



SILLY MONKS ENTERTAINMENT LIMITED

WHISTLE BLOWER AND VIGIL MECHANISM POLICY

SILLY MONKS ENTERTAINMENT LIMITED

CIN: L92120TG2013PLC090132

**Registered Office: 301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur,
Hyderabad – 500084, Telangana, India**

Website – www.sillymonks.com Email – investor@sillymonks.com

1. Title:

This policy shall be called “**Silly Monks Entertainment Whistle Blower and Vigil Mechanism Policy**”, hereinafter referred to as the “**Policy**”.

2. Purpose:

This Policy encourages Directors and Employees (defined hereunder) to bring to the Company's attention instances of any unethical actual or suspected incidents of fraud or violation of the company's policy(s), that could adversely impact the Company's operations, business performance and/or reputation or raise bonafide concerns. The Company shall investigate such reported incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld. This Policy shall safeguard Whistle-blowers from reprisals or victimization.

3. Definitions:

The definitions of some of the key terms used in this Policy are given below:

- i) “**Audit Committee**” means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.
- ii) “**Authorized officer**” means the Officer appointed by the Board to discharge the designated functions under this Policy including assisting the Committee or Board in receipt, investigation etc., of the disclosures.
- iii) “**Disciplinary Action**” means any action that can be taken on the completion of or during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- iv) “**Employee**” means every employee of the Company and its subsidiaries, including the directors in the employment of the Company.
- v) “**Investigators**” means those person(s) authorized, appointed, consulted or approached by the Audit Committee and includes the auditors of the Company.

- vi) **“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 with respect to the Company.
- vii) **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- viii) **“Vigilance Officer”** means the Compliance Officer of the Company or any other person nominated by the Audit Committee for the purpose.
- ix) **“Whistle blower”** means an Employee or Director making a Protected Disclosure under this Policy and also referred to as **Complainant** in this Policy.

4. **Scope:**

- 4.1 The Whistle Blower(s) role is that of a reporting party with reliable information. They are not required or expected to act as investigator(s) or finder(s) of facts, nor would they determine the appropriate corrective or remedial action that may be Warranted in a given case.
- 4.2 Whistle Blower(s) should not act on his/their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Authorized Officer or the Chairman of the Audit Committee or the Investigator.
- 4.3 Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee, or any Officer authorized for this purpose, as the case may be.
- 4.4 Whistle Blower(s) must put his/their name(s) to allegation(s) and investigation may not be possible unless the source of the information is identified. Disclosures expressed anonymously will NOT be investigated in the normal course.

The policy covers malpractices and events which have taken place/suspected to take place involving

1. Abuse of authority
2. Breach of Contract
3. Manipulation of Company data/ records
4. Financial irregularities, including fraud or suspected fraud
5. Deliberate error in preparation of financial statements or misrepresentation of financial reports

6. Any unlawful act whether civil/criminal
7. Deliberate violation of law/ regulation
8. Perforation of confidential/proprietary information
9. Wastage/ misappropriation of Company funds/assets
10. Breach of Company policy or failure to implement or comply with any approved Company policy.

5. **Eligibility:**

All Employees of the Company and the Directors are eligible to make Protected Disclosure(s) under the Policy. The Protected Disclosure(s) may be in relation to matters concerning the Company or its Subsidiaries.

6. **Disqualifications:**

- 6.1 While it will be ensured that genuine Whistle Blower(s) are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
 - a. 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.
- 6.2 Whistle Blower(s), who make any Protected Disclosure(s), which have been subsequently found to be mala fide or malicious or Whistle Blower(s) who make 3 or more Protected Disclosure(s), which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified.

7. **Procedure:**

- 7.1 All Protected Disclosures should be made in writing by email address to the Authorised Officer, i.e., Company Secretary & Compliance Officer of the Company on his/her email Id i.e. investor@sillymonks.com.
- 7.2 Protected Disclosure against the Authorised Officer should be addressed to the Managing Director of the Company and the Protected Disclosure against the Managing Director of the Company should be addressed to the Chairman of the Audit Committee.
- 7.3 The contact details of the Managing Director and Chairman of the Audit Committee of the company is as under:

The Chairman of the Audit Committee or Managing Director:

M/s. Silly Monks Entertainment Limited

301, Ektha Pearl, 2-17-89,

B P Raju Marg, Kothaguda, Kondapur,

Hyderabad – 500084, TS, India.

- 7.4 Protected Disclosures should be reported in writing by the complainant as soon as possible after the whistle blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in Telugu.
- 7.5 The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as “**Protected disclosure under the whistle blower policy**”. If the complaint is not superscribed 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. In order to protect identity of the complainant, the Authorized officer will not issue any acknowledgement to the complainant and the complainants are advised neither to write the name / address of the complainant on the envelope nor to enter into any further correspondence with the Authorized officer / audit committee. The audit committee assures that in case any further clarification is required he will get in touch with the complainant.
- 7.6 Anonymous / Pseudonymous disclosure shall not be entertained by the Authorized Officer.
- 7.7 The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Authorized Officer / Managing Director / Chairman of Audit Committee shall detach the covering letter bearing the identity of the whistle blower and process only the Protected Disclosure.
- 7.8 On receipt of the protected disclosure the Authorized Officer / Managing Director / Chairman of the Audit Committee shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not before referring the matter to the Audit Committee for further appropriate investigation and needful action.
- 7.9 The Audit Committee if deems fit may call for further information or particulars from the complainant.

8. Investigations:

- 8.1** 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.
- 8.2** The decision to conduct an investigation taken by the Audit Committee by itself is not an accusation and is to be treated as a neutral fact finding process.
- 8.3** 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.
- 8.4** Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.
- 8.5** Subject(s) have a right to consult a person or persons of their choice, except Authorised Officer or the Audit Committee and/or the Whistle Blower. This may involve representation including legal representation. Subject(s) shall be free at any time to engage counsel at his/her/their own cost to represent them in the investigation proceedings.
- 8.6** 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). If he/she/they is/are found indulging in any such actions it will make him/her/them liable for disciplinary actions. Under no circumstances, subject(s) should compel investigator to disclose the identity of the Whistle Blower.
- 8.7** 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.
- 8.8** Subject(s) have a right to be informed of the outcome of the investigations.
- 8.9** 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 and as applicable.

9. Decision:

If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Authorised Officer/ Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Audit Committee may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject(s) 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.

10. Reporting:

The Authorised Officer shall submit a report to the Audit Committee on a regular basis about all Protected Disclosure(s) received by him since the last report together with the result(s) of investigation(s), if any.

11. Secrecy/Confidentiality:

The Whistle Blower, the Subject(s), the Authorised Officer and everyone involved in the process shall:

- a) maintain complete confidentiality/ secrecy of the matter
- b) not discuss the matter in any informal/social gatherings/ meetings
- c) discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d) not keep the papers unattended anywhere at any time
- e) keep the electronic mails/files under password

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

12. Protection from Retaliation:

12.1 No Whistle blower shall suffer any harassment, retaliation or adverse employment condition(s) because of such reporting. Disclosure or complaint made by the Whistle blower must be treated confidential and in a sensitive manner by all the dealing authorities/ officers. In case there is a need to disclose the identity or the same is required out of mutual consensus, the consent of the Whistle blower must be taken in writing.

12.2 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 appropriate penalties.

13. False Complaints:

While it will be ensured that genuine Whistle blowers are accorded complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action. Protection under this Policy would not mean protection from any disciplinary action arising out of false or bogus allegations made by any Whistle blower knowing it to be false or bogus or with a mala fide intention. It is pertinent to identify such false or mala fide complaints; such complaints may have the following elements:

- Malicious or unfounded allegations;
- Non receipt of evidence or required information (this shall authorise the authorities dealing with these cases, to close the case);
- Vexatious complaints.

14. Retention of documents:

All Protected Disclosure(s) along with the results of investigation relating thereto shall be retained by the Company for a minimum period of 8 (Eight) years.

15. Amendment:

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason subject to the approval of the Audit Committee or Board.

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