***WHISTLE BLOWER POLICY OF PVR LIMITED***

Pursuant to Section 177(9) read with such section (10) of the Companies Act 2013 and revised Clause 49 applicable to all listed companies with effect from October 01 2014, every listed company and every unlisted company having borrowed funds exceeding Rs. 50 Crore (Rule XII.6) shall establish a vigil 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 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 Whistle Blower Investigation Committee. The details of establishment of such mechanism shall be disclosed by the Company on its website and in the Directors’ Report and in line with our vision and values, which we cherish in our organization and as part of Good Corporate Governance, framing Whistle Blowers Policy would be a step in the right direction.

***Purpose:***

1. To allow and encourage our employees to bring to the management’s notice concerns about suspected unethical behavior, malpractice, wrongful conduct, fraud, violation of the Company’s Policies including Code of Ethics and Conduct, violation of law or questionable Accounting or Auditing matters by any employee/director in the company (hereinafter referred to as Wrongful Conduct) without fear of reprisal.
2. To ensure timely and consistent organizational response and thereby ensuring complete transparency.
3. To prohibit initiation of adverse action against an employee or failing to take an otherwise appropriate action, as a result of the employee’s good faith disclosure of alleged wrongful conduct to the Investigation Committee.
4. To build and strengthen a culture of transparency and trust in the organization.

***Applicability:***

All employees of PVR Limited.

***Making A Disclosure:***

1. Any employee who becomes aware of a suspected wrongful conduct is encouraged to send his/her observations/concrete facts to the Investigation Committee either through phone or written communication complete with related evidence (to the extent possible) without fear of reprisal or retaliation of any kind.
2. The information on suspected wrongful conduct is such information which the Employees in good faith, believe, evidences:
* a violation of any law or regulation, including but not limited to corruption, bribery, theft, fraud, coercion and willful omission.
* Procurement frauds
* Mismanagement, Gross wastage or misappropriation of company funds/assets
* Manipulation of Company data/records
* Stealing cash/company assets; leaking confidential or proprietary information
* Unofficial use of Company’s material
* Activities violating Company policies including Code of Ethics and Conduct
* A substantial and specific danger to public health and safety
* An abuse of authority
* An act of discrimination or sexual harassment

The above list is only illustrative and should not be considered as exhaustive.

1. In alleged wrongful conduct involving Senior Management, the employee can directly approach the members of Whistle Blower Investigation Committee and also the Chairman of the Audit Committee i.e Mr. Sanjai Vohra under exceptional cases.

Members of Whistle Blower Investigation Committee comprises of:

|  |  |  |
| --- | --- | --- |
| **NAME** | **MOBILE NUMBER** | **E-Mail Id** |
| Vishal Sawhney | 9971121952 | vishal.sawhney@pvrbluo.com |
| Anshul Goel | 8130164555 | anshul.goel@pvrcinemas.com |
| Nitin Sood | 9818884455 | nitin.sood@pvrcinemas.com |
| Gautam Dutta | 9810984444 | gautam.dutta@pvrcinemas.com |

1. If the members are unavailable at any given time and matter is very urgent, the employee may contact the Sr. VP-Secretarial, Mr. Pankaj Dhawan, at 9810345799 or e-mail at pankaj.dhawan@pvrcinemas.com.

***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.

***Confidentiality:***

Disclosure of wrongful conduct may be submitted on a confidential basis or may be submitted anonymously. Such disclosures will be kept confidential to the extent possible, convenient with the need to conduct an adequate investigation.

***Protection against Victimization:***

No adverse action shall be taken against an employee in “knowing retaliation”, who makes any good faith disclosure of suspect wrongful conduct to the Investigation Committee. No supervisor or any other employee with authority to make or materially influence significant personnel decisions shall take or recommend an adverse personnel action against an employee for disclosing wrongful conduct in good faith. Any supervisor or employee found to have so violated this Policy shall be subject to disciplinary action, in accordance with existing rules, policies, and procedures of the Company.

***Complaint Policy:***

Not later than 30 days after a current or former employee is notified or becomes aware of an adverse personnel action against him/ her, he or she may protest the action by filing a written complaint to Investigation Committee if the employee believes the action was based on his or her prior disclosure in good faith , of an alleged wrongful conduct .

The Investigation Committee on receipt of such complaint shall review the complaint expeditiously to determine the genuineness and veracity and within 30 days shall notify Mr. Sanjeev Kumar, JMD and the complainant of the results of the review and whether the adverse personnel action is affirmed, reversed, or modified.

***False Allegations or Wrongful Conduct:***

An employee who knowingly makes false allegations of alleged wrongful conduct to the Investigation Committee shall be subject to disciplinary action, in accordance with company rules, policies, and procedures.

***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.

***Review and Amendments:***

The Audit Committee of the Board of Directors of the Company shall periodically review the existence and functioning of the Investigation Committee. The Audit Committee is also empowered to amend this policy at any time consistent with requirements of applicable laws, rules and regulations.

**Annexure : Definitions**

1. **Abuse of authority**: Action or decision which is outside the scope of the alleged violator's position, scope of duties, or level of authority as authorized by the management. However, even actions or failure to take actions which are within the alleged violator's authority may constitute abuse of authority if the violator's motive or purpose is to harass, intimidate, or treat the employee unreasonably or capriciously under the applicable facts and circumstances.
2. **Conflict of Interest**: Conflict of interest arises when an employee is in a position to influence a decision in ways that could lead to any matter or form of personal gain to the employee or for his/her family member, or when the employee has a personal vested interest in the activity or decision.
3. **Adverse action**: An employment related act or decision or a failure to take appropriate action by a supervisor or higher level authority, which affects an employee negatively. The following are some of adverse personnel actions:

Termination of employment/ contract, suspension, dismissal, discharge, demotion, harassment, written reprimand, retaliatory investigation, decision not to promote, awarding an unwarranted performance rating, withholding of appropriate salary adjustments, imposition of involuntary transfer or reassignment, denial of awards, leave, benefits for which the employee, as and wherever applicable, would normally be eligible.

1. **Disclosure**: Oral or written report by an employee to the Investigation Committee of alleged wrongful conduct on a matter of organizational concern.
2. **Gross waste or misappropriation of company funds**: Action or decision which is outside the scope of the alleged violator's spending or budgetary authority, or even when the action or decision is within budgetary authority, the action would be considered by a reasonable person to be grossly excessive, wasteful, or an improper use of public funds.
3. **Mismanagement:** Action or decision which exceeds the scope of the alleged violator's responsibilities, or even if the action is within responsibilities, the action considered by a reasonable person to be grossly excessive or unfair.
4. **Action:** An employment related action or decision, which affects an employee positively or negatively.
5. **Knowing retaliation:** An adverse action taken by a supervisor or other authority against an employee because of a prior disclosure of alleged wrongful conduct.
6. **Employee:** Employee means any Director (whether whole time or non-executive) and any person in the employment of the Company.