



P. B. FILMS LIMITED

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VIGIL MECHANISM / WHISTLE BLOWER POLICY

A. PREAMBLE

Section 177(9) of the Companies Act, 2013 read with rule 7 of Companies (Meeting of Board and its Powers) Rules, 2014 requires every listed company to establish a Vigil Mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. **P. B. Films Limited** (hereinafter referred to as the “Company”) has adopted the Code of Business Conduct and Ethics (hereinafter referred to as the “Code”) for Directors and Senior Management, which lays down the principles and standards that should govern their actions. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company should be brought to the attention of the concerned. A Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism for reporting genuine concerns. It also makes provision for direct access to the Chairman of the Audit Committee (hereinafter referred to as “Ombudsperson”) in appropriate or exceptional cases.

B. SCOPE OF VIGIL MECHANISM

- To act as an additional internal element of the Company’s compliance and integrity policies.
- Seeks to ensure that anyone who is aware (director or employee of the Company) of a breach of Company’s policies and procedures, suspected or actual frauds and embezzlement, illegal, unethical behavior or violation of Company’s Code etc. (including instances of leak of or suspected leak of unpublished price sensitive information), feels free to bring this to the Ombudsperson without fear of victimization, harassment or retaliation.

C. DEFINITIONS

“Audit Committee” means the committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Employee” means every employee of the Company including the directors in the employment of the Company.

“Director” means every Director of the Company, past or present.

“Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity with respect to the Company.

“Whistleblower” means an Employee or director making a Protected Disclosure under this Policy.

D. DISCLOSURE

The information on suspected wrongful conduct should be such information which is intended to cover serious concern that could have a large impact on the Company.

E. INVESTIGATION- REGULATION 22 of LODR – Direct access to the Chairperson of Audit Committee

1. Whistle Blower can make Protected Disclosure to Ombudsperson, as soon as possible after becoming aware of the suspected or actual frauds and embezzlement, illegal, unethical behavior or violation of Company’s Code etc.
2. Whistle Blower must put his / her name to allegations. Concern expressed unanimously WILL NOT BE investigated.
3. If initial enquiries by the Ombudsperson indicate that the concern has no basis or it is not a matter to be investigated, pursued under this policy, it may be dismissed at this stage and the basis for such dismissal will be recorded.
4. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone or by the Ombudsperson in coordination with the Audit Committee

Audit Committee’s Responsibility

1. **Maintenance of Register of Complaints** – The Company shall maintain a register for registration of Whistle Blower’s Report. Each complaint shall bear unique number.

F. PROTECTION

- 1 No unfair treatment will be meted out to a Whistle Blower by virtue of his / her having reported a Protected Disclosure under this Policy
- 2 The Company, as a Policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will therefore, be given to Whistle Blower against any unfair practice.
- 3 The Company will take steps to remove difficulties, if any, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- 4 The identity of Whistle Blower shall be kept confidential. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 5 The Independent Directors shall ascertain and ensure that the Company has an adequate and functional Vigil Mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.

TIME FRAME FOR REDRESSAL OF COMPLAINTS

Audit Committee shall complete all the formalities and shall resolve the matter within 6 months from the date of filing of the complaints. Any extension in respect thereof shall be in writing along with necessary justification.

G. DECISION

If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Audit Committee may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject(s) as a result of the findings of an investigation pursuant to this Policy, shall adhere to the applicable disciplinary procedures

H. REPORTING

A Quarterly Report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.

ANNUAL AFFIRMATION ON THE COMPLIANCE OF POLICY :-

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee of the Company and/or Chairperson of the Audit Committee (in respect of matters involving alleged misconduct) and that it has provided protection to “whistle blowers from unfair termination and other unfair prejudicial employment practices.

DISCLOSURE IN CORPORATE GOVERNANCE REPORT

The affirmation as referred in point above shall form part of the Board Report on Corporate Governance that is required to be prepared and submitted together with the Annual Report.

I. AMENDMENT

The Company reserves the right to amend or modify this Policy in whole or in part, at any point of time. Any amendment to the Policy shall take effect from the date when it is approved by the Audit Committee of the Company and hosted on the Company’s website.