



NETWORK

SITI CABLE NETWORK LIMITED

(CIN L64200MH2006PLC160733)

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WHISTLE BLOWER POLICY

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FOR SITI CABLE NETWORK LIMITED **(formerly known as “Wire and Wireless (India) Limited”)**

Objective:

- The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner and is committed to ensure that its entire officials and employees act at all times in compliance with all laws and with Company’s code of conduct.
- The Company is also committed to developing a culture where it is safe for employees and staff, who report, in good faith, suspected violations or unacceptable practice and any event of misconduct.
- The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees and staff who in, good faith, raise a concern about irregularities within the Company.
- The policy neither releases employees from their duty of confidentiality in the course of their work, nor is a route for taking up a personal grievance .

Applicability:

This policy applies to all employees and full time Consultants of the Company and its subsidiaries.

Policy:

No adverse personnel action shall be taken or recommended against an employee, in retaliation to his disclosure, in good faith, of any unethical and improper practices or alleged wrongful conduct, provided he / she has not been involved in the conduct reported. This policy protects such employees from unfair termination, cessation of contract, demotion, discrimination, bias or any form of harassment including but not limited to compensation, job, location etc.

Scope of the Policy:

The Policy covers unethical and improper practices or alleged wrongful conduct and malpractices on the part of any person employed by, who holds office in or is otherwise connected with the Company, shall in view of the Whistle Blower acting in good faith is:

- Abuse of authority;
- Corruption;
- Negligence or unsafe work practice causing substantial and specific danger to public health and safety;
- Manipulation of company data/records;
- Financial irregularities, including fraud, or suspected fraud;
- Illegal actions (including theft, criminal offence etc.);
- Pilferage of confidential/proprietary information;
- Wastage / misappropriation of company funds / assets;
- Breach of employee Code of Conduct;
- Actions that adversely impacts the goodwill of Company or is in any manner against the interests of Company and its employees;
- Any violation of Company's Policy;
- Any other unethical, biased, favored, imprudent event.

Definitions:

- **Company**

Company means "Wire & Wireless (India) Ltd" (now name changed to "Siti Cable Network Limited" w.e.f. 05.09.2012) and shall include its subsidiaries.

- **Compliance Officer**

Compliance Officer means "Company Secretary" of the Company or any employee of the Company so specifically appointed by the board of the company

- **Good Faith**

An employee, shall deemed to be communicating in 'good faith' if he has reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Reasonable basis means the knowledge of "factual basis" for the communication.

Good faith shall deemed to be lacking when the employee knew or

reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

- **Managerial Personnel**

Managerial personnel shall include Leadership Team, Manager, Department Head, Supervisor or other employee who has authority to make or materially influence significant personnel decisions.

- **Whistle Blower(WB) Committee**

WB Committee shall comprise the CEO/COO and two Senior Managers (typically but not necessarily Head of Finance and Head of HR). Compliance officer of the company shall be the Convener of the WB Committee. WB to be appointed by the Audit Committee or Board of the Company

- **Whistle Officer**

The officer who is nominated / appointed by the WB Committee on case to case basis to conduct detailed investigation.

- **Whistle Blower**

An employee, of the Company who discloses in good faith any unethical and improper practices or alleged wrongful conduct to the Audit committee, in writing, through Compliance Officer.

Policy Guidelines:

1. Reporting of Matters:

- Whistle Blowers are encouraged to report the matter in the first instance to their Managers, who shall immediately inform the Compliance Officer about the same. In any investigation the name of the whistle blower will not be taken and the confidentiality of the person's name will maintained all the time.
- The Whistle Blower can also report the unethical and improper practices or alleged wrongful conduct through e-mail to whistleblower@wwil.net

2. False Allegation & Legitimate Employment Action:

When it is established that Whistle Blower knowingly made false allegations of unethical and improper practices or alleged wrongful

conduct to the Audit Committee, he/she shall be subject to strict disciplinary action in accordance with Company rules, policies and procedures. Further, this policy may not be used as a defence by an employee against whom an adverse personnel action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under Company Rules and Policies.

3. Procedure:

- Any employee who observes any unethical and improper practices or alleged wrongful conduct shall make a disclosure (in writing) to the Compliance Officer as soon as possible.
- If the employee is unwilling or unable to report the matter in writing, he may approach Compliance Officer directly or through his superior or any other employee. The Compliance Officer shall prepare a written summary of the employee's disclosure and provide a copy to the employee.
- The Compliance Officer shall report the matter, to the WB Committee within 24 hours of its occurrence who will decide on the course of action and nominate whistle officer to conduct detailed investigation. The WB Committee, depending upon the severity of the case or the involvement of Senior Management may refer the case to the Audit Committee.
- Audit Committee shall appropriately and expeditiously appoint senior officer or a team thereof to thoroughly investigate the whistle blower report received with the objective of locating the evidence which either substantiates or refutes violations reported by the Whistle Blower.
- Audit Committee/WBCommitte shall have right to outline detailed procedure for an investigation.
- Where the Audit Committee has designated a senior officer or a committee of managerial personnel for investigation, they shall mandatorily follow best practices and adhere to procedure outlined by Audit Committee for such investigation.
- The Audit Committee shall have right to call for any information/document and examination of any employee of the Company including the person against whom the complaint is made or other any other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.
- The WB Committee in consultation with Audit Committee may engage external professionals to assist in the investigation process.
- Once the investigation is over, the decision of the Audit/WB Committee shall be final and binding. If the Audit/WB Committee is satisfied that the alleged unethical and improper practice or wrongful act existed or is in

existence, then the Audit/WB Committee may:

- a) Reprimand, take disciplinary action, impose penalty /punishment or order for recovery, when any alleged unethical and improper practice or wrongful conduct of any employee is proved.

- b) Recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical and improper practice or wrongful act.

4. Protection:

- No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against any Whistle Blower.

- Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior 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. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

- The identity of the Whistle Blower shall be kept confidential.

- Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

5. Notification:

All departmental heads are required to notify and communicate the existence and contents of this policy to the employees of their department. Every Departmental Head shall submit a certificate duly signed by him to the Compliance Officer that this policy was notified to each employees of his department. The new employees shall be informed about the policy by the Human Resource Department and statement in this regard should be periodically submitted to the Compliance Officer.

6. Secrecy/Confidentiality:

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- Maintain complete confidentiality / secrecy of the matter.
- Not discuss the matter in any informal / social gatherings / meetings.
- Discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
- Not keep the papers unattended anywhere at any time.
- Keep the electronic mails / files under password.

If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

7. Reporting:

The Compliance Officer shall place before the WB Committee a quarterly report with number of complaints received under the policy and their outcome. This report shall include all cases which have been resolved at the level of the WB Committee as well as those which have been placed before the Audit Committee.

8. Amendment:

The WB Committee has the right to amend or modify this Policy in whole or in parts, at any time and without assigning any reason, whatsoever or may delegate the power of modifying the policy to Audit Committee.
