

**VIGIL MECHANISM / WHISTLE-BLOWER POLICY
OF MORN MEDIA LIMITED**

1. INTRODUCTION

- 1.1. The Company believes in conducting its business and working with all its stakeholders in an ethical and lawful manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.
- 1.2. 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.
- 1.3. Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.
- 1.4. Regulation 9A (6) of the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015 (“Insider Trading Regulations”) requires that every listed company establishes a Whistle Blower Policy for the purposes of reporting instances of leak of unpublished price sensitive information.

Therefore, Morn Media Limited (“MML” / “the Company”), being a Listed Company proposes to establish a Whistle Blower Policy / Vigil Mechanism and to formulate a policy for the same.

2. DEFINITIONS

- 2.1. “**Alleged wrongful conduct**” shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, leak of unpublished price sensitive information as defined under the Insider Trading Regulations, substantial and specific danger to public health and safety or abuse of authority”.
- 2.2. “**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance guidelines of Listing Agreement and Companies Act, 2013.
- 2.3. “**Board**” means the Board of Directors of the Company.
- 2.4. “**Company**” means the Morn Media Limited and all its offices.
- 2.5. “**Code**” means Code of Conduct for Directors and Senior Management Executives adopted by Morn Media Limited.

- 2.6. “**Disciplinary Action**” means any action that can be taken on the completion of / during the investigation proceedings as is deemed to be fit considering the gravity of the matter.
- 2.7. “**Employee(s)**” means all the present employees and whole time Directors of the Company.
- 2.8. “**Investigator(s)**” means the person(s) authorized, appointed, consulted or approached by the Audit Committee.
- 2.9. “**Protected Disclosure**” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 2.10. “**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.
- 2.11. “**Whistle Blower**” is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

Words and expressions used and not defined herein but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder and any other applicable provisions, as amended from time to time, shall have the meanings respectively assigned to them in those legislations.

3. SCOPE OF THE POLICY

- 3.1. This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, leak of unpublished price sensitive information, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

4. DISQUALIFICATION

- 4.1. The Company, as a policy condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. However, this policy should not be misused by the employees to make fraudulent or frivolous or malicious or bogus disclosures to the Chairperson of the Audit Committee.

5. PROCEDURE FOR RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES.

- 5.1. All Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised. The Protected Disclosures can also be reported verbally, either personally or over the telephone to the Chairperson of the Audit Committee which should be followed by the written communication.
- 5.2. The written communication should either be typed or written in a legible handwriting either in English, Hindi or in the regional language of the place of the employment of the Whistle Blower. It should be marked as confidential and sent to the below mentioned address:

Directors / CEO / CFO / Company Secretary
MORN MEDIA LIMITED
Jagran Building, 2, Sarvodaya Nagar, Kanpur-208005
e-mail id: mornmedialimited@hotmail.com

However, in appropriate or exceptional cases, the subject can directly address to the Chairperson of the Audit Committee of the Board of Directors of the Company.

- 5.3. The whistle blower must disclose his / her name in the protected disclosure. Anonymous / Pseudonymous disclosure shall not be entertained by the officer.
- 5.4. The Protected Disclosure shall state clearly the relevant details of the fraud or misconduct including the name of the employee or employees who have engaged in the misconduct or fraud.

6. INVESTIGATION

- 6.1. The Audit Committee may at its discretion, consider involving any Investigator(s) for the purpose of Investigation.

- 6.2. All protected disclosures under this policy will be thoroughly investigated by the Investigator(s) appointed by the Audit Committee which may investigate the matter under the authorization of the Audit Committee. In case of protected disclosure concerning any leak of unpublished price sensitive information, the procedure to be followed for investigation thereof will be as per the policy and procedure for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information, as provided in the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives of the Company.
- 6.3. The decision of the Audit Committee to conduct an investigation by itself is not an accusation and is to be treated as a neutral fact finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- 6.4. The identity of the subject(s) and the Whistle Blower will be kept confidential.
- 6.5. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 6.6. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Investigator(s) or Officers appointed by it in this regard, during the investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- 6.7. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 6.8. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 6.9. The investigation shall be completed normally within 60 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.
- 6.10. Subject(s) have a right to be informed of the outcome of the investigations.

7. PROTECTION

- 7.1. It shall be ensured that the Whistle Blower shall be protected from any adverse action which may include but is not limited to termination of employment, demotion, suspension, decision not to promote, unwarranted performance rating, harassment, biased behavior withholding of salary, imposition of transfer or re-assignment, denial of rewards, leave, benefits for which he / she is eligible, or any other significant changes in the job; which may arise out of the him / her making the Protected Disclosure.
- 7.2. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under the law.
- 7.3. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- 7.4. In case of occurrence of any adverse action towards the Whistle Blower, he shall have right to approach to the Chairman of the Audit Committee.

8. INVESTIGATORS

- 8.1. Investigator(s) are required to conduct a process towards fact-finding and analysis.
- 8.2. Investigator(s) shall derive their authority and rights from the Audit Committee when acting within the course and scope of their investigation.
- 8.3. Technical and other resources may be drawn upon as necessary to augment the investigation.
- 8.4. All investigators will be independent and unbiased. Investigators will have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of the legal and professional standards.

9. DECISION

- 9.1. If an investigation leads the Chairperson of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairperson of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

- 9.2. In case of investigation pertaining to leak of unpublished price sensitive information, decision and reporting shall be done in accordance with the policy and procedure for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information, as provided in the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives of the Company

10. REPORTING

- 10.1. The Investigator(s) shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him / her / them since the last report together with the results of investigations, if any.

11. RETENTION OF DOCUMENTS

- 11.1. All Protected disclosures in writing or documented along with the results of investigation relating thereto, shall be retained by the Company for a minimum period of 3(three) years.

12. AMENDMENT

- 12.1. The Board of Directors of the Company shall have the authority to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.