

CODE OF CONDUCT

FOREWORD

CINEFIL PRODUCERS PERFORMANCE LTD (CINEFIL) is committed to fairness, transparency, and ethical conduct. The CINEFIL Code of Corporate Governance and Ethics defines these values and sets expectations for employee behavior.

INTRODUCTION

CINEFIL is a Copyright Society under the Copyright Act 1957, focused on issuing Cinematographic Performance licenses, collecting royalties, and distributing them to its Members (film producers and owners). It operates as a non-profit under the Companies Act, 2013.

CORPORATE GOVERNANCE & ETHICS COMMITTEE (CGEC)

The CGEC addresses matters related to governance, ethics, and compliance. It oversees the Code of Corporate Governance & Ethics and handles employee concerns regarding violations or suggestions. CGEC can be contacted via email (chairman@cinofilindia.com, ceo@cinofilindia.com) or postal address: 702, 7th Floor, Gazdar Enclave, Andheri (West), Mumbai 400053.

PURPOSE AND SCOPE

The Code promotes CINEFIL's reputation by providing guidelines for professional conduct, confidentiality, and conflict of interest. Employees and representatives must adhere to these guidelines.

GENERAL

CINEFIL values integrity, accountability, trust, and transparency. All business dealings should align with these ethical standards. If clarification is needed on any situation, employees should consult the CEO, Reporting Manager, or HR. Violating the Code may result in legal consequences.

ETHICAL GUIDELINES FOR EMPLOYEES

1. **Respect:** Employees should appreciate diversity and the skills of others.
2. **Conflicts of Interest:** Employees must avoid situations where personal interests conflict with CINEFIL's operations. This includes:
 - Not holding positions in other organizations without approval.
 - Not making decisions involving businesses owned by relatives.
 - Not using company resources for personal gain.
 - Disclosing any conflict of interest, including family business dealings related to CINEFIL's operations.
3. **Membership of CINEFIL:** Employees must seek prior approval from Directors if they or their relatives want to become members of CINEFIL.

4. **Membership of Social Service Organizations:** Employees should seek CEO approval before engaging with social service organizations, especially for fundraising or using company facilities.
5. **Gifts and Entertainment:** Employees may accept small gifts but must report gifts or trips valued above Rs. 5000 to the CEO.
6. **Directorship of Firms and Companies:** Any directorship must be approved by the Chairman, CEO, and Board of Directors.
7. **Relatives as Competitors:** Employment of close relatives in competitor organizations must be disclosed.
8. **Confidentiality and Discretion:** Employees must maintain confidentiality regarding sensitive company information, including financials, negotiations, and employee matters.
9. **Common Organization Contractors for Personal Jobs:** Employees should not use the same contractors for personal work that the company uses.
10. **Accepting Honoraria for Lectures:** Any honorarium must be approved by the CEO and donated to the company or its foundation.
11. **Part-Time Jobs:** Employees cannot engage in part-time jobs or set up businesses that conflict with their responsibilities at CINEFIL.
12. **Personal Integrity:** Employees should always act with integrity, avoiding illegal or unethical actions.
13. **Sexual Harassment:** CINEFIL follows the POSH policy to prevent sexual harassment in the workplace.
14. **Corrective Action:** Corrective action will be taken if a conflict of interest or breach of ethics is identified.
15. **Code of Conduct:** Employees must:
 - Devote their full attention and skills to their role at CINEFIL.
 - Seek written permission for any other business or job.
 - Comply with company rules, maintaining confidentiality and avoiding interference in business relationships.
 - Follow ethical guidelines for company-related discoveries and innovations.

Employees should consult the CEO/HR/CGEC for clarification on ethical issues and violations. The CGEC is empowered to investigate and enforce penalties.

5. FINANCIAL REPORTING, RECORDS & AUDITING

Guidelines:

- The Organization shall prepare and maintain accurate financial records in compliance with local accounting standards, laws, and regulations.
- Internal accounting and audit procedures must accurately reflect the organization's transactions and assets, with controls ensuring their legitimacy.
- Willful misrepresentation of financial accounts is a violation of the Code and may lead to legal action.

- All business records, including invoices, payroll, and other reports, must be honest, accurate, and not misleading.
- Employees must ensure accurate financial reporting and cooperate with auditors, avoiding any false or misleading records.

6. QUALITY OF SERVICES TO MEMBERS

Guidelines:

- We are committed to providing quality services aligned with the needs of our members within legal frameworks.
- We ensure non-discrimination between members, as mandated by copyright laws.
- Members will be treated respectfully, and CINEFIL will assist in maximizing their value.

7. QUALITY OF SERVICES TO CLIENTS (LICENSEES)

Guidelines:

- We commit to dealing fairly, honestly, and transparently with clients, adhering to licensing terms and conditions.
- Information on licensing rights, terms, and royalties will be clearly communicated to clients.
- CINEFIL staff will only enter client premises with authorization and will refrain from using force to enforce copyright.

8. COMMUNICATION WITH MEDIA

Guidelines:

- Communication with media is primarily the responsibility of the CEO and Chairman, with prior approval required for business heads.
- No other individual is authorized to speak to the media in an official or informal capacity.

9. SOCIAL MEDIA

Guidelines:

- Employees must not share proprietary information or defame others on social media.
- Respect for others' views should be maintained, and company information should not be disclosed without approval.

10. CINEFIL LOGO / LETTERHEADS

Guidelines:

- The use of the CINEFIL logo and name is governed by manuals and agreements.

- The logo should be used on official correspondence and visiting cards, as specified in the Corporate Identity Manual.

11. COMPETITION

Guidelines:

- We will not engage in illegal, unethical, or unfair business practices.

12. POLITICAL NON-ALIGNMENT

Guidelines:

- CINEFIL will remain politically neutral and will not support any political party.
- Employees may participate in politics as long as it doesn't create conflicts of interest.

13. PROTECTING ORGANIZATION ASSETS

Guidelines:

- Organizational assets, both tangible and intangible, should only be used for authorized business purposes.

14. DONATIONS

Guidelines:

- All donations shall comply with the Companies Act and ensure proper discipline in the use of company funds.

15. CORPORATE CITIZENSHIP

Guidelines:

- CINEFIL will support social development, encourage employee volunteering, and make corporate citizenship an integral part of business plans.

16. COMPLIANCE WITH THE CODE

Guidelines:

- The Corporate Governance & Ethics Committee (CGEC) ensures understanding and compliance with the Code.
- Employees are expected to report any violations to the CGEC, which will maintain confidentiality.

17. EQUAL OPPORTUNITIES

Guidelines:

- CINEFIL will provide equal opportunities based on merit, maintaining a work environment free of harassment.

18. THIRD PARTY REPRESENTATION

Guidelines:

- Third parties representing CINEFIL must have written authorization from the CEO and abide by the Code.
- Third parties should sign non-disclosure agreements to ensure confidentiality.

19. REGULATORY COMPLIANCE

Guidelines:

- Employees must comply with all applicable laws and regulations, and the Company's Code of Conduct takes precedence if laws are less stringent.
- The Company is committed to anti-bribery and anti-corruption laws and prohibits any form of improper payments or gifts.

20. INTEGRITY OF DATA FURNISHED

Guidelines:

- Employees are responsible for ensuring the integrity and confidentiality of all data and information they provide to the organization.

21. PROFESSIONAL CONDUCT

Guidelines:

- Employees must maintain appropriate dress and professional behavior, avoiding abusive language and substance abuse while on duty.
- Any inappropriate conduct will result in disciplinary action.

22. REPORTING CONCERNS

Guidelines:

- Employees must report any violations or misconduct to the CGEC, ensuring confidentiality for whistleblowers.
- Employees are encouraged to report concerns to ensure the integrity and success of the organization.