



POLICY & GUIDELINES

Code of Business
Conduct & Ethics

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ISSUING DEPARTMENT
Human Resources

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Preamble

In view of general conduct and decorum to be maintained as bonafide member of the PVR family the following code lays down and reemphasises the critical aspects related to conduct in the organization. The code of business conduct is an integral part of the service conditions for the employment in the company and it describes general duties, responsibilities and Management's expectations regarding behaviours / conduct of its employees.

It also provides broad guidelines and areas of potential concern which may disrupt working and management of the workplace

Introduction

All Directors, officers, employees and trainees of the company are expected to read and understand this code. Please ensure you read this document carefully and understand that you are fully responsible for knowing company's rules and regulations. If you have any questions do not hesitate to ask your immediate supervisor for clarification. Please sign the acknowledgement form at the end of this code and return the form to the Human Resources Department indicating that you have received, read, understand and agree to comply with its terms. Those who violate the policies in this code will be subject to disciplinary action, up to and including termination from the company.

The company expects all the Directors and the employees to act in accordance with highest professional standards, high morals and integrity.

Guidelines

A. Employee to promote the company's interest

The employee shall serve the company honestly and faithfully. He/she shall use his/her utmost endeavours to promote the interest of the company and shall devote necessary attention in all transactions.

No employee shall engage himself/herself or participate in any activity, which is prejudicial to the interest of the company.

B. Employee Health & Safety

The Company is firmly committed to maintaining a safe and healthy working environment free from recognized hazards that may cause injury. All employees of the Company are expected to be safety conscious on the job at all times. All unsafe conditions or hazards should be reported and/or corrected immediately. Company safety procedures must be followed at all times to ensure that Team Members and guests enjoy safe conditions.

Smoking, Chewing Gum and Tobacco are personal choices but established health hazards and we want our team members to be free of these habits. Use of the above products is strictly prohibited in the office premises.

Unauthorized entry into office premises is strictly prohibited. Employees are expected to immediately report any such instances of unauthorized entry to security/reception/supervisor. Unauthorized entry refers to presence on Company property by anyone who is not a guest, a supplier or an employee.

For easy recognition employees are required to wear the company identification card at all times during office hours. Admin/Office Security Personnel have the authority to check any individual with identification card at any point of time.

Employees are responsible for the safety of their personal belongings including purses, wallets, vehicles, etc. Company is not liable for loss or damage to personal property.

C. Accounting & Financial Reporting

The Management shall ensure that all business transactions shall be recorded in true, fair and timely fashion in accordance with the accounting and financial reporting standards, as applicable to the company. They will ensure the reliability and accuracy of its accounts, records and reports. All working Directors and Employees shall ensure that the company's information furnished to the government departments/authorities, financial institutions and banks are authentic and accurate.

D. Compliance with Laws, Rules and Regulations

The Directors and employees shall keep themselves updated in relation to laws/statutory compliances applicable to their scope of work. The directors and employees of the company shall comply with all laws, rules and regulations as may be applicable to their scope of work and shall not commit any illegal or unethical act. Appropriate measures are put in place to assist in complying with applicable laws and regulations in the business.

E. Equal Opportunities Employer

The Company provide equal opportunities to all its employees, without regard to their caste, religion, colour, marital status and sex. The policies and practices shall be administered in a manner that ensures equal opportunity to the eligible candidates and the decisions are merit based. PVR Ltd is proud to have a diverse workforce comprising of both genders drawn from all parts of India and abroad. The company's is committed towards providing a work environment for all employees that is welcoming, respectful and engaging, with opportunities for personal and professional development of all sorts of diversities. ***(Refer detailed policy on Diversity)***

F. Prevention of Sexual Harassment (POSH)

The Directors and employees of the company shall strive to maintain a work environment free from sexual harassment, whether physical, verbal or psychological. Stringent disciplinary action shall be taken against any person found in breach of such a rule, including civil or criminal prosecution before court of law. ***(Refer detailed policy on POSH)***.

G. Conflict of Interest

Employees are required to avoid situations which give rise to actual or potential conflict of interest, or the appearance of a conflict of interest. An actual or potential conflict of interest may occur when an employee is in a position to influence a decision that may result in a personal gain for that employee or for a relative of that employee as a result of the Company's business dealings.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations, which may constitute a conflict of interest:

- When a Director or an Employee engages in a business relationship or activity which is or is perceived to be in conflict with the interest of the company with anyone who is party to a transaction with the company.
- When a Director or an Employee or a member of his or her immediate family receives personal benefits by making or influencing decisions relating to any transaction.

- When a Director or an Employee is having a significant ownership interest in any supplier, customer, business associate or competitor of the company.

In case it is likely that a conflict of interest might exist, the concerned Director or Employee must at the earliest opportunity make full disclosure of all facts and circumstances that reasonably could be expected to give rise to any violations of this Code of conduct. A Director shall make such disclosure to the Board of Directors at the earliest opportunity and the board shall ensure that the company's interest is protected. An employee other than a Director shall make such disclosure to the head of the department. The Head of the department shall look into the merits of the transaction and ensure that the company's interests are protected.

H. Corporate Opportunities

The Directors and employees are prohibited from taking for themselves business opportunities that arise through the use of corporate property, information or position. They shall not use corporate property, information or position for personal gain, or to compete with the company. Competing with company may involve engaging in the same or a similar line of business as the company, or any situation where the employee or Director takes away from the company, the opportunities for sale or purchase of property, products, services or interests.

I. Media/Social Media Interaction

All employees are to strictly refrain from media interaction on subject and (or) matters related to the business until authorized by the management. Corporate Communication function is authorised for managing such interactions, hence they should be informed immediately if contacted by any media house.

While personal web pages on social community sites such as Facebook, Twitter, LinkedIn, YouTube etc., are great forums for self-expression, it is important that employees avoid any conflicts pertaining to the official matters. Employees should refrain from blogs, message boards, forums, videos, photos, etc. which may be harmful for the brand image of the company.

J. Exclusivity of Employment

Services of an employee are exclusive to the Company during the term of the employment. During the Term, employee shall not render services to any other party, Distribution and Production business in any territory, region or jurisdiction in India, without prior written consent of PVR Ltd.

He/she shall not work for or advise any individual or organisation or hold any office (Honorary or remunerative) unless prior permission from the management of the company is obtained in writing.

K. Unauthorized Communication or sharing of Information

No employee shall, except in accordance with any general or special order of top management or in performance of good faith of the duties assigned to him/her, communicate directly or indirectly any official document or information to any officer or any person to whom he/she is not authorized to communicate such document or information.

L. Information Confidentiality & Sensitivity

The Directors and Employees shall strive to protect confidential information acquired, generated, gathered or which otherwise comes into their possession during the course of business. All such information should be maintained in strict confidence, except when disclosure is expressly authorised by the company or required by the law.

All information, including financial, accounting, and personnel information of the Company, policies and procedures, constitute confidential information or trade secrets of the Company and should not be

disclosed to anyone, even after the employment relationship ends. Revealing trade secrets or financial information of the Company to anyone other than an employee of the Company without written approval will be treated as breach of employment contract.

The Directors and Employees will not give out by word of mouth or otherwise, particulars or details of procedures, technical know-how, administration and/or organizational matters pertaining to the Company which may be your personal privilege to know by virtue of being in the employment of the Company, whether during or at any time subsequent to the termination of your employment with the company.

The Directors and Employees should respect the rights of other competitors and their confidential information. They should not attempt to obtain a competitor's confidential information by improper means.

M. Office/Work Place Decorum

To maintain a good company image, all employees are encouraged to follow the Office / workplace decorum:

- Speak politely and avoid loud conversation;
- Avoid unrequired strolling;
- Keep the workplace neat and clean. Ensure that all papers, files etc. are kept in proper place. The concerned employee will be entirely responsible for loss of any paper or files, which are in his/her possession;
- Switch off the lights, computer and any other electrical/electronic gadgets while not in use;
- Consciously avoid/discourage wastage of company's stationary. Re-use stationary where possible or inter-company correspondence;
- Employee shall carry with them at all times their I-cards provided to them by the company in accordance with company's directives or instructions.

N. Misuse or Wilful damage of company Assets

All company property and facilities, including, lockers, computer systems, telephones, modems, printers, copiers and vehicles are to be used only for Company business purpose only. The maintenance must be properly used and maintained. Any negligence will lead to repayment, suspension and (or) termination. All employees must ensure that pirated software is never used. Any programs / files used must be licensed copies and must be duly scanned for viruses before running the same on the system.

The Directors and Employees shall ensure to protect the Company's assets against loss, theft or other misuse and are responsible for the careful use. Also, the company's assets entrusted to the Directors and employees shall be returned when they leave the service of the company.

The company prohibits the use of internet facilities for accessing unauthorised, illegal or immoral web sites from the computers/laptops/tablets provided by the company at workplace.

O. Insider Trading

The Directors and employees shall not derive benefit or assist others to derive benefit by giving price sensitive information likely to result in movements in the price of the shares or any other financial instruments. Directors and Employees shall not use or proliferate information which is not available to the general public and which therefore constitute insider information.

P. Fair Competition

The Company is committed to respect the principles and rules of fair competition prohibiting anticompetitive behaviour and abuse of a dominant market position.

Q. Bribery and Corruption

The Directors and employees shall not be involved in bribery and corruption while conducting the Company's business. They are prohibited from offering or providing any undue pecuniary or other advantage for the purpose of obtaining, retaining, directing or securing any improper business advantage or for personal gain.

R. Expense Claims

The Directors and employees are prohibited from claiming the expenses that are incurred for personal purpose. The expenses incurred in the course of employment and relating to the business are to be claimed as per the relevant policy of the company.

Directors and employees must ensure that all expense claims relating to hospitality, gifts or expenses incurred to Third party are submitted in accordance with the policy related to that expense as may be applicable and specifically record the reason for the expense.

S. Basic Discipline

Employees shall comply with the Conduct rules of the company in force from time to time, violation of which will render him/her liable for disciplinary action on commission or omission of acts constituting misconduct.

The following is the list of misconducts. However, this list is illustrative and not exhaustive. The competent authority shall have discretion to clarify other acts similar or dissimilar to those listed below as misconduct both on and off the premises which are considered to be such as would affect the proper, smooth and efficient working of the company, its discipline, public image or interest:

- Displaying disrespectful and (or) inappropriate behaviours and (or) using abusive/foul language towards colleague or supervisor;
- Refusing to do assigned work or failing to carry out the reasonable assignment of a Supervisor, manager or Functional Manager;
- Being inattentive on duty/negligence of duty, including sleeping on the job;
- Soliciting any other business for personal gains, monetary or whatsoever during office hours viz; Insurance, Policies, mutual Funds, etc. or selling products of other companies;
- Falsifying a time in/out records, or other company's records or giving false information to anyone whose duty is to make such record;
- Being repeatedly or continuously absent or late, being absent without notice or reason satisfactory to the supervisor/organisation or leaving one's work assignment without appropriate authorization;
- Conducting oneself in any manner which is offensive, abusive or contrary to common decency or morality; carrying out any form of harassment including sexual harassment;
- Having an unauthorised weapon, firearm or explosive on office premises or any act/behaviour that endangers the life of fellow employees or puts risk to company equipment/facility/property;
- Tampering with company records or documents on paper or computerised systems;
- Unlawfully distributing, selling, processing, using or being under the influence of alcohol or drugs when on the job or subject to duty;

- Fighting or acting in any manner which endangers the safety of oneself or others. This includes acts of violence as well as threats of violence;
- Stealing or processing without authority any equipment, tools, materials or other property of company or attempting to remove them from the premises without approval or permission from the appropriate authority.
- Marking or defacing fixtures, equipment, tools, materials or other company property, or wilfully damaging or destroying property in any way;
- False accusation(s) against fellow employees;
- False information about self at the time of employment;
- False declaration about expenses/other particulars to avail company benefits/reimbursements including Travel expenses;
- Conviction of a felony;
- Wilful violation of company policies;
- Misconduct committed in previous or earlier employment if the misconduct was of such nature and has rational connection with the present employment and renders the employee unfit or unsuitable for continuance of service;
- Any other act subversive of discipline.

General:

- The above guidelines are to be strictly followed & complied to. Any employee who is in doubt concerning the application of these guidelines should consult with his or her supervisor immediately.
- You are expected to use sound judgment and respect the rights of fellow employees to a safe, comfortable, and congenial work environment. It is impossible to make a comprehensive list of all possible kinds of conduct that would be considered as inappropriate.
- From time to time, the Company will post special notices and information for employees on the bulletin boards and intranet.
- Be the custodian and maintain a positive work atmosphere by acting and communicating in a manner to get along with customers, clients, co-workers and management.
- You will be governed by various guidelines and policies which the company may frame from time to time.
- Each Director and employee of the company will be responsible for the observance of this **Code of Business Conduct & Ethics** in both letter and spirit to the extent relevant and applicable to them. Non-compliance may be subject to disciplinary actions including termination.

Review / Amendments / Modifications / Withdrawal

The Code of business conduct & ethics will be reviewed from time to time and the company reserves the right to modify/amend/alter and/or withdraw the same at its discretion.

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

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STATEMENT OF ACKNOWLEDGMENT

I acknowledge that I have received and read the **“Code of Business Conduct & Ethics”** and also understand the policies (including policy on POSH) and standards contained therein. I accept that as a resource of **PVR Limited (“Company”)**, its subsidiaries or divisions, it is my obligation to:

- Never knowingly violate the policies and standards contained in the "Code of Business Conduct & Ethics".
- Seek advice where I have a question concerning the interpretation or application of the policies and standards contained in the “Code of Business Conduct & Ethics”.
- Promptly report any matters that are known to or believed to present a violation of the Code of business Conduct & ethics or law and comply with any action requested by the Company.

I understand that I should report any possible violation of the Code of Business Conduct & Ethics and raise any question or concern I have relating to compliance with the code through discussion with the management or with company's human resource representative.

I further understand that my failure to comply with the policies and standards contained in the Code of Business Conduct & Ethics may lead to disciplinary action up to and including possible termination of my assignment/ services in PVR Limited (“Company”).

Signature: _____

Date: _____

Name: _____

Location: _____

Designation: _____

Emp. Code: _____