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## ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

### INTRODUCTION

PI Industries Limited and its group companies have a well-earned reputation for honesty and integrity in their business practices, which it wishes to maintain.

Bribery and corruption of all kinds undermine trust; they inhibit social and economic development and undermine fair competition. This Anti-Bribery and Anti-Corruption Policy (hereafter referred to as '**Policy**') demonstrates our commitment to conduct business ethics and strengthens the trust of our external stakeholders in the way we conduct our business.

### PURPOSE

The purpose of the policy is to:

- Comply with all applicable laws and regulations prohibiting bribery.
- Provide guidance to the PI Group company's representatives, employees and external stakeholders on how to identify and respond to situations which are potentially non-compliant with the Policy.
- Communicate the Policy regarding fair and clean business practices and the process followed by the PI Group.
- The guidelines in this Policy supplement and should be read in conjunction with the PI's Code of Conduct ('**CoC**'), Whistleblower Policy, Employee Grievance Redressal Policy, any guidance published pursuant to this Policy, and any other policies that may be implemented.

### SCOPE

This Policy applies to:

- PI Industries Limited and its subsidiaries, associate and affiliate companies or entities, as well as joint ventures (collectively, '**PI Group**'), which would also include the following personnel:
  - All individuals working for PI Group, including directors, senior executives, employees (whether permanent, fixed term or temporary), (hereinafter referred to as '**PI Representatives**')
  - Consultants, contractors, trainees, casual workers, interns, agents, tollers, logistics providers, customs brokers, joint venture partners, management advisors, professional advisory firms, business associates, and any other individuals associated with any PI Group including those who act on our behalf or provide services for us (hereinafter referred to as '**Third Parties**' or individually as '**Third Party**').

This Policy constitutes the global minimum standards. In jurisdictions where local laws or regulations set more stringent standards, such standards must be adhered to. Regions, territories, and countries may adopt stricter guidelines but cannot establish less rigorous ones. In these instances, the more stringent guideline will prevail. It is essential to consult with the Compliance Officer during the formulation of these guidelines.

## POLICY STATEMENT

All PI Group is committed to complying with this Policy.

PI Representatives and Third Parties are prohibited from giving, offering, promising or receiving gifts, entertainment, hospitality, bribes, kickbacks, facilitation payments, or any other similar payment or consideration to or from any person or entity, whether public or private, in order to influence official acts or decisions of that person or entity, or obtain or retain business for any PI Group.

## DEFINITIONS

### a) Bribery

Bribery is an inducement or reward offered, promised, or provided to gain any undue advantage (including commercial, contractual, regulatory or personal advantage) through an action which is illegal, unethical, or a breach of trust, whether directly or indirectly, to or from:

- a) A Public Official (as defined below);
- b) A service provider, business partner or any stakeholder;

The purpose of bribery is to unlawfully obtain, retain, or direct business, or to secure any other unfair advantage in business activities.

The following is an illustrative (but not exhaustive) list of conduct prohibited under this Policy:-

- Offering or providing cash, gifts, meals, hospitality etc. to public officials or private persons, to gain unfair advantage / benefit such as non-public information, favorable treatment, reduced penalties, bypassing administrative procedures etc.
- Making, or offering to make any improper payments including political or charitable donations, or providing other benefits such as internships / employment opportunities in exchange for political favours, influencing decisions, securing government contracts etc.;
- Collusion with Third Parties to inflate invoices, generate funds or create accounts for the purpose of making improper payments to public officials, or providing any gifts / payments that violate this Policy.

### b) Corruption

Corruption includes wrongdoing on the part of an authority, or those in power, through means that are illegitimate, immoral, or incompatible with ethical standards.

**c) Compliance Officer**

Compliance officer is the individual holding the position of Group Risk & Compliance Officer, who is duly appointed by the Board of Directors in accordance with the organization's governance structure.

**d) Facilitation Payments**

Facilitation Payments are relatively unsubstantial payments that are not officially required, made to secure or speed up routine legal or government actions. They are sometimes referred to as "speed money" or "grease payments" or "good-will money".

**e) Kickbacks**

Kickbacks are illicit payments made or received in return for facilitating a transaction or appointment.

**f) Public Official**

A public official refers to and includes but is not limited to:

- a) Any person who holds office in any government entity, government owned or controlled enterprise, or
- b) Any person who owns a public sector enterprise, or who owns performs a public duty, or providing a public service, even if that person works for a non-governmental institution, or
- c) Any person who is considered as a "public official" under applicable domestic or foreign laws.

**g) Improper Advantage**

Unlawful advantage refers to acquiring benefits or favorable treatment that the PI Group company is neither clearly entitled to nor legally justified in receiving, such as preferential treatment or the retention of specific business opportunities. Patterns of action that may lead to any improper advantage include, but are not limited to:

- Offering money or gifts to secure favorable treatment
- Altering terms or conditions to benefit one party unfairly
- Securing exemptions from regulations to prevent contract termination
- By passing regulations for the exportation of products

**GUIDANCE ON ADHERENCE TO THE POLICY**

In order to adhere to the Policy, all PI Representatives and Third Parties must follow the below:

**a) Recognition of Bribery/Corruption.**

The promise, offer, payment, or authorization of a bribe to a Public Official is strictly prohibited, whether directly or indirectly (including through a third party or to a family member of the Public Official). This includes any intent to unlawfully obtain, train, or direct business, or to gain any other advantage in business transactions.



Compliance Officer is responsible for conducting a comprehensive assessment of any payments they authorize, particularly those involving Public Officials and public entities with the support of Chief Financial Officer.

Insufficient understanding of the nature of a payment does not excuse non-compliance.

#### **b) Gifts, Kickbacks, and Facilitation Payments**

Gifts and entertainment, as well as charitable or political contributions, sponsorships, or donations, must not serve as a replacement for bribery. These activities should be transparent and comply with relevant laws and PI Group's Gift Policy, when applicable.

PI Group approves the offering of gifts, services, and entertainment exclusively as appropriate and lawful business courtesies. Such gifts, entertainment, or services are provided only when they are consistent with customary industry practices and comply with applicable laws. PI Group employees may accept gifts, entertainment, or personal favors only when they align with customary practices and do not have the potential to unduly influence business decisions. Furthermore, we do not engage intermediaries to circumvent these guidelines.

Kickbacks, bribes, or any form of improper payment or compensation offered, solicited, or accepted in connection with any business transaction or contractual agreement are strictly prohibited.

#### **c) Sponsorship, and Charitable Contributions**

PI Representatives and Third Parties should not offer or make payments towards charitable donations with the intention to obtain or retain business or to gain or retain an improper business advantage.

No sponsorship should be provided in order to obtain an improper business advantage.

#### **d) Use of Third Parties**

All Third Parties must uphold the highest standards of ethics and business integrity, complying with applicable laws, PI's Code of Conduct, and this policy when conducting business activities on behalf of the PI Group.

PI representatives who deal with Third Parties are required to take reasonable precautions, with assistance from the concerned/ relevant departments, to ensure that such Third Parties carry out their business ethically and in compliance with this Policy and applicable laws.

Any Third Party must be on board only after the due diligence process is completed and cleared. If PI's Terms and Conditions of Purchase are not referenced when engaging with this Third Party, the Compliance Officer must be consulted prior to any engagement, ensuring PI's Code of Conduct and this policy are fully incorporated into the agreement.

Third Parties are also required to adhere to the PI's Supplier Code of Conduct.

#### **e) Mergers and Acquisitions**

The PI Group company will take appropriate due diligence checks on businesses that it seeks to invest in and on target companies prior to any merger or acquisition action. If acquiring a potential target, all new employees and related Third Parties will be trained on this Policy. Where required, third parties associated with the target companies will be re-evaluated as per the PI Group company's standards and audits may be conducted on the business units of such target companies.

#### **f) Procurement Processes**

PI Group Representatives must follow the applicable processes and procedures for supplier selection. No supplier may be selected on the basis of gifts, payments, hospitality or any other prohibited actions under this Policy. All suppliers must be selected with clear and proper documentation that supports PI's procedures and must adhere to PI's Supplier Code of Conduct.

### **BOOKS AND RECORDS**

All expenditure made by all companies under PI Group should be accurately recorded and reflected in their financial records. All payments made using any PI Group company's funds or on behalf of any PI Group company must be properly authorized in line with applicable policies and recorded accordingly.

All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties should be prepared and maintained with accuracy and completeness.

Falsified/ artificial entries and unauthorized payments may amount to fraud and violations of applicable laws and are in violation of this Policy.

Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy. PI Group companies may conduct periodic audits of their books and records to monitor compliance with this Policy.

## OBSERVANCE

It is the responsibility of PI Representatives (including all persons/officials covered under the Policy) and Third Parties to abide by the Policy. If unsure whether you should accept or give away something of value, please consult the Compliance Officer.

## TRAINING

In order to combat any potential anti-bribery and anti-corruption risks, this Policy will be circulated to all PI Representatives for their adherence. Regular training on this Policy will be made available to all business units in the PI Group company. The Company's Human Resources Team is responsible for ensuring that all PI Group Representatives are informed about this Policy. All Representatives are expected to regularly update their knowledge through training and stay informed of any updates or changes in the Policy. For new joiners, dissemination of this policy will be conducted during the induction phase.

The PI Group company wherever appropriate extends training to Third Parties, in the case that the work performed by such Third Parties involves undertaking governmental interactions on behalf of any PI Group company or is otherwise considered to inherently carry any bribery risks.

All Third Parties are required to provide adequate training to educate and spread awareness among its employees, on the obligation to comply with anti-bribery and anti-corruption laws, regulations and this Policy.

## RAISING CONCERNS & PROTECTION

Employees, or Third Parties are encouraged to report any instances where they suspect that anyone acting for or on behalf of PI Group may have engaged in conduct in violation of this Policy

Instances/ suspicion of non-compliance with the Policy should be brought to the attention of the Compliance Officer of the PI Group company in writing.

Any concerns brought to the attention of the Compliance Officer will be addressed in accordance with the Company's established Whistleblower Mechanism Policy, which is available at: <https://www.piindustries.com>

All reports are taken seriously and are appropriately investigated. PI Group does not tolerate any retaliation against PI Group Employees or Third Parties submitting a report in good faith; nor does it tolerate deliberate misuse of the grievance mechanism provided under the Employee Grievance Redressal Policy or Whistleblower Policy.

The PI Group company will ensure that no harassment, victimization or unfair treatment is meted out to the person who raises such concerns under this Policy. The Compliance Officer shall ensure that the identity of such a person is kept confidential.

## RESPONSIBILITY

The Compliance Officer is responsible for promoting adherence to this policy within their departments, and providing guidance to PI Representatives and Third Parties as needed.

Each employee is responsible for maintaining proper conduct, as personal integrity and sound judgment are irreplaceable. For any questions regarding this policy or the application of anti-bribery laws to specific situations, please consult your Compliance Officer.

## EXCEPTIONS

Exceptions to the Policy are only permissible in extreme circumstances where the PI Group company's representatives are left with no option but to make prohibited payments in order to protect against immediate loss of life, limb or liberty.

Compliance Officer should be consulted before any such payment is made. In cases of post-facto reporting, the incident should be reported to the Compliance Officer at the earliest opportunity available.

Any exceptions to the Policy must be approved by consultation with the Managing Director. The Compliance Officer shall also submit a report highlighting all the exceptions, on a quarterly basis, to the Managing Director.

## AMENDMENTS

The Compliance Officer will oversee the implementation and assess the effectiveness of this policy along with Business Units CEO and Head of Departments.

The PI Group company reserves the right to amend or modify this Policy in whole or in part, at any time. Any and all changes will be duly communicated to all PI Group Companies, PI Representatives, and Third Parties.

**Date:** February 06, 2025  
**Place:** Mumbai

**Sd/-**  
**Narayan K. Seshadri**  
**Chairperson**