

SAAVN MEDIA LIMITED

Registered Office: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai,
Maharashtra- 400021 || CIN: U72300MH2011PLC221359 || Email: contact.in@saavn.com
Tel: +91-22-49689382 || Web: www.jiosaavn.com

Vigil Mechanism and Whistle - Blower Policy

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1. Introduction

- 1.1. Saavn Media Limited (“**Saavn**”) is committed to conducting business with integrity, including in accordance with all applicable laws and regulations.
- 1.2. Employees are required to report actual or suspected violations of applicable laws and regulations, and the Code of Conduct, and Saavn has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.

2. Scope and Exclusions

- 2.1. This Vigil Mechanism and Whistle-blower Policy (the “**Policy**”) sets out the procedure to be followed when making a disclosure.
- 2.2. This Policy applies to all Employees, regardless of their location. Violations will result in appropriate disciplinary action. The Employees are required to familiarise themselves with this Policy, and seek advice from the Director or such other person designated by Board of Directors, from time to time, if any questions arise.

3. Terms and Definitions

- 3.1. “Code of Conduct” means the Code of Conduct of the Company.
- 3.2. “Employee” means any employee or director of Saavn Media Limited.
- 3.3. “Ethics & Compliance Task Force” means the committee designated by the Board of Directors to handle complaints and the resolution process of Protected Disclosures, comprising Mr. Arvind Tiwari, Director and Mr. Sahas Malhotra, Chief Executive Officer. The Director shall serve as the Chair of the Ethics & Compliance Task Force.
- 3.4. “Protected Disclosure” means the disclosure of a Reportable Matter in accordance with this Policy.
- 3.5. “Reportable Matter” means a genuine concern concerning actual or suspected:
 - 3.5.1. fraudulent practices, such as improperly tampering with books and records, or theft of Company property;
 - 3.5.2. corruption, including bribery and money laundering; and
 - 3.5.3. breach of the Code of Conduct.

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Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy.

3.6. “Whistle-blower” means any Employee who makes a Protected Disclosure under this Policy.

4. Policy and Procedure

4.1. Responsibility to Report

4.1.1. Protected Disclosures are to be made whenever an employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism described in Section 4.2 below.

4.1.2. The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

4.2. Reporting Mechanism

4.2.1. Saavn has established an Ethics & Compliance Task Force to process and investigate Protected Disclosures. The Ethics & Compliance Task Force operates under the supervision of the Board of Directors. Protected Disclosures are to be made to the Ethics & Compliance Task Force as follows:

- a) by **email** to contact.in@saavn.com;
- b) by **telephone** to the Whistle-blower Hotline (+91-22-35662700); or
- c) by **letter** addressed to the Ethics & Compliance Task Force, marked “Private and Confidential”, and delivered to the Chairman of the Ethics & Compliance Task Force, Saavn Media Limited, A Wing, 19th Floor, One BKC, G Block, BKC, Bandra East, Mumbai- 400 051.

4.2.2. To enable the proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided:

- a) the nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Code of Conduct, please refer to the provision of the Code of Conduct that is alleged to have been violated);
- b) the names of Employees to which the Reportable Matter relates (for example, please provide the name of the business unit that is alleged to have violated the Code of Conduct); and

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c) the relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns a violation of the Code of Conduct, please include information about the circumstances and timing of the violation).

4.2.3. To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy.

4.2.4. All Protected Disclosures are taken seriously and will be promptly scrutinized and investigated by Ethics and Compliance Task Force.

4.3. Protection of Whistle-blowers

4.3.1. If a Whistle-blower does provide his or her name when making a Protected Disclosure, Saavn will treat as confidential the identity of the Whistle-blower and the fact that a Protected Disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.

4.3.2. A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. Saavn prohibits its Employees from engaging in retaliation or intimidation that is directed against a Whistle-blower. Employees who engage in retaliation or intimidation in violation of this Policy will be subject to disciplinary action, which may include dismissal from employment.

4.3.3. If a Whistle-blower has been found to have made a deliberately false Protected Disclosure that Whistle-blower may be subject to disciplinary action, which may include dismissal from employment.

4.4. Role of the Audit Committee

4.4.1. The Audit Committee is responsible for supervising the development and implementation of this Policy, including the work of the Ethics & Compliance Task Force. The Audit Committee shall periodically review the Policy to consider whether amendments are necessary, and, if so, it shall communicate any such amendments to all Employees as soon as possible.

4.4.2. The Audit Committee shall receive reports from the Ethics & Compliance Task Force concerning the investigation and resolution of Protected Disclosures made pursuant to the Policy on a quarterly basis as per the guidelines given by the Board of Directors. In addition, the Board of Directors shall

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have responsibility for coordinating the investigation of any serious Protected Disclosures concerning the alleged violation of laws or regulations that apply to IIL.

4.4.3. In the absence of the Audit Committee, the Board of Directors shall nominate a director to oversee the Policy, to whom other directors and employees may report their concerns.

4.5. Conflicts of Interest

Where a Protected Disclosure concerns any member of the Ethics & Compliance Task Force, that member of the Ethics & Compliance Task Force shall be prevented from acting in relation to that Protected Disclosure. In case of doubt, the Board of Directors, constituted from time to time, shall be responsible for determining whether a member of the Ethics & Compliance Task Force must recuse himself or herself from acting in relation to a Protected Disclosure.

4.6. Questions

If you have any questions concerning this Policy or the Code of Conduct, please contact:

Address:	Company Secretary A Wing, 19 th Floor, One BKC, G Block, BKC, Bandra East, Mumbai – 400 051
Email:	contact.in@saavn.com

(This document was approved by the Board of Directors at its Meeting held on January 16, 2023)