



WHISTLE-BLOWER POLICY

Broadcast Audience Research Council

(“Company” or BARC India”)

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~ Confidential ~

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WHISTLE-BLOWER POLICY

1. OBJECTIVE

A healthy Code of Conduct and Ethics, even if unwritten, requires every 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 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 improper activities / practices, 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.

This policy:

- Provides a platform and mechanism for the employees, directors, customers, vendors, contractors and other stakeholders of / in the Company to voice genuine concerns or grievances about unprofessional conduct without fear of reprisal.
- It provides an environment that promotes responsible and protected whistle blowing. It enables Employees, Directors, customers, vendors, contractors and other stakeholders of / in the Company about their duty to report any suspected violation of any law that applies to the Company.
- Above all, it is a dynamic source of information about what may be going wrong at various levels within the Company and which will help the Company in realigning the processes and take corrective actions as part of good governance practice.

2. DEFINITIONS

i) **“Code”**: The Broadcast Audience Research Council (BARC) India Code of Conduct and Ethics.

ii) **“Employee”**: Every Employee of the Company, including the Directors in the employment of the Company covered under the scope of this policy.

iii) **Good Faith**: is assumed where reports are made with a reasonable basis for belief in its genuineness and are not made out of malice or for personal benefit and do not contain false information / data of which the whistle-blower is aware.

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.
- f) abuse of authority at any defined level of the Company
- v) **“Investigators”**: Persons authorized, appointed, consulted or approached under this policy by Whistle Blower Committee and include the internal auditors of the Company.
- vi) **“Protected Disclosure”**: Any communication made in good faith that discloses or demonstrates information that may evidence an improper activity / practice.
- vii) **“Retaliation”**: Any direct or indirect action that is detrimental to the employment or working conditions of an individual and is taken / threatened to be taken for punishing or intimidating a whistleblower.
- vii) **“Subject”**: 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.
- viii) **“Whistle Blower”**: An individual employee, director, channel partner, supplier, business associate, a customer, contractor or agency staff of the organization, any other internal / external stakeholder of the Company, who makes a Protected Disclosure, keeping the organization’s interest in mind.
- ix) **“Whistle Blower Committee (WBC)”**: A committee authorized to receive and investigate the disclosures made under this policy and report its finding and outcome to the WBC chairperson.

3. SCOPE

The policy is applicable to all the Employees of BARC India, and its subsidiary / associate companies including temporary employees, consultants (part time or full time), in house /outsourced employees, trainees / interns, employees on secondment / deputation, employees of joint venture companies or newly acquired businesses and any other third party and Directors of the Company. Additionally, this Policy shall also apply to vendors, customers, channel partners, business associates, contractors / agents and their staff members and any other person having any business relationship with the Company. Any of the Employees 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. NON-RETALIATION

The Company strictly prohibits any discrimination, victimization 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 victimization, 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.

5. 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. In case of repeated frivolous complaints being filed by an Employee, the Whistleblower Committee may take suitable action against the concerned Employee including reprimand.

List of exclusions:

The following types of complaints will ordinarily not be considered and taken up:

1. Complaints that are trivial or frivolous in nature
2. Matters which are sub-judice (pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body)
3. Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc.) also any customer/product related grievance.
4. While the Policy offers complete protection to bona fide whistle-blowers making protected disclosures in good faith, any abuse of this protection will warrant disciplinary action.

5. This Policy does not protect employees from disciplinary action for engaging in unrelated fraudulent behavior.

6. **PROTECTED DISCLOSURE**

i) **Procedure for raising a complaint**

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, 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.

An individual can have direct access to the chairperson of the Whistleblower Committee in appropriate or exceptional cases. Following could be such exceptional cases (list is not exhaustive and subject to discretion of Whistleblower Committee to amend or include)

- Where the stakes involved are significant and material from financial reporting point of view.
- Where there is threat to reputation of the company or there is a breach of law.

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) **Calling**: A Protected Disclosure can be made by calling on the Toll-Free Number **1800 103 0336**. To raise a complaint for BARC press 1. Once the respective button is pressed, the complainant will have to speak after the beep. After raising the complaint, the call should be disconnected by the complainant. The Toll-free number and its operations are managed by a third-party vendor to ensure confidentiality and protection of the Whistle Blower.
- b) **E-mail**: A Protected Disclosure can be made to the Whistle Blower Committee (WBC) by emailing on the e-mail id at barc@thewhistleblower.co.in. In case a protected disclosure is required to be made against any members of the Whistleblower Committee then, it can be directly made to the Chairman of the Audit Committee by sending an e-mail on auditcommitteechairman@barcindia.co.in.
- c) **Written Complaint**: A written complaint can be made in a sealed envelope and addressed to the **Chairperson of the Whistle Blower Committee at Broadcast Audience Research Council India, Valencia Tower, 4th Floor, Rajkamal Marg, Dr S. S. Rao Road, Parel East, Mumbai, Maharashtra 400012**. The complaint should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower and should be factual rather than speculative.

7. DEALING WITH ANONYMITY

A whistleblower may choose to keep his/her identity anonymous. However, complete anonymity at times makes it more difficult to investigate the concerns and take appropriate actions. With the knowledge of the identity of the whistle-blower, the WBC will be able to have discussions with the Whistle Blower, seek additional information required during the investigation process and hence be able to take required actions in more a timely and efficient manner.

In case where the Whistle Blower still opts to keep his/her identity anonymous, the complaint should be accompanied with strong evidence and credible information (viz. alleged perpetrators and others involved, period, location and details of incident, amounts involved, etc.) to support investigation and a quick redressal.

8. CONFIDENTIALITY

The Whistle Blower Committee will treat all complaints, identity of Subjects, entire Investigation process including the outcome of the Investigation in a confidential and sensitive manner. In specific cases where the criticality and necessity of disclosing the identity of the whistleblower is important, it may be disclosed, on a 'need-to-know-basis', during the investigation process.

9. 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. This acknowledgement of disclosure will be shared only with the Whistle Blower

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 or a specially constituted internal team of Investigators with or without external help; 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 authorized 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 behavior and observance of legal and professional standards.
- To ensure complete fact finding and maintain strict confidentiality.
- Decide on the outcome of the investigation within 45 days from the date of receipt of the complaint and recommend an appropriate course of action to the Whistle Blower Committee. The timeline for completion of the investigation shall be extended in the event of any exceptional circumstances and upon approval of the Audit Committee.
- The Investigators may interview employees / vendors / suppliers / business associates as required. All employees and other business associates will be required to co-operate with the Investigators.
- The Investigators may request any data and documents deemed appropriate, from relevant sources and require the presence of such persons for any discussions. All such necessary support shall be provided by the respective departments / employees / other stakeholders without any limitation.
- The Investigators shall have the authority to examine and copy all or any portion of the contents, including the digital contents, of files, desks, workstations (desktop computer or laptop system), cabinets, and other storage facilities on the premises without prior knowledge or consent of any individual who might use or have custody of any such items.

b) Whistle-blowers

- 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.
- The Whistle Blower shall co-operate with the investigators and may be asked to be present for an interview / make a statement as to his areas of concern
- The Whistle Blower should not contact the suspected individual in an effort to determine facts, gather evidence or demand restitution. Whistle Blower's role is limited to reporting the irregularities.
- The Whistle Blower shall not discuss the case, facts, suspicions, or allegations with anyone unless specifically asked to do so by the investigator / WBC.

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.
- Identity of the Subject will be kept confidential to the extent possible.
- The Subjects shall be given an opportunity to provide inputs / responses to the allegations and material findings during the investigation process.
- The Subjects have the right to be informed about the outcome of the investigation

10. 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 of the Company (CEO) 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.

11. 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 companies and Business/Functions groups.

12. 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.

13. GUIDELINES FOR COMMUNICATION AND IMPLEMENTATION OF THIS POLICY

A communication mechanism should be put in place to create awareness about this with the existing employees and for new recruits. It is the responsibility of the Human Resource Department of the Company to ensure that the updated names and email ids of the Whistle Blower Committee is made available to all employees through the local intranet and/or any other communication mechanism they may adopt. A copy of this policy shall also be placed on the intranet of the Company to ensure that this policy is implemented in letter and spirit. This policy is equally applicable to Third parties who may wish to report a concern related to a violation / potential violation of the Company Code of Conduct and Ethics.

14. AMENDMENT

This policy may be amended or modified from time to time in case of any subsequent changes to the provisions of applicable regulations or which deems necessary to strengthen vigil / whistle blower mechanism.