



CODE OF CONDUCT

Chairman's Statement:

"Our unwavering commitment to all stakeholders, including the communities in which we operate, is embodied in the Company's Code of Conduct ("Code"). It serves as a beacon of guidance when faced with difficult business decisions that could put us in an ethical bind. Our Values and Behaviours are the foundation for our Code.

The Company's Code of Conduct is the essence of our business principles and provides a charter as to how they apply to each of us. I encourage you to adhere to these principles in both spirit and practice."

- Mr. Atul Ruia
Chairman

Preamble

The Phoenix Mills Limited is committed to conduct its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics.

This Code of Conduct serves as a guide for our daily business interactions, reflecting our standard for proper behaviour and our corporate values. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability.

Decisions made, and actions taken, must be consistent with company values and company objectives.

PML is focused on delivering long-term value to its employees, shareholders and society. It is expected that the Employees, Directors and Senior Management personnel will do what is right to support the long-term goals of the company.



In terms of the provisions of the Companies Act 2013, read with relevant rules made there under and the Listing Agreement with the Stock Exchange(s), the Company has laid down a Code of conduct for all its Employees, Board Members and Senior Management personnel of the Company. The Code and any amendment thereof shall come into effect from the date of the approval of the Board of directors of the Company. The Code of conduct shall be posted on the website of the Company. (The term "Senior Management" shall mean personnel of the Company who are members of core management team excluding the Board of Directors. Normally this would comprise of all members of management one level below the executive directors, including all functional heads).

All Employees, Directors and Senior Management personnel are expected to comply with the Code in its letter and spirit. They are also required to affirm compliance on an annual basis.

With a view to maintain high standards that the Company requires, the following rules/Code of conduct should be observed by the employees in all their activities. The Company appoints a Compliance Officer for the purposes of this Code, who shall be available to Employees, Directors and Senior Management personnel to answer questions and to help them comply with the Code.

Applicability

This Code is applicable to all employees, including temporary employees, directors and senior management and associates of the Company, its subsidiaries and Group Companies.

1] Accountability:

The Employees, Directors and Senior Management personnel shall discharge their duties in good faith and integrity in business judgment and in the best interests of the Company and its stakeholders. They are expected to use their best endeavors and organize the resources for advancing the Company's mission. They are expected to act ethically, honestly, diligently and in good faith to protect the Company's brand equity and image. They shall act in good faith, responsibly, with due care,



competence and diligence, without allowing their independent judgment to be subordinated. They shall act in the best interests of the company and fulfill their fiduciary obligations. In addition, to the above, the Independent Directors shall be responsible to perform their duties as laid down in the Companies Act, 2013.

2] Conflict of Interest:

Employees, Directors and Senior Management personnel shall not engage in any business, relationship or activity, which may be in conflict with the interests of the Company.

Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth, are some of the common circumstances that may lead to a conflict of interest, actual or potential: -

- a) They should not engage in any activity/employment that interferes with the performance or responsibility to the company or is otherwise in conflict with or prejudicial to the company.
- b) They and their immediate families should not invest in a company, customer, supplier, developer or competitor and generally refrain from investments that compromise their responsibility to the company.
- c) They should avoid conducting company business with a relative or with a firm/company in which a relative/related party is associated in any significant role.

If such related party transaction is unavoidable, it must be fully disclosed to the board of the company.



3] Compliance:

All applicable laws, rules and regulations shall be complied with. In order to assist the company in promoting lawful and ethical behaviour, any possible violation of laws, rules, regulations or the Code of conduct shall be reported to the Board of Directors through the Compliance Officer.

4] Other Directorships:

The Directors must disclose their Directorship, Committee membership on the Board of other companies and substantial shareholding in other companies to the Board on an annual basis. It is felt that service on the Board of a direct competitor is not in the interest of the company.

5] Confidentiality of Information:

Any information concerning the company's business, its customers, suppliers, etc., which is not in the public domain and to which the Employees, Directors and Senior Management personnel have access or possesses such information must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law. No Employee, Director or Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

Examples of confidential information include but are not restricted to:

- Information not yet released to the public
- Unpublished company strategy
- Current or future R&D programs, technical breakthroughs and/or inventions
- Investments, planned mergers or acquisitions
- Information received from customers or partners
- Unpublished Financial data either actual or forecasted
- Employee information



6] Insider Trading:

Any Employee, Director or Senior Management personnel shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain and therefore constituting insider information. All Employees, Directors and Senior Management Personnel shall comply with SEBI (Prohibition of Insider Trading) Regulations, 1992 and Insider Trading Policy of the Company, as applicable.

7] Equity:

All attempts should be made to maintain equity and fair practice while dealing on behalf of the Company. The Employees, Directors and Senior Management personnel shall be committed to provide a work environment free from unlawful discrimination, harassment and intimidations of any nature. Any kind of harassment and discrimination based on gender, religion, age, sex, national origin and other such characteristics shall be strictly prohibited.

They shall strive for maintaining a safe workplace by following safety and health rules and practices.

8] Consumer Focus:

All Employees, Directors and Senior Management personnel shall focus on customer satisfaction, which shall be the basic motto of the Company's business. They shall ensure that the communications given are accurate and truthful and do not deliberately omit important facts or shall not be of misleading nature.



9] Teamwork and spirit:

The principles of mutual trust, teamwork and spirit shall be appreciated and maintained. Best efforts shall be made to contribute to an environment that builds confidence and empowers people through personal and professional growth. They shall attempt that the teams grow together through collaborative working, skills development, knowledge sharing and learning from each other. Employees being invaluable assets shall be motivated to achieve higher goals.

10] Corporate Opportunity:

Except as approved by the Board, the Employees, Directors and Senior Management personnel are prohibited from:

- a) taking any personal opportunities directly or indirectly that belong to the Company;
- b) using the Company's property, information or position for personal gain/advantage or to cause detriment to the Company; and
- c) competing with the Company.

11] Gift & Donations:

No Employee, Director or Senior Management Personnel of the company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which influence a decision or are intended to obtain business favours.

Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board. The Employees and Directors shall report any such incident that they may be witness to.



12] Anti-Corruption:

Corruption means the misuse or abuse of office or power for personal gain. The Company's reputation for honesty, integrity and fair dealing is an invaluable component of the Company's success. The Company condemns corruption in any forms and is committed to comply with all relevant anti-corruption legislations in force. All Employees, Directors, Senior Management personnel are required to read and understand the full implications of the laws and policies on bribes and abide by it in letter and spirit. All Employees, Directors, Senior Management personnel are also obligated to report any such incident that they may be witness to.

13] Bribery:

The Company does not espouse the payments or receipt of bribes or improper payments for business or financial gain. As a corollary, no employee, director or representative of the Company should do anything that could give an impression that the Company could be influenced in this manner.

14] Suspected and Fraudulent Behavior:

Any acts of commission or omission which are detrimental to the business of the company ie., bribery, fraud, pilferage, theft, etc., will be termed as misconduct. Any such suspected fraudulent behavior is liable to be investigated and the employee/s, directors concerned is/are liable to face appropriate disciplinary action including dismissal from the services of the company.

15] Safeguarding Company's Assets:

The use of Company's Assets for illegal or non-ethical business purposes shall be strictly prohibited. Protecting the Company's assets regardless of whether the same is tangible or intangible is the responsibility of each Employee, Director and Senior Management person.



16] Financial Record Keeping & Reporting:

The Company being a listed company is required to comply with strict accounting principles and regulations. The company shall prepare and maintain its accounts fairly in accordance with the generally accepted accounting principles, guidelines, financial accounting standards and applicable regulations from time to time. It is critical to ensure that all transactions are properly identified, analyzed and recorded. Regardless of whether an employee, Director/Senior Management person is directly involved in financial reporting or accounting, most come into contact with financial transactions directly or indirectly. All reasonable efforts are expected to ensure that all business records and reports are accurate, complete and reliable.

17] Public Representation

Communication with investment communities including shareholders, brokers and analysts and the media must be managed by authorized personnel only.

Chief Investor Relation Officer ('CIRO') of the Company shall be the person appointed by the Board of Directors under Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015 to deal with dissemination of such information and disclosure of UPSI.

Any disclosure of information or dissemination of UPSI shall require prior approval of the CIRO. In case any information is disclosed or disseminated without appropriate approvals, due to accidental omission, the concerned Employee/Director of the Company shall forthwith inform the Chief IR Officer about such disclosure, irrespective of the fact whether such information was Price Sensitive Information or not. Further, if UPSI gets disclosed selectively inadvertently, the CIRO shall ensure prompt dissemination of such UPSI to make it available for the Shareholders and public at large.



18] Usage of electronic resources

All Employees, Director and Senior management personnel should have no expectations of privacy when using Company computers or other Company resources. Disclosing login ID or password assigned to Employee, Director and Senior management personnel to another Employee, Director and Senior management personnel or to any third party or unauthorized access by any Employees, Director and Senior management personnel to another Employees, Director and Senior management personnel computer system, work, records or information or any act or omission resulting in such unauthorized access will be deemed as misconduct. The Company has the right to monitor or access documents on its systems at any time, within the limits of existing laws, policies and agreements.

19] Breach of Code of Conduct

While every Employee, Director and Senior management personnel has to himself ensure compliance with this code, any instance of violation or possible violation of this code by the concerned Employees, Director and Senior management personnel or by any other Employees, Director and Senior management personnel shall be immediately reported to the Board and appropriate action may be taken by the Board.

20] Compliance with the Code:

Once every year or upon revision of this Code, every Employee, Director and Senior management must acknowledge and execute an understanding of the Code and an affirmation that he/she has complied with the Code. New Employees and Directors shall sign such a deed at the time of joining.

21] Anti-Competitive practices:

The Company is committed to conducting the business in a manner that encourages fair and open competition. The Anti-competition prevention consists of the following elements:



- Consideration of anti-competition risks when exploring new business opportunities;
- Ensuring adequate policies and procedures are formulated;
- Investigating allegations relating to anti-competitive behavior and taking appropriate action accordingly;
- Communicating the message of fair and open competition to the business.

The responsibility for the implementation of the policy rests with employees, Director and Senior management.

22] Safety, Health and Environment:

The Phoenix Mills is committed to protecting the environment, and environmental responsibility is at the core of the business. The Company is committed to providing a safe and healthy workplace.

23] Whistle Blower Policy:

The Company encourages its directors and employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The role of employees in pointing out violations of the Code cannot be undermined. Employees must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. The Whistleblower Policy allows the employees and directors to raise concerns about unacceptable, improper or unethical practices being followed in the organization and to create awareness amongst employees to report instances of leakage of unpublished price sensitive information. The Policy ensures that the employees be protected against victimization / any adverse action and/ or discrimination as a result of such a reporting, provided it is justified and made in good faith.

24] Implementation Plans and Measures:

The Company is committed to provide Code of Conduct trainings to employees, Directors and Senior Management for the effective continuation and implementation of the policy.



25] Amendment:

This Code may be amended, modified or varied by the Board as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines.
