken by the Company. Any matter to be reported under this Policy to the Chairperson of the Audit Committee or the CEO of the Company, should be specifically addressed to them.

Any matter to be reported to the Chairperson of the Audit Committee.

## **I. BREACH OF POLICY**

An Employee who:

- a. is guilty of an act with intent of breaching any provisions of the Policy; or
- b. hinders with the investigation being conducted by the Chairperson of Audit Committee/ CEO of the Company, as the case may be; or
- c. conceals or tampers with any evidence shall be subject to such disciplinary action as decided by the Company, which may include wage freeze, suspension or termination from service.

The disciplinary action taken by the Company will be in addition to any other penalty or re-course as may

be prescribed under applicable statute(s) governing such matter or breach.

## **J. REFERENCES**

The Policy should be referred to in conjunction, amongst others, with the following:

- Company's Code of Conduct and Applicable provisions of Companies Act, 2013 and
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

## **K. AMENDMENT**

The Company holds the right to amend or modify the Policy, without assigning any reason whatsoever, at least once in three years or as and when deemed suitable. Any amendment or modification of the Policy would be done by appropriate authority as mandated in law. The updated Vigil Mechanism/ Whistle Blower Policy shall be made available to all the stakeholders of the Company as soon as the amended Policy becomes notified.

## **APPENDIX A:**

Reporting Channels

<b>Sl. No.</b>	<b>Reporting Channel</b>	<b>Detail</b>	<b>Availability</b>
1.	Phone	<a href="tel:011-23552627">011- 23552627</a>	24*7
2.	E-mail	sharplinebroadcastlimited@gmail.com	24*7
3.	Web	<a href="https://sharplinebroadcast.in/">https://sharplinebroadcast.in/</a>	24*7