



## **Conflict of Interest Policy of The Phoenix Mills Limited**

### **Purpose**

The purpose of the conflict-of-interest policy is to protect The Phoenix Mills Limited's ("the Company") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of director or employee of the Company or might result in a possible excess benefit transaction.

It lays the principles for undertaking business transactions with undivided loyalty and without any personal conflicts.

### **Scope & Availability**

This policy applies to all Employees, Directors & Senior Management of the Company.

### **Categories of Conflicts of Interest**

Conflicts of Interest are separated into three categories and may arise between:

- Company and Third-party vendors who are related to employees of the Company.
- Company and Family of Promoters, Directors, Employees and Key Managerial Personnel
- Company and third-Party vendor entities who are related parties.

### **Approach to Conflicts Management**

#### ***Transaction with third party vendors who are related to Employees of the Company***

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.

Any possible conflict of interest shall be disclosed by the person or persons concerned to the Board of Directors of the Company. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by the Board of Directors of the Company.

**Transaction with the Family of Promoters, Directors, Employees and Key Managerial Personnel –**

- Company shall identify related parties in accordance with the definition of related party provided under the Companies Act of 2013.
- Related parties are required to disclose any direct or indirect interest in any potential transaction with the Company.
- Potential transactions involving related parties shall be assessed in terms of compliance requirements, and where necessary, approval from the Board of Directors and Shareholders shall be obtained.
- Before proceeding with any such transactions, the Board shall consider whether any such related party transaction would present an improper conflict of interest for any related party, as well as whether such transaction is in the best interests of the Company and its stakeholders.

**Third Party vendor entities who are related parties:**

The transactions with third party vendors which are related parties are governed as per the provisions of the Companies Act, 2013. The Company shall follow the due process for the approval of transactions where conflict of interest may arise.



### **Situations of conflict of interest**

Indicative scenarios, situations or relationships that may lead to actual, potential or perceived conflict of interest are as follows:

- Engaging in a personal capacity, in any form of paid/unpaid, verbal/contractual relationship, directly or indirectly, with any individual/entity with which the Company has a current or ongoing relationship.
- Conducting business as a representative of the Company, with an entity in which you hold a financial or commercial interest, or are affiliated to. This interest may be held directly in a personal capacity or indirectly via a closely related person.
- Acting as consultants/advisors in any form to any government/regulatory body/industry association, which can influence the Company's business.
- Acceptance of personal gifts, illegal payments, remuneration, donations, or comparable benefits from competitors, clients and suppliers or potential suppliers. Acceptance or offering of such gifts or hospitalities that may influence your judgement for the Company. All such transactions should be consistent with the guidelines mentioned in Anti-bribery and Anti-corruption policy.
- Recommending to any of Company's Business Partners, the candidature of your friends / relatives for a career opportunity in favour of prospective business by the Company.
- Entering business transactions with parties related to you or your family members which are or appear to be detrimental to Company's interests.

### **Non-Compliance**

Non-Adherence to any of the provisions of this policy by any personnel of the Company shall amount to misconduct and disciplinary action will be taken by the concerned authorities. The Company reserves the right to initiate the disciplinary action irrespective of whether the assignment or contract authorises or not.

### **Mitigation of conflict of interest**

Once a conflict of interest is identified and evaluated, appropriate management strategies are implemented. This may include recusal from decision-making processes related to the conflict, relinquishing any influence or control over the matter, or taking other necessary steps to mitigate the conflict.



### **Training**

The Company may communicate to the directors and employees about the scope and procedures prescribed under the Policy.

The Company shall also provide regular training and organize programs to educate its directors and employees of the conflict-of-interest situations, their impact on decision-making, the importance of ethical conduct and the requirement of compliance with the guidelines specified in the Policy.

This will help to ensure that directors and employees understand the reporting and disclosure framework and are equipped to identify and manage conflicts of interest effectively.

All the directors and employees have a duty to read and understand this Policy and to be aware of potential conflicts of interest.

The provisions of this Policy should be in addition to the provisions, if any, contained in any other code/ policy formulated and adopted by the Company from time to time, in so far as it deals with situations of conflict of interest.

### **Reporting and disclosure**

A potential or actual conflict of interest must be promptly declared to Mr. P. Vidyasagar, General Counsel, at [vidya.s@phoenixmills.com](mailto:vidya.s@phoenixmills.com)

### **Review**

The Board of Directors shall review and update this policy as and when require.

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