Private and Confidential

The Phoenix Mills Limited (PML)

Anti-Bribery & Corruption Program

1 Introduction

The Phoenix Mills Limited ("PML" or "the Company or "our" or ''we" or "us") and its affiliates[1] are committed to conducting business with highest level of ethical and professional standards to ensure compliance with legal and applicable regulatory laws applicable.

PML discourages its employees, third parties and any other business partners to make an offer, promise or give or receive any bribe[2] or payment or benefit to any Government/Public official[3] and non-Government[4] official. The Company has zero tolerance approach on Bribery.

This document outlines PML's Anti-Bribery and Corruption Program ("the Program"), which is designed to prevent and detect bribery and corruption (referred hereafter to as "bribery"), as well as comply with the various bribery related laws and regulations in the jurisdictions in which we operate. Elements of the Program are in place as part of PML's overall governance and internal control environment and are referenced in this Program as they address this issue.

It is every employee's, directors, or business partners[5]/ representatives or any other individuals, who may be acting on behalf of PML to protect the Company's reputation, and themselves from the risks of bribery and other acts that might be detrimental for the Company on Bribery.

2 Scope

Conducting business with highest standards of honesty and integrity is paramount for PML and the Company is committed to being compliant with various applicable Anti-Bribery & Corruption Laws ('ABC') laws in India and its business of operations.

This Program applies to all employees, Directors, business partners, any other individuals, who may be acting on behalf of PML. It is expected that its stakeholders who act on behalf of PML will comply with this Program subject to the concurrence of their Board.

This program is applicable to:

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[1] Any Company or entity that, directly or indirectly through one or more intermediaries, control or is controlled by or is under common control with the Company

[2]Bribe is anything of value that is offered, promised, given or received to influence a decision or to gain an improper or unfair advantage. Bribery may not always be in the form of cash payments and may take many other forms, including Non-arm's length loans or other transactions, Phony jobs or "consulting" relationships, Political contributions, Charitable contributions or Gifts, travel and hospitality.

[3] "Public official" as any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of a government, or a public international organization. This includes elected or appointed persons who hold legislative, administrative or judicial positions such as politicians, bureaucrats and judges.

[4] A 'non- government' is an entity, formed by individuals or group of individuals, which does not have any form of government holding. They work for a common goal that may be either for profit or non-profit purposes basis which these organizations are classified as either 'Commercial' or 'Non Commercial' organization.

[5] Business partner is any individual, group of individual or entity who is associated with the firm and has interest in its operation. They are affected by the business decisions and its performance. Some of the key business partners include Employees, Third Parties like Suppliers, Vendors, Consultants, Agents and Customers/clients.

1. All Employees[6] including temporary or off roll employees of PML,
2. All Directors, of the PML; and
3. All business partners (Vendors, Third Party Intermediaries and Customers) including any other employee/ persons/individuals or entity, who may be acting on behalf of or having business relationship with PML.

3 Program statement

PML has zero tolerance approach for bribery and corruption and it does not allow its employees and business partners to perform any act which is related to bribery.

Bribery or any other kind of irregular payment to both Government and Non-Government entities and its employees/ affiliates is strictly prohibited by the Company.

PML's management is dedicated to develop, implement and operate an environment which is adequately compliant and safeguards Company's interest against any act of Bribery and Corruption.

The Company has various applicable ABC policies and reporting channels to which act as a guide and reporting mechanism on issues pertaining to bribery.

4 Applicable Anti-Bribery & Corruption laws

PML is subject to various domestic and globally applicable Anti Bribery and Corruption laws.

The penalties for violating these laws are significant for both the individuals and the organizations involved.

All employees and business partners of PML are strictly advised to restrain from engaging in any acts of bribery or corruption or any such act that suggests the same. This is irrespective of counterparty (organization or individual) having government affiliation or not. For any doubt please consult with your Compliance Officer[7].

5 Key elements of an ABC program

This program is designed to (i) prevent and detect bribery as part of the overall internal control framework, and (ii) meet the requirements of applicable anti-bribery and corruption laws as per the broadened scope of bribery and corruption.

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[6] Employee is an individual who works for the Company either on full time or part time basis or acts as a consultant or an advisor or Subject Matter Expert for the Company and is bounded by the 'contract of employment' terms of which are either expressed or implied. They include (i) on-roll workers, trainees, articles, apprentices, seconded etc. whether remunerated or not remunerated for the services offered to the Company, (ii) Team of high level executives or executive management i.e. Chief Experience Officers ('CXO's') and key process owners or AGMs and above level of the Company responsible for strategy, management, planning and administration of the Company and (iii) Any individual having decision making, planning and administration authority/ control in a Company.

[7] The Compliance Officer is responsible for overseeing, designing, managing and monitoring the Compliance framework of the Company and ensure the Company complies with all applicable regulatory requirements and internal policies of the Company.

The Program has the following elements:

5.1 Governance and Tone at the top

PML has zero tolerance approach for bribery and corruption. Board of Directors and the management of the Company are committed to preventing bribery by persons and entities associated with PML and to develop a culture in which bribery is never acceptable.

The Board of Directors and the management set the tone and provide leadership and oversight for the development, implementation and operation of the Program.

Currently the Board of directors and management are responsible for developing and monitoring the program.

5.2 Risk assessment

The level of bribery risk faced by the Company varies with the type and nature of the business operations. Adequate measures are important to prevent bribery and corruption and to avoid any non-compliance with relevant ABC laws. PML should assess the nature and extent of exposure to potential external and internal risks of bribery by associated persons and entities and ensures that appropriate mitigation strategies are undertaken. The assessment should be periodic, informed, and documented, with assessments updated regularly to reflect changing circumstances.

5.3 ABC compliance framework and policies

The Anti-Bribery and Corruption Policy is the primary guidance for employees on measures to prevent bribery. PML has a stringent Anti-Bribery and Corruption Framework and Policies designed based on various ABC laws applicable to the Company. The framework provides guidelines to prevent, detect and report bribery instances. It also includes how in ambiguous situations, concerned employees and business partners can seek guidance and prevent any potential violations. In addition to this the Company have specific policies which include:

#	Name of the Policy	Purpose
1	Anti- Bribery & Corruption	Provides guidelines to its employees and third parties through various policies for no bribery and corruption
2	Gifts and Entertainment	Guidelines for offering or receiving gift, entertainment or other hospitality.
3	Third Party Intermediary Relationship	Details risk assessment and due diligence procedures for third parties
4	Communication and Training	Provides framework for communicating ABC policies
5	Political Contributions, Donations, Sponsorships	Guidelines for performing political contributions, donations and sponsorship.
6	Travel and Employee Reimbursement	Travel and employee reimbursement limits and approval matrix
7	Employee and Vendor Advances	Guidelines for vendor and employee advances

#	Name of the Policy	Purpose
8	Financial Controls	Guidelines for petty cash usage, payments and book keeping

These policies provide guidance to various contagious situations which expose Company to bribery and corruption risk through employees and business partners while conducting business.

5.4 Communication and Training

Regular Internal and external ABC communications and training is important to foster an environment of PML's zero tolerance approach towards for bribery and corruption.

All employees should annually acknowledge their confirmation of compliance with PML's ABC policies via online training module.

5.5 Financial controls

In accordance with the proportionate and risk based approach for bribery prevention and detection adequate procedures for internal financial controls are essential.

These controls include those that are part of PML's overall governance and internal control environment (e.g. periodic internal audit), as well as those geared specifically to prevent and detect bribery. The controls relate to maintaining: (i) accurate books and records, (ii) petty cash processes, (iii) effective payment processes, and (iv) reimbursements to employees.

It is important that all transactions should be recorded with complete, accurate and detailed information. PML does not allow making of false, misleading, duplicate or artificial entries in the books and records of the Company for any reason.

5.6 Government Interactions

Business dealing with government officials and its controlled affiliates is always considered high risk[8] by PML. Any form of cash or cash equivalent favors like bribe, kickbacks, facilitation payments, fast track payments, side payments, special commissions, gifts, travel & entertainment, personal services internship/ job of government children) or honors/ awards, or political/ charitable contributions are not permitted by PML.

PML allows routine business courtesies to Government officials on exceptional basis (like working lunch/dinner in the office premises) which is also provided to its employees and business partners in normal course.

5.7 Third Party interactions

Due Diligence – Vendors and Third Party Intermediaries (TPIs)

PML could be held liable for any act bribery and corruption performed by its associated third parties like agents, consultants, suppliers, vendors. It is essential that proper due diligence is

conducted while onboarding third parties to perform business activities on behalf of PML. They should also be mandated to give an undertaking to ensure compliance with PML's ABC policy and procedures.

Contractual/ business terms

All business partners (Third Party Intermediaries, Vendors and Customers) must have Anti-Bribery provision, Right to audit, Termination and Penalty clause mentioned in their contracts with PML.

Payment

The Company prohibits for making payments to its employees and business partners of any transaction in cash or cash equivalent. Petty cash can be provided to employees for meeting day to day office expense (refer Financial Control Policy for details) on limited basis. The Company can disburse or receive payments to/from the employees or business partners whether in the conduct of doing business with domestic and international business partner of the Company through the following payment mode only:

- ✓ NEFT/ wire transfer
- ✓ Demand Draft
- ✓ Cheque

6 Reporting and review

6.1 Reporting

Each Employee and Business partner of PML has a responsibility to report or seek clarification when in doubt on any matter relating to Bribery & Corruption.

PML treats avoidance, ignorance, not addressing or non-reporting acts of Bribery or Corruption equivalent to performing such acts.

PML shall be subject to non-compliance with ABC laws if such instances are observed and consequently the employees or entities involved shall be subject to disciplinary actions.

It is important not only to avoid bribery but also to avoid ignoring signs of bribery and one should:

- ✓ Disassociate from any such activity
- ✓ Ask questions if something seems suspicious
- ✓ Take sufficient steps in his/her capacity to stop the act
- ✓ Report to the supervisor/ ethics and compliance

For any disclosures or clarifications or reporting of any violations please consult your immediate supervisor, compliance officer or the reporting *e-mail address* of PML.

PML shall assure confidentiality of complainant and adequate actions shall be taken on the reported issue. One shall not face retribution or retaliation for any complaints made in good faith however if one provides false information or for complaints that are untrue disciplinary actions shall be taken.

If one feels that the complaint was reasonable and has been treated wrongly he/she can raise the issue again using any of the above reporting channels.

Reporting E-mail ID

Any suspected unethical, illegal or unsafe behaviour or concern can be immediately reported to the Company Secretary/General Counsel of the Company.

Immediate Supervisor or Compliance Officer

In situations of doubts the matter should be discussed with immediate supervisor or compliance officer or GM Legal or Centre Director of PML.

The Company advises its employees and individuals/entities associated with it to seek clarity before acting in any ambiguous situation as it may potentially result in non-compliance with ABC laws and PML ABC policies.

You can reach out to your Compliance Officer (Company Secretary) or GM Legal or Centre Director seek clarification or report any concerns around Bribery & Corruption.

6.2 Review

PML's management and the Compliance officer are committed to drive the Compliance framework to mitigate any risk and act if any breach has occurred around Bribery & Corruption. In case of significant changes in business, regulatory environment or changes in ABC related laws the Board of Directors should update the existing framework to reflect the applicable changes.