

UFO MOVIEZ INDIA LIMITED

Regd. Office: Valuable Techno Park, Plot #53/1, Road #7, MIDC, Marol, Andheri (E), Mumbai – 400093

Tel: +91 22 40305060 Fax: +91 22 40305110

Email: corporate@ufomoviez.com

Website: www.ufomoviez.com;

CIN: L22120MH2004PLC285453

Name of Policy	WHISTLE BLOWER POLICY
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Document History:

Date of Board Approval	Effective Date	Summary
30 th March, 2015	30 th March, 2015	The first Whistle Blower Policy adopted by the Board.
11 th July, 2017	11 th July, 2017	Amendment in Procedure Clause
29 th March, 2019	1 st April, 2019	Prohibition on trading in shares based on unpublished price sensitive information included. Reporting of leak of unpublished price sensitive information included pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015.

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WHISTLE BLOWER POLICY

1) Preface:

UFO Moviez India Limited (the “**Company**”) is committed to conduct its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, honesty, integrity and ethical conduct.

As per the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, every listed company and companies that belong to the following class of companies are required to establish a vigil mechanism for their directors and employees to report genuine concerns or grievances:

- a) companies which accept deposits from the public;
- b) companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees.

Further, the Listing Agreement / Listing Regulations and the SEBI (Prohibition of Insider Trading) Regulations, 2015 require every listed company to establish a vigil mechanism for directors and employees of such company to report concerns about unethical behavior, actual or suspected fraud, or violation of such company’s code of conduct or ethics policy and instances of leak of unpublished price sensitive information.

Accordingly, this Whistle Blower Policy (this “**Policy**”) has been formulated with a view to provide a mechanism for Directors and Employees of the Company to approach the Chairman of the Audit and Risk Management Committee of the Company.

2) Definitions:

The definitions of the key terms used in this Policy are given below. Terms not defined herein below shall have the meaning assigned to them under applicable law or regulation.

- 2.1 “**Audit and Risk Management Committee**” means the Audit and Risk Management Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement.
- 2.2 “**Board of Directors**” or “**Board**” means the board of directors of the Company, as constituted from time to time.

- 2.3 **“Code of Conduct”** means any code of conduct or policy of the Company for its directors, officers and employees, in their capacity as such working for and on behalf of the Company, regardless of nationality.
- 2.4 **“Companies Act, 2013”** means the Companies Act, 2013 and the rules thereunder, as amended.
- 2.5 **“Director”** means a director of the Company, as defined under Section 2(34) of the Companies Act, 2013.
- 2.6 **“Employee”** means every employee of the Company (whether working in India or abroad), including the Directors in the whole time employment of the Company.
- 2.7 **“Investigators”** means those persons authorized, appointed, consulted or approached by the Chairman of the Audit and Risk Management Committee to conduct investigation of any Protected Disclosure reported under this Policy.
- 2.8 **“Listing Agreement”** means the listing agreement entered into/to be entered into by the Company with the stock exchanges, as amended.
- 2.9 **“Listing Regulations”** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- 2.10 **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct or any improper activity, or any instances of leak of Unpublished Price Sensitive Information of the Company.
- 2.11 **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- 2.12 **“Unpublished Price Sensitive Information”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: – (i) financial results; (ii) dividends; (iii) change in capital structure; (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; (v) changes in key managerial personnel.
- 2.13 **“Whistle Blower”** means a Director or Employee making a Protected Disclosure under this Policy.

3) Scope:

- 3.1 The Whistle Blower’s role is that of a reporting party with reliable information. He/she is not required or expected to act as an investigator or finder of facts nor would he/she determine the appropriate corrective or remedial action that may be warranted in a given case.

- 3.2 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 Chairman of the Audit and Risk Management Committee or the Investigators.
- 3.3 Protected Disclosure will be appropriately dealt with by the Chairman of the Audit and Risk Management Committee

4) Eligibility:

All the stakeholders, Directors, Employees of the Company, and their representative bodies are eligible to make Protected Disclosures under this Policy. The Protected Disclosures may be in relation to matters concerning the Company.

5) Procedure:

- 5.1 All Protected Disclosures should be addressed to the Chairman of the Audit and Risk Management Committee for investigation or with the Company Secretary & Compliance Officer of the Company to forward to the Audit and Risk Management Committee for appropriate action.

- 5.2 The contact details for reporting of Protected Disclosures are as under:

To Chairman of the Audit and Risk Management Committee at audit.committee@ufomoviez.com

Protected Disclosures sent on audit.committee@ufomoviez.com should have “**Whistle Blower – UFO**” as its e-mail subject line.

OR

To Chairman of the Audit and Risk Management Committee
UFO Moviez India Limited
Valuable Techno Park, Plot #53/1, Road #7
MIDC, Marol, Andheri (E) Mumbai – 400093

OR

To Company Secretary & Compliance Officer at whistle.blower@ufomoviez.com

- 5.3 If a Protected Disclosure is received by the Company Secretary & Compliance Officer of the Company or by any executive of the Company other than the Chairman of Audit and Risk Management Committee, the same should be forwarded to the Chairman of the Audit and Risk Management Committee for appropriate action.
- 5.4 Appropriate care must be taken to keep the identity of the Whistle Blower(s) confidential.

- 5.5 In the event the Chairman of the Audit and Risk Management Committee has a conflict of interest in relation to a Protected Disclosure received by him, the Chairman of the Audit and Risk Management Committee shall recuse himself from the matter and forward such Protected Disclosure to other members of the Audit and Risk Management Committee. The Audit and Risk Management Committee shall then nominate another member of the Audit and Risk Management Committee to exercise the role of the Chairman as set out in this Policy in relation to such Protected Disclosure.
- 5.6 Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised, be typed in English, Hindi or in the regional language of the place of employment of the Whistle Blower(s).
- 5.7 The Protected Disclosure may also be forwarded under a covering letter which shall bear the identity of the Whistle Blower(s). The Chairman of the Audit and Risk Management Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- 5.8 Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 5.9 Operational concerns shall be raised with Line Manager or with the Head – Human Resource Department. Whistle Blower Mechanism should be used for potentially serious or sensitive issues.

6) Investigation:

- 6.1 All Protected Disclosures reported under this Policy would be thoroughly investigated by the Chairman of the Audit and Risk Management Committee who would investigate/oversee the investigations.
- 6.2 The Chairman of the Audit and Risk Management Committee may, at his/her discretion, consider involving any Investigators for the purpose of investigation.
- 6.3 The decision to conduct an investigation taken by the Chairman of the Audit and Risk Management Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may or may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- 6.4 The identity of a Subject and the Whistle Blower would be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- 6.5 Subjects would normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

- 6.6 Subjects shall have a duty to co-operate with the Chairman of the Audit and Risk Management Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self- incrimination protections available under the applicable laws.
- 6.7 Subjects have the right to consult with any person of their choice, other than the members of the Audit and Risk Management Committee / Investigators / the Whistle Blower(s).
- 6.8 Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- 6.9 Unless there are compelling reasons not to do so, Subjects would be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 6.10 Subjects have a right to be informed of the outcome of the investigation.
- 6.11 The investigation shall be completed normally within forty-five (45) days of the receipt of the Protected Disclosure, or within such extended period as the Chairman of the Audit and Risk Management Committee may permit.

7) Protection:

- 7.1 For the purpose of providing protection to the Whistle Blower(s), the Whistle Blower(s) should disclose his/her identity in the covering letter forwarding such Protected Disclosure.
- 7.2 The identity of the Whistle Blower(s) shall be kept confidential unless otherwise required by law, and in which case the Whistle Blower(s) would be informed accordingly.
- 7.3 No unfair treatment would be meted out to a Whistle Blower(s) by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimisation or any other unfair employment practice against Whistle Blower(s). Complete protection would, therefore, be given to Whistle Blower(s) against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure(s). The Company would take steps to minimise difficulties, which the Whistle Blower(s) may experience as a result of making the Protected Disclosure.
- 7.4 A Whistle Blower(s) may report any violation of paragraph 7.3 above to the Chairman of the Audit and Risk Management Committee, who shall investigate into the same and recommend suitable action to the management of the Company.

7.5 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower(s).

8) Disqualifications:

8.1 While the Company would ensure that genuine Whistle Blower(s) are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection would warrant disciplinary action.

8.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower(s) knowing it to be false or bogus or with a mala fide intention.

8.3 Whistle Blower(s) who make three or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, would be disqualified from reporting further Protected Disclosures under this Policy and may be subject to disciplinary action.

9) Investigators:

9.1 Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Chairman of the Audit and Risk Management Committee when acting within the course and scope of their investigation.

9.2 Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of legal and professional standards.

9.3 Investigations would be launched only after a preliminary review by the Chairman of the Audit and Risk Management Committee which establishes that:

9.3.1 the alleged act constitutes an improper or unethical activity or conduct; and

9.3.2 the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review.

10) Decision:

If an investigation leads the Chairman of the Audit and Risk Management Committee to conclude that an illegal or unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or any improper activity has taken place/has been committed, the Chairman of the Audit and Risk Management Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit and Risk Management Committee may deem fit.

11) Reporting and review:

A report with number of complaints received under this Policy and their outcome shall be placed by the Chairman of the Audit and Risk Management Committee before the Audit and Risk Management Committee on a regular basis.

The Audit and Risk Management Committee shall review the functioning of the whistleblower mechanism created pursuant to this Policy from time to time.

12) Retention of documents:

All Protected Disclosures in writing or documented alongwith the results of investigation relating thereto shall be retained by the Company for a minimum period of three years.

13) Amendment:

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification would be binding on the Employees / Directors unless the same is notified to the Employees / Directors.

14) Dissemination:

This Policy shall be hosted on the website of the Company and details thereof shall be provided in the Board's report.
