



HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

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| Policy Name | Vigil Mechanism and Whistle-blower Policy (the "Policy") |
| Issuing Authority | Board of Directors of the Company |
| Issue /release date | May 26, 2014 |
| 1 st Modified date | January 24, 2019 |
| 2 nd Modified date | October18, 2021 |



HATHWAY BHAWANI CABLETEL & DATACOM LIMITED

Objective of the Policy

Hathway Bhawani Cabletel & Datacom Limited ("the Company") is committed to complying with the laws that are applicable to it, satisfying the Company's Code of Conduct and particularly to assuring that business is conducted with integrity and that the Company's financial information is accurate. If potential violations of Company's policies or applicable laws are not recognized and addressed promptly, both the Company and those working for or with the Company could face governmental investigation, prosecution, fines and other penalties. Consequentially, to promote the highest ethical standards, the Company will maintain a workplace that facilitates the reporting of potential violations of Company's policies and applicable laws. Employees and Directors must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. The Policy is framed and implemented with the purpose to give protection to the Employees and Directors who thrive to abide by the compliances as per the Policies and laws applicable to the Company from time to time. Employees and Directors are required to read this Policy and submit the attached certification as set out in "Annexure-I" hereto.

Duty to Report

Employees and Directors are required to report to the Company, any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Conduct. It is important that all suspected violations are reported. This includes possible accounting or financial reporting violations, insider trading, bribery or violations of the anti-retaliation aspects of this Policy. Retaliation includes adverse actions, harassment or discrimination in your employment relating to your reporting of a suspected violation. For more details relating to the violations, refer to the respective Code of Conduct for Directors and Employees.

It is the policy of the Company that you must, when you reasonably suspect that a violation of an applicable law or the Company's Code of Conduct has occurred or is occurring, report that potential violation. Reporting is crucial for early detection, proper investigation and remediation and deterrence of violations of Company's policies or applicable laws. You should not fear any negative consequences for reporting reasonably suspected violations because retaliation for reporting suspected violations is strictly prohibited by the Company's Policy. Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment.

Leakage of Unpublished Price Sensitive Information ("UPSİ")

The Company has adopted "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" to regulate and set out procedures for conducting inquiries and investigations for leak of UPSİ or suspected leak of UPSİ.



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Any employee of the Company having genuine concerns about instances of leak of UPSI by any Insider or Designated Persons, shall report such concerns to the Company Secretary and Compliance Officer of the Company in writing as soon as he/she is in knowledge of the same.

Such employee shall be given ongoing support and protection from any adverse treatment as a result of his/her actions. Any victimization or detrimental action taken against the employee as a result of his/her allegation would be treated as a serious matter by the Company and appropriate action shall be ensured, provided such disclosure of concern shall be in the interest of the Company.

The Company Secretary and Compliance Officer shall, if it deems fit, call for further information, details or particulars from the complainant and prepare a report to be shared with the Chairman of the Audit Committee of Board of Directors of the Company for further action to be taken.



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How to Report

You must report all suspected violations either by email or by letter to

(i) your immediate supervisor; or

(ii) the Chief Executive Officer; or

(iii) anonymously, email can be sent to hbcdl.whistleblowercomplaints@hathway.net while letter should be addressed to the Company Secretary and Compliance Officer, marked "Private and Confidential" and delivered to Company Secretary and Compliance Officer at

Hathway Bhawani Cabletel & Datacom Limited
805/806, Windsor, 8th Floor, Off CST Road, Kalina,
Santacruz (East), Mumbai – 400 098

Moreover, in exceptional cases or you have reason to believe that your immediate supervisor, the Chief Executive Officer or the Company Secretary and Compliance Officer is involved in the suspected violation, you may report directly to the Chairman of the Audit Committee of Board of Directors of the Company by letter addressed to the Audit Committee, marked "Private and Confidential" and delivered to the Chairman of the Audit Committee at:

Hathway Bhawani Cabletel & Datacom Limited
805/806, Windsor, 8th Floor, Off CST Road, Kalina,
Santacruz (East), Mumbai - 400098

Because you have several means of reporting, you should never report to someone you believe may be involved in the suspected violation or from whom you 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.

Investigations after You Report

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain Private and Confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable laws. 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



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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 the Company policy.

Retaliation is not Tolerated

No one should 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. 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.

Document Retention

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

Modification

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

Please sign the acknowledgment form below and return it to Human Resources. This will let the Company know that you have received the Policy and are aware of the Company's commitment to a work environment free of retaliation for reporting violations of any Company policies or any applicable laws.



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Annexure-I

ACKNOWLEDGMENT AND AGREEMENT REGARDING THE VIGIL MECHANISM AND WHISTLE-BLOWER POLICY

This is to acknowledge that I have received a copy of the Company's Vigil Mechanism and Whistle-blower Policy. I understand that compliance with applicable laws and the Company's Code of Conduct is important and, as a Listed Public Company, the integrity of the financial information of the Company is paramount. I further understand that the Company is committed to a work environment free of retaliation for employees who have raised concerns regarding violations of this Policy, the Company's Code of Conduct or any applicable laws and that the Company specifically prohibits retaliation whenever an employee makes a good faith report regarding such concerns. Accordingly, I specifically agree that to the extent that I reasonably suspect there has been a violation of applicable laws or the Company's Code of Conduct, including any retaliation related to the reporting of such concerns, I will immediately report such conduct in accordance with the Company's Vigil Mechanism and Whistle-blower Policy. I further agree that I will not retaliate against any employee for reporting a reasonably suspected violation in good faith.

I understand and agree that to the extent I do not use the procedures outlined in the Vigil Mechanism and Whistle-blower Policy, the Company and its officers and Directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

Signature:

Name:

Date: