PICTUREPOST STUDIOS LIMITED

WHISTLE BLOWER POLICY

AND

VIGIL MECHANISM POLICY

PREAMBLE:

Section 177 of the Companies Act, 2013 ("the Act") requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees.

Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called the "Listing Regulations") inter alia, provides all listed companies to establish a Vigil Mechanism for directors and employees to report genuine concerns.

Regulation 9A (6) of the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015 ("Insider Trading Regulations") requires that every listed company establishes a Whistle Blower Policy for the purposes of reporting instances of leak of unpublished price sensitive information.

Therefore, Picturepost Studios Limited ("the Company"), being a Listed Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

OBJECTIVE:

The objective of the Company on Corporate Governance is to create and adhere to a corporate culture of transparency, accountability, integrity and openness. 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. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the policy, or leak of unpublished price sensitive information pertaining to the company. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Managing Director/Chairman of the Audit Committee in exceptional cases.

SCOPE:

This policy shall be applicable to all Employees of the Company. It covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, leak of unpublished price sensitive information, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

DEFINITIONS:

"Audit Committee" means Audit Committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013 read with the rules thereon and read with Listing Regulations.

"Board" means the Board of Directors of the Company.

"Company" means the Picturepost Studios Limited and all its offices.

"Employee" means any director or any person on the rolls including those on deputation, contract, temporary, probationer, apprentice, trainee, part time employees / workers, full time consultants, holding permanent, honorary, ad hoc, voluntary or short term positions.

"Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. It should be factual and not speculative or in the nature of an interpretation / conclusion and should

contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

"Reportable Matter" General malpractice - such as immoral, illegal or unethical conduct; Fraud, bribery or corruption, environmental issues, criminal activities, wastage/misappropriation of Company funds/assets, misleading or falsification of financial or other records, accounting or auditing matters, a clear abuse of authority, leak of unpublished price sensitive information as defined under the Insider Trading Regulations or any other unethical conduct affecting Company's interest / image.

"Subject" means a person against or in relation to whom a Protected Disclosure/Reportable Matter has been made or evidence gathered during the course of an investigation.

"Whistleblower" means an employee who raises a concern about any wrongdoing, event or information about an actual, suspected or anticipated Reportable Matter. The Whistle blower is not expected to prove the truth of the allegation; but she/he needs to demonstrate sufficient grounds for concern and good faith.

GUIDING PRINCIPLES:

This Policy ensures that:

1. The Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
2. Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
3. Ensure complete confidentiality;
4. Not attempt to conceal evidence of the Protected Disclosure;
5. Take disciplinary action, if any one destroys or conceals evidence;
6. Protected Disclosure made/to be made;
7. Provide an opportunity of being heard to the persons involved especially to the Subject.

ELIGIBILITY:

All employees and directors of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

DISQUALIFICATIONS:

A Reportable Matter should not be confused with a grievance related to employment / superior - subordinate relationship/relationship with peers. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention. Any abuse of this protection will warrant disciplinary action.

REPORTING MECHANISMS:

1. All Protected Disclosure/ Reportable Matter should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or Hindi.

2. Employees should raise Protected Disclosure/Reportable Matter directly to the Chairperson of the Audit Committee constituted by the Board of Directors of the Company or in his absence to any other member of the Audit Committee of the Company. The employees can notify a Reportable Matter by sending a complaint letter in a sealed envelope marked **"Private and Confidential"** to the **Chairperson of the Audit Committee** at the registered address of the Company.

   Whistle Blower must put expressly mention his/her name. Concerns expressed anonymously WILL NOT BE investigated.

3. On receipt of the Protected Disclosure/Reportable Matter, the Chairperson of the Audit Committee/ any other member of the Audit Committee, as the case may be, shall make a

record of the Protected Disclosures/Reportable Matters and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

a) Brief facts;
b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
c) Details of actions taken by Chairperson of the Audit Committee for processing the complaint
d) Findings of the Audit Committee
e) The recommendations of the Audit Committee/ other action(s).

4. The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

INVESTIGATION:

1. All Protected Disclosure/Reportable Matter reported under this Policy will be thoroughly recorded and investigated by the Audit Committee of the Company who will investigate/oversee the investigations under the authorization of the Chairperson of the Audit Committee. The Audit Committee may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation. In case of protected disclosure concerning any leak of unpublished price sensitive information, the procedure to be followed for investigation thereof will be as per the policy and procedure for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal **with the matter on hand.**

2. The decision to conduct an investigation taken by the Chairperson of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact finding process. Investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.

3. All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Reportable Matters to appropriate external regulatory authorities.

4. Subject(s) shall have a duty to co-operate with the Chairperson of the Audit 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.

5. Subject(s) 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. Unless there are compelling reasons not to do so, Subject(s) will 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.

7. Subject(s) have a right to be informed of the outcome of the investigation.

8. The Whistleblower will be kept informed of the progress and the final outcome of the investigation, within the constraints of maintaining confidentiality.

9. The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure/Reportable Matter.

DECISION AND REPORTING:

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

2. In case of investigation pertaining to leak of unpublished price sensitive information, decision and reporting shall be done in accordance with the policy and procedure for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information.

3. In case the Subject is the Managing Director /Wholetime Director/Key Managerial Personnel of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

4. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

PROTECTION TO THE WHISTLEBLOWER:

A. **Confidentiality** - Whistle-blower protections are provided in two important areas **- confidentiality and against retaliation. In so far as possible, the confidentiality of the Whistle- blower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.**

B. **Protection**- If any Employee believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or point of contact. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

DOCUMENTATION:

The members of the Audit Committee shall maintain documentation of all complaints or reports, subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of five (5) years from the date of receipt of the complaint or as required by law, whichever is higher.

COMMUNICATION:

A Whistle Blower Policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through the web site of the Company.

MODIFICATION OF THE POLICY:

The Company may modify this policy unilaterally at any time without notice. Any change or revision will be communicated appropriately.

REVISION OF POLICY:

Management reserves the right to revise this policy at any time and in any manner without notice. Any amendment to the Policy shall be notified by the Company. Any change or revision will be communicated appropriately.

VIOLATION:

The Company expects total compliance of this policy, violation, if any will be subject to disciplinary action including termination or such other action as the Board of Directors or the company management thinks fit.

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