THE crayons NETWORK
—Celebrating 40 years—
OF CREATIVE INDEPENDENCE

Crayons Advertising Limited
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Tel: +91 11 4163 0000
E-mail: del@crayonad.com
www.thecrayonsnetwork.com
CIN: L52109DL1986PLC024711

"Crayons Advertising Limited Vigil Mechanism/ Whistle Blower Policy for Directors and Employees

BACKGROUND:

Crayons Advertising Limited (hereinafter referred as the 'Company' or 'Crayons') believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior and complete compliance of laws. The Company encourages an open-door mechanism/policy, whereby the directors and employees of the Company have the right to raise the concerns/grievances about any unacceptable practice and/or any event of misconduct to the Audit Committee and / or to the Board of Directors (the Board) of the Company. The Company is also committed to develop a culture where it is safe for all the directors and employees to raise such concerns/ grievances to the Audit Committee and the Board.

OBJECTIVE OF MECHANISM/POLICY:

In order to promote and maintain sound standards of business Conduct and Corporate Governance, the Board has laid down, and from time to time circulated, the "Code of Conduct" (the Code) of the Company for directors and senior management, compliance of which is an obligation. In terms of the Code, the Board expects the employees to bring to their attention or to that of Senior Management any breach or suspected breach of the Code.

Law:

Section 177 of the Companies Act 2013 provides for establishing a vigil mechanism for directors and employees to report genuine concerns and grievances in the prescribed manner. In terms of The Companies (Meeting of Board and its Powers) Rules 2014, inter alia, the vigil mechanism shall provide for adequate safeguards against victimization of directors and employees and also provide for direct access to the Chairperson of the Audit Committee, in appropriate or exceptional cases. The purpose of this Mechanism/Policy, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act 2013 and its applicable Rules is to provide a framework for directors and employees to report genuine concerns and grievances. It also provides framework to protect directors and employees against their victimization and also provide for direct access to the Chairperson of the Audit Committee inappropriate or exceptional cases. This Mechanism/ Policy is an extension of the Company's Code of Conduct. It should also be read in conjunction with applicable regulations & existing policies of the Company.

The Audit Committee shall oversee the vigil mechanism and if any of the members of the Committee have a conflict of interest in a given case, they shall recuse themselves and the other members of the Committee would deal with the matter appropriately.

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DEFINITIONS:

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

a) **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013, the applicable Rules b) "Company" means Crayons Advertising Limited.

c) **"Director"** means any executive, non-executive, independent, additional nominee, director filling a casual vacancy or alternate director of the Company in terms of the Companies Act, 2013 and the applicable Rules.

d) **"Disciplinary Action"** means any action that can be taken on the completion of / during the investigation proceedings or for any false complaints, such actions to include but not limited to issue of warning, imposition of fine, suspension from official duties, dismissal from employment or in terms of the employment rules of the Company or any such action as is deemed to be fit considering the gravity of the matter.

e) "Employee" means any permanent employee or officer of the Company.

f) "Investigator/s" means that/those person/s, appointed and authorized by the Chairperson of the Audit Committee or the Audit Committee and includes the statutory auditors or internal auditors of the Company and/or the police.

g) "Mechanism/Policy" means Vigil Mechanism/ Whistle Blower Policy for directors and employees of the Company framed in terms of section 177 of the Companies Act 2013 and applicable rules and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the stock exchanges.

h) "Protected Disclosure" means concern/s/ grievance/s raised by written communication/s made in good faith that disclose/s or demonstrate/s that may evidence unethical or improper activity or behavior, actual or suspected, fraud or violation of the Code in the Company or in relation to the Company.

i) "Subject" means person/s against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

j) "Whistle Blower" means the Director or the employee who makes a Protected Disclosure under this Mechanism/ Policy.

k) Words and expressions used and not defined herein but defined in Companies Act 2013, Securities Contracts (Regulation) Act 1956, SEBI Act 1992, and Rules/Regulations framed therein, and shall have the meaning respectively assigned to them in those provisions.

l) "Unpublished Price Sensitive Information (UPSI)" as defined in SEBI (PIT) Regulations, 2015.

ENSURE EFFECTIVENESS:

To ensure that this Mechanism/ Policy is adhered to, and to assure that the concern and grievances will be acted upon effectively with all seriousness, the Company shall:

a) Provide for adequate safeguards against victimization of the directors and employees who avail and invoke this Mechanism/ Policy and also provide for direct access to the Chairperson of the Audit Committee in exceptional case;

b) Treat victimization as a serious matter including initiating disciplinary action against person(s) responsible for such victimization;

c) Ensure complete confidentiality;

d) Not attempt to conceal evidence of the Protected Disclosure;

e) Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;

COVERAGE OF MECHANISM/ POLICY:

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This Mechanism/ Policy covers unethical or improper activity or behavior or events which have taken place/suspected to take place involving:

a) Manipulation of Company data/records;
b) Abuse of authority;
c) Breach of contract;
d) Breach of Code of Conduct or Rules;
e) Deliberate violation of law/regulation;
f) Pilferage of confidential/propriety information;
g) Wastage/misappropriation of company funds/assets;
h) Financial irregularities, including fraud, or suspected fraud;
I) Criminal offence;
j) Negligence causing substantial and specific danger to public health and safety;
k) Any other activity/is or behavior or events, whether unethical or improper in nature, which are against the interests of the Company.
l) Any actual or suspected leakage, unauthorized disclosure or misuse of UPSI, as defined in this regulations, as amended accordingly.

FALSE COMPLAINTS:

a) While this Mechanism/ Policy is intended to protect genuine Whistle blowers from any unfair treatment as a result of their Protected Disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited and liable for Disciplinary Action/s.
b) In case of repeated frivolous complaints being filed by the Whistle-blower the Audit Committee may take suitable action against the concerned person including issuing reprimand.
c) This Mechanism/Policy should not be used in place of the Company grievance procedures or to be a route for raising malicious or unfounded allegations against seniors, colleagues or juniors

PROCEDURE FOR REPORTING & INITIAL ENQUIRIES:

a) The Whistle-blower where he /she is a director on the Board of Directors of the Company (Board) shall make Protected Disclosure, in writing, directly to the Chairperson of the Audit Committee as soon as possible but not later than 30 working days after becoming aware of the same.
b) The Whistle-blower where he /she is not on the Board, but an employee shall make Protected Disclosure, in writing, directly to the Chairman /Managing Director/ Chief Executive Officer of the Company as soon as possible but not later than 30 working days after becoming aware of the same.
c) The Whistle-blower must put his/her name to allegations, therefore concerns expressed anonymously will not be investigated. d) The Chairman of the Audit Committee or Chairman /Managing Director/ Chief Executive Officer of the Company may at his discretion, consider involving any Investigators for the purpose of investigation.
e) The concern or grievance shall be referred to the Investigator/s by Chairperson of the Audit Committee or Chairman /Managing Director/ Chief Executive Officer of the Company, as the case may be, for enquiries.
f) Name of the Whistle-blower shall not be disclosed to the Investigator/s.
g) If initial enquiries indicate that the concern or grievance of the Whistle blower has no basis, or it is not a matter for investigation pursuant to this Mechanism/Policy, it may be dismissed at this stage and the decision is documented with the permission of the Chairperson of the Audit Committee or Chairman /Managing Director/ Chief Executive Officer of the Company as the case may be.

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Any complaint/disclosure shall be made to the Compliance Officer at cs@thecrayonsnetwork.com

INVESTIGATION OF PROTECTED DISCLOSURES:

a. Where initial enquiries indicate that further investigation is necessary, this will be carried through by the Investigator/s under the authority and instruction/s of the Chairperson of the Audit Committee or Chairman /Managing Director/ Chief Executive Officer, as the case may be.
b. The Chairperson of the Audit Committee or Chairman /Managing Director/ Chief Executive Officer as the case may be, is duly authorized to oversee the investigation and any disclosures reported under this Mechanism/ Policy.
c. The investigation would be conducted by the Investigator/s in a fair manner, as a neutral fact-finding process and without presumption of guilt.
d. The Investigator/s shall:

- Make a detailed written report of the Protected Disclosure, the investigation and the outcome. The report shall include:-

1. Facts of the matter;
2. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
3. Whether any Protected Disclosure was raised previously against the same Subject;
4. The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
5. Findings of Investigator/s;

- The Investigator/s shall submit the written report to the Chairperson of the Audit Committee or Chairman /Managing Director/ Chief Executive Officer as the case may be, within 30 working days of being appointed.

e. With the submission of the written report, the Investigator/s shall discuss the matter with Chairperson of the Audit Committee or Chairman /Managing Director/ Chief Executive Officer as the case may be, who/which shall either:

1. In case the Protected Disclosure is proved, accept the findings of the Investigator/s and take such Disciplinary Action as may be deemed fit and take preventive measures to avoid reoccurrence of the matter;
2. In case the Protected Disclosure is not proved, extinguish the matter;
3. Depending upon the seriousness of the matter, the Chairperson of the Audit Committee or Chairman /Managing Director/ Chief Executive Officer as the case may be, may refer the matter to the Audit Committee and the Board with recommendations.
4. The Audit Committee and the Board may decide the matter as they deem fit.
5. The Audit Committee shall oversee the Mechanism/Policy

DIRECT ACCESS:

In exceptional cases, where the Whistle Blower, due to the gravity and seriousness of the concern or grievance or due to his/her being not satisfied with the outcome of the investigation and the decision, he/she can have personal and direct access to the Chairperson of the Audit Committee.

PROTECTION TO THE WHISTLE BLOWER:

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a. The identity of the Whistle Blower shall be kept confidential at all times unless applicable law/s stipulate/s otherwise.
b. There will be no discrimination, harassment, victimization or any other unfair employment practice against the Whistle Blower.
c. Complete protection will be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, transfer, demotion, refusal of promotion, any type of discrimination or harassment, biased behavior including any direct or indirect use of authority to obstruct the Whistle Blower's right to perform his/her duties/functions including making further Protected Disclosures.
d. The Company shall take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
e. Any other employee / person assisting in the investigation shall also be protected to the same extent as the Whistle Blower.

CONFIDENTIALITY/SECRECY:

The Whistle Blower, the Subject, the Investigator/s, the Chairperson and members of the Audit Committee, Chairman/Managing Director/ Chief Executive Officer and everyone involved in the process shall at all times, maintain complete confidentiality/secrecy of the matter.

RETENTION OF DOCUMENTS:

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 seven years.

REPORTING:

A quarterly report with number of complaints received under this Mechanism/Policy and their outcome shall be placed before the Audit Committee and the Board.

DISCLOSURE:

The details of establishment of Vigil Mechanism/ Whistle blower Policy shall be disclosed by the Company in its Web site and in the Board's Report.

AMENDMENTS:

The Company may modify this Mechanism/ Policy at any time through the process of recommendation of the Audit Committee and approval of the Board and in compliance of applicable law/s.

This policy was last reviewed on 29th May, 2026 & shall be effective from the date of approved by the Board of Directors of the Company.