

## TIPS FILMS LIMITED

### WHISTLE BLOWER POLICY/VIGIL MECHANISM POLICY

#### **INTRODUCTION:**

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.

Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, requires for all listed companies to establish a mechanism called 'Whistle Blower Policy' for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

Therefore, Tips Films Limited, being a Listed Company, proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

#### **DEFINITION:**

**"The Company"** means TIPS FILMS LIMITED.

**"Board"** means the Board of Directors of the Company.

**"Employees"** means every employee of the Company, including the Directors in the employment of the Company.

**"Audit Committee"** mean a Committee of Board of Directors of the Company, constituted in accordance with provisions of Section 177 of Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with Stock Exchanges.

**"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.

**"Whistle Blower"** is an employee or group of employees or directors who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

#### **ELIGIBILITY:**

All employees and directors of the Company are eligible to make "Protected Disclosures".

### **PROCEDURE:**

All Protected Disclosures should be reported in writing by the whistle blower as soon as possible, not later than 30 days after he/she becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “**Protected disclosure under the Whistle Blower Policy**”. Alternatively, the same can also be sent through email with the subject “**Protected disclosure under the Whistle Blower Policy**”. If the whistle blower is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure.

### **The Contact details are as under:**

**Name:** Vinit K. Bhanushali, Company Secretary

**Address:** 501, 5<sup>th</sup> floor, Durga Chamber,  
Linking Road, Khar West,  
Mumbai -40052

**E-mail: I.D:** cs@tipsfilms.in

Anonymous or pseudonymous protected disclosure shall not be entertained.

Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

### **INVESTIGATION:**

All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

### **DECISION AND REPORTING:**

Audit Committee along with its recommendations will report its findings to the Management and Management will have the power to take the necessary actions.

If the report of investigation is not to the satisfaction of the complainant, the complainant has right to report the event to the appropriate legal or investigating agency.

A complainant who makes false allegations of unethical & improper practices or about wrongful conduct of the subject to the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

**ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

**SECRECY / CONFIDENTIALITY:**

The Whistle Blower, Members of Audit Committee and any person involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

**RETENTION OF DOCUMENTS:**

All Protected disclosures documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 8 (eight) years or such other period as specified by any other law in force, whichever is more.

**DISCLOSURES:**

This policy shall be disclosed by the Company on its website and the Board's Report has to be prepared and attached with the Annual Report of the Company in terms of the provisions of the Companies Act, 2013.

**AMENDMENTS:**

This policy can be modified or repealed at any time by the Audit committee of the Company.

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