



POLICY & GUIDELINES

Whistleblower Policy

Policy Background

- I. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted the Code of Conduct as prevalent from time to time, which lays down the principles and standards that should govern the actions of the Company, its Associates and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Directors, Employees in pointing out such violations of the Code cannot be undermined. This policy extends to PVR Limited, PVR Pictures & PVR Blu, hereinafter referred to as “PVR Group” or “PVR”.
- II. Section 177 (9) of the Companies Act, 2013 mandates the following classes of companies to constitute a vigil mechanism
 - Every listed company
 - Every other company which accepts deposits from the public
 - Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Further, Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges has been recently amended which, inter alia, provides for a mandatory requirement for all listed companies to establish a Page 2 of 7 mechanism called the ‘Whistleblower Policy’ for directors and employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy.

- III. Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the company’s code of conduct or ethics policy in such a manner as may be prescribed. The vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provisions for direct access to any member of the Whistleblower Investigation Committee.

Objective

The objective of the policy is to uphold the PVR values universally, build and strengthen a culture of transparency and trust within the organization and ensures that the conduct of business across the Group is ethical, fair and transparent while being efficient and effective. This policy seeks the support of all employees to report significant deviations and report any non-compliance and wrong practices.

Through this policy, we intend to:

- i. Enable all the concerned to whom this policy would be applicable to voice concerns - in a responsible and effective manner;
- ii. Provide a platform for Whistle Blowers to disclose information internally, which he/she believes shows serious malpractice, impropriety, abuse or wrongdoing within the organization - without fear of reprisal;
- iii. Enable disclosure of information (as found above), independently of line management or the person dealing with the Whistle Blower (although in relatively minor instances the immediate Line Manager or the concerned person, as the case may be, would be the appropriate person to be informed)
- iv. Ensure that no Whistle Blower feels that he/she is at a disadvantage to raise legitimate concerns.
- v. To build and strengthen a culture of transparency and trust in the organization.

Scope

This policy applies to all employees within the PVR Group including Permanent Employees, Retainers, Trainees and the Directors serving on the Boards of PVR Group Companies. The outsourced or contract resources and the employees of the vendors engaged by PVR for serving the clients and those employees of vendors who work on the premises of PVR Group entities can also be whistle blowers in accordance with the terms of this Policy. The outsourced or contract resources and the vendors may blow the whistle by referring the matter to dedicated email provided in this Policy. All such persons referred to in this clause, who may blow the whistle, would hereinafter be referred to as a 'Whistle Blower'.

Guidelines

- a. The Whistleblower Policy is an extension of our Code of Conduct. A Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- b. Whistle Blowers should not act on 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 Committee or the Investigators.
- c. It should be emphasized that this policy is intended to assist employees who believe they have discovered malpractice, impropriety, abuse or wrongdoing. It is not designed to question financial or business decisions taken by the Company nor should it be used to reconsider any matters, which have already been addressed pursuant to disciplinary or other procedures of the Company. This policy shall not cover career related or other grievances.
- d. A whistle blowing event will be considered as one that has been registered with the Committee in writing and the Committee has prima facie decided to evaluate the case. Frivolous and bogus complaints are strictly prohibited. Concerns expressed anonymously will not be entertained.

- e. This policy is intended to provide protection to genuine Whistle Blowers from any unfair treatment as a result of their disclosure.
- f. In alleged wrongful conduct involving Senior Management, the employee can directly approach the members of Whistleblower Investigation Committee and also the Chairman of the Audit Committee i.e. Mr. Sanjai Vohra under exceptional cases.
- g. The information on suspected wrongful conduct is such information which employees in good faith, believe, evidences :
- Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel)
 - Breach of any Policy or Manual or Code adopted by any entities of the PVR Group.
 - Health and safety risks, including risks to the public as well as other employees
 - Fraud and corruption (including soliciting or receiving any gift/reward as a bribe)
 - Any instance of failure to comply with legal or statutory obligation either for and on behalf of the Company or in any personal capacity in the course of discharging duties of the Company
 - Any instance of any sort of financial malpractice
 - Manipulation of Company data/records
 - Abuse of power and authority by any official of the Company
 - Any other unethical or improper conduct
 - An act of discrimination or sexual harassment
 - Any act with the intention of unethical personal gain
- h. Reporting a concern:**
- An employee intending to make any disclosure of a concern is required to disclose all relevant information regarding the concern not later than one- year from the day on which he/she knew of the concern.
 - A Whistle Blower who is other than an employee should not discuss his/her concern with any employee of PVR Group, instead, he should report the concern to a dedicated email provided in this policy.
- i. Whistleblower Investigation Committee members** are as follows :

Committee Member	Mobile Number	Email ID
Rahul Singh	9971392894	rahul.singh@pvr cinemas.com
Sunil Kumar	9811682258	sunil.kr@pvr cinemas.com
Nitin Sood	9818884455	nitin.sood@pvr cinemas.com
Gautam Dutta	9810984444	gautam.dutta@pvr cinemas.co

- j. If the members are unavailable at any given time and matter is very urgent, the employee may contact the Senior Vice President – Secretarial, Mr. Pankaj Dhawan, at 98103 45799 or email at pankaj.dhawan@pvr cinemas.com.

k. Disclosure Investigation :

The Investigation Committee, upon receipt of disclosure, shall investigate the complaint/s to ascertain its genuineness and veracity. Basis the outcome of such investigation, within 30 days of the receipt of disclosure, the Investigation Committee shall recommend a corrective action to the Management, including but not limited to:

1. Closing the complaint if wrongful conduct remains largely unsubstantiated or
2. Initiating action against concerned person if complaint found correct on investigation or
3. Recommending installation of a proactive system to overcome system weakness.

Mr. Sanjeev Kumar, JMD of the Company on the basis of the recommendation of the Investigation Committee, shall take appropriate action immediately.

l. Reply to the Whistle Blower:

- Whilst the purpose of this policy is to enable the PVR Group to investigate concerns raised by the Whistle Blower and take appropriate steps to deal with it, PVR Group will give the Whistle Blower as much feedback as PVR Group can.
- PVR Group may not be able to inform the Whistle Blower the precise action PVR Group takes in cases where this would infringe a duty of confidence owed by PVR Group to someone else.

m. Status Report to Joint Managing Director and Audit Committee:

The Investigation Committee shall maintain a log of all disclosures received and shall report the summary of such disclosures and action recommended/taken to Joint Managing Director Mr. Sanjeev Kumar and the Audit Committee as and when required.

Policy Review / Amendments / Modifications / Withdrawal

This policy will be reviewed from time to time and the company reserves the right to modify/amend/alter and/or withdraw the policy at its discretion.

In case of any exceptions, the interpretation of above terms by the CHRO shall be final.