

PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED

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CIN: L24131WB1948PLC095302

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

(Adopted by the Board of Directors of the Company at their meeting held on 10.02.2023)

M/s. Pilani Investment and Industries Corporation Limited (‘the Company’) is a registered NBFC-ND-SI carrying on the business of financing and investment activities by way of advancing Inter Corporate Deposits and acquisition of shares and securities of its group companies. The Company is committed to conducting business in accordance with the highest ethical standards and prohibits all forms of bribery and corruption.

This Policy is newly introduced by the Company.

1. PREAMBLE:

This Anti-Bribery and Anti-Corruption Policy (“Policy”), emphasizes Pilani Investment and Industries Corporation Limited (the “Company”) to conduct its business activities ethically with utmost integrity and have a zero-tolerance approach to bribery and corruption. The policy guides the Company to act with integrity and in a professional manner in all business dealings and relationships, where it operates.

Corruption includes wrongdoing on the part of an authority, a commercial organisation (any person associated with such commercial organisation) or those in power, through means that are illegitimate, immoral, or incompatible with ethical standards.

Further, a bribe is anything of value given to an individual or their family member in an attempt to affect a person’s actions or decisions in order to gain or retain a business advantage and includes the offer, promise, giving, demand or acceptance of an undue advantage as an inducement for an action which is illegal, unethical or a breach of trust. Bribes often involve payments (or promises of payments) but may also include anything of value -providing lavish/inappropriate gifts, hospitality and entertainment, inside information.

Bribery and corruption can take many forms, including but not limited to cash or Gifts, business entertainment, travel, lodging, meals, favours regarding educational or employment opportunities, and assumption or forgiveness of debt may be treated as improper and illegal under the applicable anti-corruption laws, as may any other thing of value, if offered or given for an improper purpose.

2. DEFINITIONS:

“Board” means Board of Directors of Pilani Investment and Industries Corporation Limited.

“Company” means Pilani Investment and Industries Corporation Limited.

“Policy” means the Anti-Bribery and Anti-Corruption Policy



“RBI” means the Reserve Bank of India.

“Government Official” includes (a) officials and employees; and (b) any person acting in an official capacity for or on behalf of:

- any government, governmental agency or instrumentality, or any public international organization;
- any company that is controlled by a government or governmental agency (notwithstanding that the company may be publicly listed).

3. OBJECTIVES:

The objective of this Policy is to set out the responsibilities of the Company and those individuals acting on its behalf in observing and upholding the Company’s position on bribery and corruption. Every individual or group of individuals, associated with the Company in any form, whether as the staff members, the ad-hoc staff engaged in the program activities of the organization, the consultants, the contractors, the interns, the partner organisations and any other party with financial relationship are expected to share this commitment. The basic objective of this Policy is towards the prevention and identification of bribery and corruption.

4. APPLICABILITY:

The principles set forth in this policy are applicable to the following:

- i. All individuals working at all the levels and grades, including KMPs and senior managerial personnel, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, trainees, service providers, casual workers and agency staff, agents, or any other person associated with the Company.
- ii. Consultants, agents, intermediaries, etc. and associates of such third parties with whom Company enters into contract(s).

5. SCOPE OF POLICY:

This policy requires employees and individuals acting on behalf of the Company:

- Not to offer, promise or make any bribe or unauthorised payment or inducement of any kind to anyone;
- Not to solicit business by offering, promising or making any bribe or unofficial payment to any agency providing business to the Company;
- Not to request or accept any kind of bribe or unusual payment or inducement that would not be authorised by the Company in the ordinary course of business;
- To refuse any bribe or unusual payment and to do so in a manner that is not open to misunderstanding or giving rise to false expectation; and to report any such offers;
- Not to make facilitation payments. These are payments used by businesses or individuals to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment has a legal or other entitlement. The Company will not tolerate or condone such payments being made;
- To report any breaches of this policy's principles or standards.



6. PROHIBITED ACTIVITIES:

It is prohibited, directly or indirectly, for any staff or individual acting on behalf of the Company to offer, give, request or accept any bribe (i.e. gifts with mala-fide intentions, loan, payment, reward or advantage, either in cash or any other form of inducement), to or from any person or company in order to gain commercial, contractual or regulatory advantage for the Company, or in order to gain any personal advantage for an individual or anyone connected with the individual in a way that is unethical.

Gifts & Hospitality:

Meals, entertainment and gifts for Government Officials or Private Parties may be permissible in certain circumstances if they are reasonable and appropriate in light of law, custom and practice, not excessive in nature or frequency and not offered or given for an improper purpose. No gifts can be given, nor hospitality can be provided by the Employees, and Business Associates to any person:

- a. for the purposes of obtaining or retaining business, securing any improper advantage, or influence any action or decision for the Company; and/or
- b. which may be considered reasonably likely to influence the decisions of counterparties or Governmental Authorities in connection with the business or operations of the Company.

A gift is anything of value and would encompass any gratuitous monetary or non-monetary benefit. It includes tangible items such as cash, precious metals, stones, jewellery, art, and any of their equivalents, but also intangible items such as discounts, services, loans, favours, special privileges, advantages, benefits and rights that are not available to the general public. The giving or receipt of gifts by Associates is not prohibited, if following requirements are met:

- (a) There must always be a legitimate business purpose to support gifts related expenses. Customary gifts, meals, entertainment, travel or lodging may never be given or received in return for a favour/ favourable treatment or to refrain from doing something disadvantageous to the Company.
- (b) It complies with all applicable Anti-bribery and Anti-corruption laws;
- (c) Considering, the reason and nature of the gift, it is of an appropriate type and value and given at an appropriate time;
- (d) It is given openly, not secretly; and
- (e) Gifts should not be offered to, or accepted from, Government Officer or representatives, without seeking an opinion of the Vigilance and Ethics Officer.

Political Contributions:

We are committed not to support any specific political party or have any political affiliation. No contribution shall be made by any person (or Company) having business connection with the Company on behalf of company either directly or indirectly to any political party or for any political purpose without the prior approval of the Board of Directors. No stakeholder shall use their job title or affiliation with company in connection with political activities.

Record Keeping:

The Company shall ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with this Policy on



Gifts and Entertainment and specifically record the identity of any third parties and the reason for the expenditure. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, shall be prepared and maintained with strict accuracy and completeness. Any expenses that an Employee or any Business Associate incurs on behalf or in connection with the Company shall not be reimbursable unless they are lawful and supported by valid documentation including, invoices or receipts.

Accurate and complete recordkeeping is essential to the successful operation of the Company, as well as to the ability to meet Company's legal and regulatory obligations. Expenses must never be hidden or purposefully misclassified.

7. REPORTING VIOLATIONS:

Employees must promptly report potential violations of this Policy or applicable laws or regulations to their supervisors or Vigilance and Ethics Officer of the Company appointed under the Vigil Mechanism or the Whistle Blower Policy of the Company already in force. An employee who suspects a violation and reports it in good faith will not be subject to retaliation. Violations of the anti-corruption laws may result in criminal, civil and regulatory penalties against the Company and individual employees, and could negatively impact the Company's ability to conduct business in particular jurisdictions. Failure to comply with this Policy may also result in disciplinary action, including termination of employment.

8. CONSEQUENCES OF BREACH:

Breach of this Policy by any one shall be regarded as a serious misconduct. Any one who breaches the Policy may be subjected to disciplinary action.

9. REVIEW OF THE POLICY:

The Company's Vigilance and Ethics Officer has been entrusted with the responsibility of enforcement of this policy under the advice and guidance of the Board of Directors from time to time. The Vigilance and Ethics Officer may after the Board's approval make necessary changes, amendments or additions or removals for the operational aspects of the policy within the overall spirit and guidance from time to time for reasons like technology or process upgradation, regulatory changes, maintaining competitive edge or responding to changes in market or risk environment, etc. The employees and stakeholders of the Company shall be informed about the Policy by uploading the same on the website of the Company.

