

DYNAVISION LIMITED

WHISTLE BLOWER POLICY

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1. PREAMBLE AND OBJECTIVE

Dynavision Limited (the Company) considering the interest of all its well-wishers, who want to report genuine concerns within the organization, implements the Vigil Mechanism/Whistle Blower Policy (the Policy).

The Company has adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

Further sub-section (9) of section 177 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that the following classes of Companies are required to establish a vigil mechanism.

Every listed companies;

Every other company which accepts deposits from the public;

Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50.00 (Fifty) Crores.

Under these circumstances, Dynavision Limited proposes to establish a Vigil Mechanism/Whistle Blower Policy with a view to provide a mechanism for Directors/ Employees of the Company to approach the Chairman of the Audit Committee of the Company. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of any nature whatsoever, or fear of any unfair treatment. A vigil mechanism provides a channel to employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or any Policy of the Company.

2. Policy

- A. This Policy is for the Directors and Employees of the Company as defined hereinafter.
- B. The Policy has been drawn up so that Directors and / or Employees can be confident about raising a concern. The areas of concern covered by this Policy are summarized in paragraph 5.
- C. Applicability:

This policy is applicable to the following:

- a. All Employees of the Company;
- b. All Directors of the Company.

3. Definitions

“Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.

“Company” means Dynavision Limited.

“Director” means a director appointed on the Board of the Company by the Board of Directors or Shareholders as the case may be.

“Disciplinary Action” means any action that can be taken on the completion or during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or such other action as is deemed fit considering the gravity of the matter.

“Employee” means any employee or officer of the Company.

“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.

“Subject” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“Whistle Blower” means a Director or Employee who makes a Protected Disclosure under this Policy.

“Whistle Officer” or **“Committee”** means an officer or Committee of the persons who is nominated / appointed to conduct detailed investigation.

4. The Guiding Principles

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- a) Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- b) Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- c) Ensure complete confidentiality.
- d) Not attempt to conceal evidence of the Protected Disclosure
- e) Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- f) Provide an opportunity of being heard to the persons involved especially to the Subject;

5. Coverage of Policy

A. The Policy covers malpractices and events which have / are taken / taking place/ suspected to take place involving:

1. Abuse of authority at any defined level in the Company
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Any violation of applicable law and regulations to the Company, thereby exposing the company to penalties / fines
10. Wastage/misappropriation of company funds/assets
11. Breach of the Company's Code of Conduct or Rules or ethics policy
12. Any other unethical, biased, favoured, imprudent event which does not confirm to approved standard of social and professional behaviour or a grievance about a personal situation.

B. Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

6. Disqualifications

- a) While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b) 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 or a grievance about a personal situation.
- c) Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under Company's Code of Conduct.

7. Manner in which concern can be raised

Any employee or director shall submit a report of the genuine concerns or grievances to the Audit Committee.

An audit committee shall oversee through the committee and 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.

In exceptional case, the vigil mechanism shall provide direct access to the Chairperson of the Audit Committee. Audit Committee shall appropriately investigate all grievances received. In this regard,

Audit Committee to investigate into the matter and prescribe the scope and time limit therefore. Audit Committee shall have right to outline detailed procedure for an investigation.

The Audit Committee or chairman, as the case may be, shall have right to call for any information/document and examination of any employee or director of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.

A report shall be prepared after completion of investigation and the Audit Committee shall consider the same. The decision or direction of Audit Committee shall be final and binding. The Contact details for addressing and sending the Complaints is as follows:

Name,

Contact No.

Designation

Name of the Company,

Address of the Company

E-mail Id

8. INVESTIGATION

- a) The investigation would be carried out to determine the authenticity of the allegations and for fact-finding process.
- b) The investigation team should not consist of any member with possible involvement in the said allegation.
- c) During the course of the investigation: Audit Committee will have authority to take decisions related to the investigation. Any required information related to the scope of the allegation would be made available to the investigators.
- d) The findings of the investigation should be submitted to the Audit committee by the investigator with all the supporting documents.

9. ROLE OF INVESTIGATOR

- a. A structured approach should be followed to ascertain the creditability of the charge.
- b. Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
- c. Provide timely update to the Ethics Committee on the progress of the investigation.
- d. Ensure investigation is carried out in independent and unbiased manner.
- e. Document the entire approach of the investigation.
- f. Investigation Report including the approach of investigation should be submitted to the Ethics Committee with all the documents in support of the observations.

10. Protection

- a) 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 or other practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any such 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 behaviour 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 any disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

- b) The identity of the Whistle Blower shall be kept confidential.
- c) Any other Director / Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

11. Secrecy/Confidentiality

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

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password
- f. a record of complaints, conclusion, actions etc, if any, shall be maintained by the Company. If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

12. Reporting

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

13. Amendment

The Chairman / Managing Director of the Company have the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

This version of the policy is reviewed and updated vide Board Meeting dated 9th August, 2022