



# QUINT DIGITAL LIMITED

*(FORMERLY KNOWN AS QUINT DIGITAL MEDIA LIMITED)*

## VIGIL MECHANISM/ WHISTLE BLOWER POLICY

## TABLE OF CONTENTS

S. NO.	PARTICULARS	PAGE NO.
1.	INTRODUCTION	3
2.	APPLICABILITY	3
3.	SCOPE AND PURPOSE	3
4.	DEFINITIONS	4
5.	REPORTING MECHANISM	5-7
6.	DOCUMENTATION	7
7.	AMENDMENTS	7
	DATES OF REVIEW/AMENDMENT	8

## **1. INTRODUCTION**

Quint Digital Limited (“The Quint”) is committed in conducting business with integrity and for implementing best ethical management practices. In an effort to further this approach, as well as to comply with the applicable provisions of the Companies Act, 2013 (hereinafter referred to as the ‘Act’) and the rules made thereunder (as well as the regulations made by the Securities and Exchange Board of India), The Quint has decided to adopt a revised vigil mechanism/ whistle blower policy in line with the Company’s Code of Business Conduct and Ethics Policy which can be referred to as the Vigil Mechanism/ Whistle Blower Policy (“The Policy”).

This policy provides a platform and mechanism for the employees and Directors to voice genuine concerns or grievances about unprofessional conduct without fear of reprisal or victimization, which they believe show serious malpractice, impropriety, abuse or wrong doing within the Company, or in the dealings of the Company with other persons, or constitutes a violation of the Company’s Code of Business Conduct and Ethics Policy or any instances of leak of Unpublished Price Sensitive Information (UPS), in terms of the Code of Conduct for Prevention of Insider Trading.

## **2. APPLICABILITY**

This Policy shall apply to all Directors, regular employees, consultants including advisors and employees on contract. This Policy shall also apply to third parties with any commercial dealings with the Company including vendors, service providers, partners, joint venture employees and customers.

## **3. SCOPE AND PURPOSE**

This Policy sets out the procedure to be followed while making a disclosure. The purpose of this policy is to articulate the Company’s point of view on whistle blowing, the process, and the procedure to strengthen whistle blowing mechanism at the Company.

**4. DEFINITIONS**

- a. **“Audit Committee”** means Audit Committee of the Board of Directors of the Company constituted under provisions of Listing Regulation and Companies Act, 2013.
- b. **“Board”** means the Board of Directors of the Company.
- c. **“Code of Conduct for Prevention of Insider Trading”** means the Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of Quint Digital Limited formulated pursuant to the Securities and Exchange Board of India has framed the SEBI (Prohibition of Insider Trading) Regulations, 2015
- d. **“Company”** means Quint Digital Limited.
- e. **“Compliance Officer”** means the Company Secretary of the Company.
- f. **“Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity including activities mentioned in Clause 5 of this Policy.
- g. **“Fraud”** means any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, 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.
- h. **“Leak of UPSI”** shall refer to such act or omission by virtue of which a UPSI is made or becomes generally available before its official publication or announcement or formal circulation in public domain and which shall also include any attempt thereof.
- i. **“Unpublished Price Sensitive Information”** (UPSI) shall have the same meaning as assigned to it under Regulation 2(n) of SEBI (Prohibition of Insider Trading) Regulations, 2015
- j. **“Policy”** means Whistle Blower Policy of the Company.
- k. **“Whistle Blower”** means any person making a Disclosure under this Policy.

## 5. REPORTING MECHANISM

### Coverage of Policy

Concerns that may be raised under this Policy include a wide range of issues, some of which are listed below. An illustrative (but by no means comprehensive) list of Concerns that may be raised under this Policy is as follows:

- any unlawful act, whether criminal (e.g. theft) or giving rise to a civil action (e.g. slander or libel);
- breach of any policy or manual or code adopted by the Company;
- health and safety risks, including risks to employees as well as the public in general;
- Fraud and corruption;
- any instance of failure to comply with legal or statutory obligations;
- any instance of any kind of financial malpractice;
- abuse of power (e.g. sullyng / harassment);
- Leak or suspected leak of UPSI; and
- any other unethical or improper conduct

### Responsibility to Report

Protected Disclosures are to be made whenever an employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism described below.

The Whistle Blower's role is that of a reporting party with reliable information. They shall not be party to the investigation of complaints or be involved in deciding what course of remedial action is warranted in each case. Although, the Whistle Blower is not expected to provide complete evidence in proof of the allegation, he needs to demonstrate to the that there are sufficient and valid grounds for the concern.

### Reporting Mechanism

Report your concerns to your manager or Human Resources manager. You can also write to the Compliance Officer at [cs@thequint.com](mailto:cs@thequint.com). If you have any concern about reaching out to the Compliance Officer or in case of exceptional circumstances, you can directly report to the Chairman of the Audit Committee.

Where the complaint is against the Chairman of the Audit Committee, the Whistle Blower shall file the complaint with the Chairman of the Board of Directors and if such person is also the Chairman of the Audit Committee shall file the complaint with any member of the Board of Directors. Details of the Chairman of the Board/ Audit Committee and other Board Members is available on the Company's website.

As you have several means of reporting, you need never report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation.

Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

**Investigation**

All reports under this Policy will be promptly and appropriately investigated and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation or deliberately providing false information during an investigation can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

**Retaliation is not tolerated**

No one may take any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company's Code of Conduct and Ethics. The Company takes reports of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

**Frivolous, Fictitious and Mala fide Disclosures**

If a Whistle Blower makes an allegation, which he/ she knows or has reason to believe is untrue, or with an intent to defame or cause inconvenience, appropriate action will be taken against such Whistle Blower.

In case a person habitually makes false/ frivolous complaints, appropriate disciplinary action will be initiated against such person. Further, the subsequent complaints/ disclosures made by him/her may not be considered.

**6. DOCUMENTATION**

All documents related to reporting, investigation, and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

**7. AMENDMENTS**

The Audit Committee or the Board of Directors of *the Quint* can change or modify or rescind or abrogate this Policy unilaterally at any time without notice. Amendment may be necessary, among other reasons, to maintain compliance with state or local regulations and/ or accommodate organizational changes within the Company.

**DATES OF REVIEW/AMENDMENT**

<b>S.No.</b>	<b>Date of review/amendment</b>
1.	April 14, 2021
2.	May 30, 2022
3.	May 30, 2023