

# WHISTLE BLOWER POLICY

## WHISTLE BLOWER POLICY

Amagi Media Labs Limited, formerly “Amagi Media Labs Private Limited”, (the “**Company**”) has adopted a Whistle Blower Policy (“**Policy**”), which outlines the Company’s commitment to ensure that all directors and employees are able to raise concerns regarding any serious irregularities or any unfair practice or any event of misconduct of any illegal activity occurring in the Company. This Policy of the Company has been approved by the Audit Committee of the Board of Directors (“**Board**”) of the Company as per the terms of the provisions of Section 177 of the Companies Act, 2013 (“**Act**”), Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 (“**Rules**”) and Regulation 4(2)(d)(iv) and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”). Any actual or potential violation of the Company’s Code of Conduct for Board of Directors and Senior Management Personnel (“**Code**”), howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of employees in pointing out such violations of the Code cannot be undermined. Accordingly, this Policy has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

### 1. Purpose:

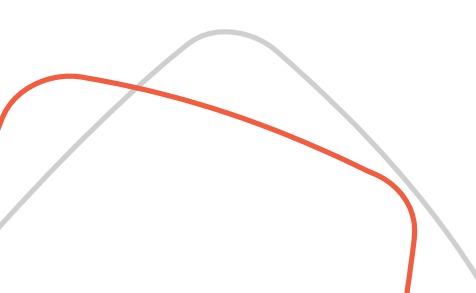
The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees and third parties wishing to raise a concern about serious irregularities that could have grave impact on the operations and performance of the business of the Company.

While this Policy is intended to protect genuine Whistle-blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. Personnel who make a complaint with mala fide intention and which is subsequently found to be false will be subject to strict disciplinary action.

### 2. Applicability:

The Policy applies to all the Company’s employees. The policy shall also apply to any complaints made by Directors, other stakeholders of the Company such as customers and members of public.

### 3. Definitions:



- i. **"Audit Committee"** means the Committee constituted by the Company in accordance with Section 177 of the Act;
- ii. **"Company"** means Amagi Media Labs Limited and its subsidiaries, if any.
- iii. **"Director"** means a director appointed to the Board of the Company.
- iv. **"Disciplinary action"** means any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the intensity of the matter.
- v. **"Employee"** means any employee of the Company (whether working in India or abroad), including the Directors of the Company.
- vi. **"Good Faith"** - An employee shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.]
- vii. **Independent Ethics Advisor** means an individual with no direct affiliation with the Company and is experienced in handling ethical and compliance matters. The role of the Independent Ethics Advisor is to provide guidance, oversight, and an unbiased perspective on whistleblower investigations, helping to maintain Amagi's commitment to integrity and ethical conduct.
- viii. **"People Team"** means employees of the Company working in the HR Department.
- ix. **"Personnel"** means any employee of the Company (including outsourced, temporary and on contract personnel), Director and / or third-party engaged by or on-behalf of the Company. Personnel covers Directors and Employees.
- x. **"Protected Disclosure"** means the disclosure of a Reportable Matter in accordance with this Policy. Such information shall be factual and not speculative in nature.
- xi. **"Reportable Matter"** means a genuine concern concerning actual or suspected fraudulent practices, such as improperly tampering with the Company books and records, or theft of the Company property; and/or breach the Code. Please note that complaints concerning professional development issues of employees or employees' compensation or other personal grievances are not Reportable Matters for purposes of this Policy.

- xii. **“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 under this Policy.
- xiii. **“Whistle Enquiry Council”** means an officer or Committee of persons who is/are nominated/ appointed to conduct detailed investigation of the disclosure received from the whistleblower and recommend disciplinary action. The Council will also have an external member (Independent Ethics Advisor)
- xiv. **“Whistle-blower”** means any Personnel who makes a Protected Disclosure under this Policy.

#### 4. Why do we need to understand this Policy?

All Personnel have an obligation to report any Reportable Matters, of which they are or become aware of, to the Company.

This Policy is intended to encourage and enable personnel to raise concerns within the Company prior to seeking resolution outside the Company. This Policy ensures that the Company personnel are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.

However, this Policy neither releases personnel from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation. This Policy is not intended to question financial or business decisions taken by the Company that are not reportable matters nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. The Whistle-blower's role is that of a reporting party. Whistle-blowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

The Policy covers malpractices and events which have taken place/ suspected to take place involving the following which is indicative but not exhaustive :

1. Abuse of authority;
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 or deficiencies in internal control and check or deliberate error in preparations of financial statements or misrepresentation of financial reports;
6. Any unlawful act whether criminal/ civil;
7. Pilferage of confidential/propriety information;
8. Deliberate violation of law/regulation;
9. Wastage / misappropriation of company funds/assets;

10. Bribery or corruption;
11. Retaliation;
12. Breach of IT Security and data privacy;
13. Social media misuse; or
14. Breach of company policy or failure to implement or comply with any approved company policy.

The following nature of complaints shall **not** be covered by this Policy:

1. Complaints that are frivolous in nature;
2. Complaints that are vague, with pseudonyms
3. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body
4. Issues relating to personal grievance (increment, promotion, etc.); and
5. Sexual harassment as it is covered by Anti-Sexual Harassment Policy. If the Internal Complaint Committee receives a sexual harassment complaint, it should be forwarded to Sexual Harassment Committee set up for this purpose on the basis of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

If such complaints are received, they shall be forwarded to respective stakeholders for action on the same.

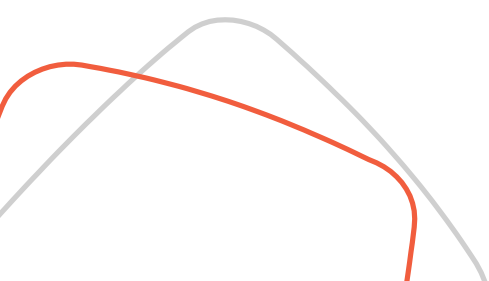
The Policy should not be used for raising malicious or unfounded allegations against colleagues or superiors. The above should be supported by proper evidence and reliable information. Care should be taken not to indulge in baseless allegation and should not be used in place of the Company's grievance procedures.

If a complaint, after an investigation proves to be frivolous, malicious or made with an ulterior intent, the Audit Committee shall take appropriate disciplinary against the concerned Whistle Blower.

Any Employee and / or Director, knowingly hiding information in any form regarding any unethical practice/activities/behaviour in one's workplace will also constitute unethical practice on the Employee's part.

## **5. Reporting Mechanisms:**

Personnel of the Company are responsible for reporting actual or suspected violations of the CoC and seeking clarification and guidance on ethics, compliance, and legal issues. All Employees, Directors, members, or other stakeholders associated with the Company may report an actual or suspected ethical violation, or seek guidance, through the following Ethicsline reporting channels:



#	Reporting Channel	Contact Details	Availability
1	Phone	<ul style="list-style-type: none"> <li>India (Toll-free) at 1800-102-6969</li> <li>USA (Toll-free) at +1 (888) 436-0393</li> <li>Poland (Toll-free) at +(48) 800088123</li> <li>United Kingdom(Toll-free) at +(44) 8083044704</li> <li>Germany (Toll-free) at +(49) 80018017222</li> <li>Worldwide (Toll number) at +91 9595-146-146</li> </ul>	<b>24x7</b> for English and Hindi  <b>10:00 am – 7:00 pm IST</b> for Marathi, Gujarati, Telugu, Kannada, and Tamil (Weekdays)  <b>Off-office hours:</b> Voicemail facility available
2	Web Portal	<a href="https://amagi.integritymatters.in">https://amagi.integritymatters.in</a>	24x7
3	Email	<a href="mailto:amagi@integritymatters.in">amagi@integritymatters.in</a>	24x7
4	Post	Amagi Media Labs Limited, C/o Integrity Matters, Unit 1211, CENTRUM IT Park, Plot No C-3, S.G. Barve Road, Wagle Estate, Thane West - 400604, Maharashtra, India	24x7

Ethicsline is operated by an independent external third-party specialist service provider “Integrity Matters”. Any personnel who contact Ethicsline will be assigned a unique report key that they may use to check on the status of reports and inquiries.

When using the Ethicsline, all personnel will have a choice to remain anonymous. It is vitally important to keep the report number in a safe place in order to follow up on the concern or question. Report number, if lost, cannot be retrieved. The Whistle Enquiry Council may have follow-up questions about the concern, and the personnel can assist with the investigation by calling or logging back into the web reporting site to provide additional details. It is requested that the personnel provide as much information as possible, as it would assist the Whistle Enquiry Council to get to the bottom of the concern or question.

### Evidence Collection for Filing a Complaint

To the extent possible, the Protected Disclosure must include the following:

- The name of the employee, and/or third party or parties involved;
- Where it happened (division or office or location);
- When did it happen: a date or a period of time;
- Type of concern (what happened);
- Submit proof or identify where proof can be found, if possible;



- f) Whom to contact for more information, if possible; and/or
- g) Prior efforts to address the problem, if any.

To ensure that complaints are thoroughly investigated and supported by relevant information, whistleblowers are encouraged to gather any available evidence before filing a complaint under the Whistleblower Policy. While whistleblowers are not required to conduct their own investigation, providing specific details and documentation can assist in the investigation process and lead to more accurate outcomes.

## **Types of evidence and documentation:**

### **a) Written records**

- Emails, text messages, memos, or other written communications related to the incident.
- Meeting notes or minutes, especially if they detail the unethical behavior or decisions in question.

### **b) Witness collection**

- Names and contact details of any individuals who may have observed or are aware of the incident.
- Statements or verbal accounts from other employees or stakeholders who can corroborate the claim.

### **c) Physical evidence**

- Any documents, files, invoices, or contracts that illustrate the suspected misconduct.
- Photographic or video evidence, if available, showing instances or patterns of unethical behavior.

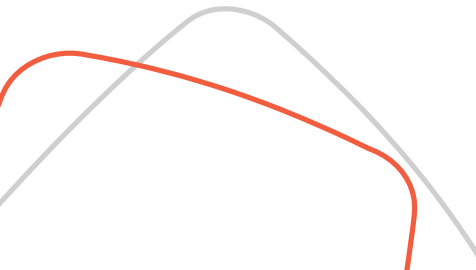
### **d) Financial records**

- Receipts, expense reports, transaction logs, or any financial records that indicate fraudulent activity or conflicts of interest.
- Any records showing unusual or unauthorized financial transactions.

### **e) Details of the incident**

- Clear descriptions of when and where the incident occurred, including dates, times, and locations.
- Any information on past occurrences or similar behavior that could support the context of the complaint.

## **Guidelines for Evidence Collection:**

- **Confidentiality:** Whistleblowers should handle evidence discreetly to maintain confidentiality and avoid alerting the individuals involved.
  - **Avoid Unlawful Collection:** Whistleblowers should gather evidence only through lawful and ethical means. Unauthorized access to restricted areas or confidential files outside one's role is discouraged and may constitute a policy violation.
  - **Relevance:** Provide only information that directly pertains to the complaint. Including irrelevant details may complicate the investigation.
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Whistleblowers are encouraged to include as much relevant information as possible. However, the Company will investigate all complaints based on the information provided, even if limited evidence is available. Whistleblowers are assured protection under the policy and should feel safe in reporting any genuine concerns.

## 7. Protection to the Whistle Blowers

The Company is fully committed to protecting individuals who raise concerns in good faith under the Whistleblower Policy. Whistleblowers are essential to maintaining an ethical and compliant organization. No Whistle-blower, who in “Good Faith” makes a Protected Disclosure shall suffer harassment, retaliation, or adverse actions or any similar consequences.

To this end, the following measures are implemented to ensure their safety, confidentiality, and well-being:

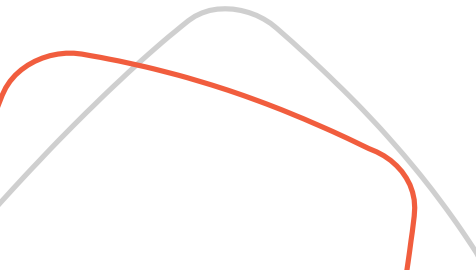
### a) Protection Against Retaliation

- **Non-Retaliation:** Any form of retaliation, discrimination, harassment, or adverse action against whistleblowers for raising concerns is strictly prohibited. Retaliation includes, but is not limited to, unfair dismissal, demotion, denial of benefits, threats, unfavorable work assignments, or any form of harassment.
- **Immediate Action:** Any evidence of retaliation will result in disciplinary action against the offending party, up to and including termination of employment. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation

### b) Confidentiality

- **Anonymity:** Whistleblowers can choose to report concerns anonymously. In such cases, the company will make all reasonable efforts to investigate the complaint without revealing the identity of the whistleblower.
- **Secure Handling of Information:** Details of the complaint, including the whistleblower’s identity, will only be shared on a strict need-to-know basis with those directly involved in the investigation or as required by law.
- **External Reporting:** If the whistleblower chooses to report directly to the Independent Ethics Advisor, the same level of confidentiality will be maintained.

### c) Legal Protections

- **Compliance with Applicable Laws:** The Company adheres to all local and international whistleblower protection laws to safeguard employees. Whistleblowers are encouraged to report misconduct without fear of legal consequences or workplace discrimination.
  - **Protection from Legal Action:** Employees who report concerns in good faith are shielded from liability or legal repercussions related to their disclosures, even if the investigation does not substantiate their claims.
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## d) Continuous Monitoring

- **Follow-Up:** The People team will actively monitor the whistleblower's work environment following the filing of a complaint to ensure that no retaliatory actions are taken against them.
- **Feedback Mechanism:** Whistleblowers will have an opportunity to provide feedback on the handling of their case and suggest improvements to the whistleblowing process.

## Handling False Allegations

- The Company recognizes the need to prevent abuse of the Whistleblower Policy. While genuine, well-intentioned reports are encouraged, knowingly submitting false allegations will not be tolerated and may result in disciplinary action.
- This measure ensures that the policy remains a trusted channel for raising legitimate concerns.

Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

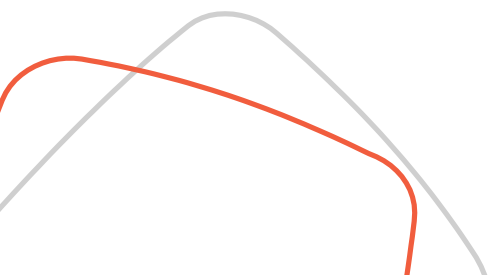
A supervisor or manager who retaliates against a Whistle-blower who has made a Protected Disclosure in good faith will be subject to disciplinary action including termination of employment, or a similar consequence if not employed by the Company. This Policy is intended to encourage and enable Personnel to raise concerns within the Company prior to seeking resolution outside of the Company.

## 7. Confidentiality

Personnel may make a Protected Disclosure on confidential basis or may make submissions anonymously. In addition, Personnel should be aware that there are significant rights and protections available to individuals who identify themselves when making a Protected Disclosure, and that these rights and protections may be lost if Personnel make a Protected Disclosure on an anonymous basis.

In responding to anonymous Protected Disclosure, the Company will pay due regard to:

- The fairness to any individual named in the anonymous Protected Disclosure
- The seriousness of the issue raised
- The credibility of the information or allegation in the Protected Disclosure; and
- The ability to ascertain the validity of the Protected Disclosure and to appropriately resolve it without the assistance and cooperation of the Whistleblower.
- Ensure complete fact-finding
- Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures



## 8. Handling of Protected Disclosure:

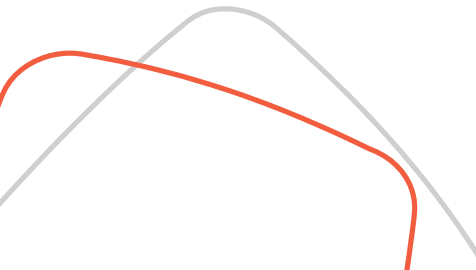
- On receipt of a Protected Disclosure, the Whistle Enquiry Council shall call for a meeting to evaluate the matter and immediately take it up for a preliminary view. In case additional information is required, the Council can request the same from the Whistle Blower.
- If a return address or contact details of the Complainant are available, an initial response of acknowledgement shall be provided in 2-3 working days by way of SMS/ Email/ Post.
- In the event that a member of the Whistle Enquiry Council is involved in the Protected Disclosure or is identified as having a potential conflict of interest, the matter shall be reported to the Audit Committee. The concerned member will be recused from the Council and replaced with an appropriate alternate.
- During the process of investigation, the Subject shall be given a chance of being heard. Subject(s) will be informed of the allegation at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.
- If the Protected Disclosure is proved correct, necessary Disciplinary Action shall be taken and preventive measures shall also be taken to avoid recurrence of the same.
- A time frame of maximum 45 days will be permitted to complete the investigation. In case the same cannot be completed within the stipulated period, interim report shall be mandatorily submitted by the Council to the CEO, giving the tentative date of completion.
- If the Protected Disclosure is not proved, the matter shall be extinguished. An explanation of the same has to be documented.
- Outcome of the enquiry shall be shared with the CEO of the Company and the Whistle blower.
- Subject(s) have a right to be informed of the outcome of the investigation.

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 8 years.

## 9. Modification

The Company is entitled to amend, suspend or rescind this policy at any time. The Company may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with local, state and central regulations and/or accommodate organizational changes within the Company.

Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also

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establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

## 10. Mandatory Display of the Policy

The Company is committed to ensuring that the Whistle Blower Policy is readily available and accessible to all relevant stakeholders, both internal and external.

### Internal Access:

These policies will be made available to all employees via the employee portal, ensuring that everyone is fully informed of the company's standards and expectations regarding ethical business conduct.

Regular communications and training sessions will be conducted to reinforce awareness and compliance with these policies.

### External Access:

The policies will also be published on the company's website, ensuring transparency and accessibility for external stakeholders, including clients, vendors, suppliers, investors, and regulatory bodies.

External stakeholders will be notified of their obligation to comply with these policies when engaging in business dealings with Amagi.

## 11. Change, Review and Update

This policy shall be reviewed at least once annually or subject to business changes whichever is earlier. Changes to this policy shall be exclusively performed by the HR team, and approved by the Head of HR. A change log shall be kept current and updated as soon as any change has been made.

### VERSION HISTORY

S. No.	Version	Approved by	Effective Date	Amendment Summary
1.	I	Board	[add]	Policy drafted and approved

### Document Review Cycle

S. No.	Next review date	Policy Owner
1	1 <sup>st</sup> Board Meeting of every Financial Year	Audit Committee

