

Background:

Bribery and corruption can take many forms including cash or gifts to an individual or family members or associates, inflated commissions, non-monetary favors and false political or charitable donations. These actions may be undertaken directly or through a third party. It is illegal and immoral to, directly or indirectly, offer or receive a bribe.

The Company is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. It is the group's policy to be honest in every situation and ethical in all business practices. We ensure that our actions and policies are not only legal, but also in line with the highest standards of business ethics and personal integrity.

The Company is committed to upholding laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. This policy forbids employees and associated persons from offering or accepting bribes in any form – monetary or otherwise.

1 Applicability of ABAC policies

The ABAC policy applies to all individuals working at all levels and grades, including management and Non-management staff, Directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, casual workers and agency staff, agents, or any other person associated with us, or any of our subsidiaries.

2 Risks and/or consequences of non-compliance

Violation of relevant anti-corruption laws apart from leading to criminal penalties, can damage the reputation of our Company. Company employees violating these laws may also become liable to face criminal charges, resulting in different penalties including imprisonment and termination of employment.

3 Policy Descriptions:

3.1 Prohibition of Bribery

3.1.1 Government Bribery

The Company and its employees are prohibited from giving, promising, offering, or authorizing payment of any financial values to any government official to obtain or retain business, to secure any form of improper or undue advantage, or to improperly influence a government official's actions.

3.1.2 Commercial Bribery

The Company prohibits employees from offering or providing corrupt payments and other advantages to or accepting the same from private (non-governmental) persons and entities. Such payments constitute commercial bribery and are often termed as "kickbacks."

3.1.3 Facilitation Payments

The Company's prohibition on bribery applies to all improper payments regardless of size or purpose, including "facilitating" (or expediting) payments. Facilitating payments refer to small Payments to government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit or any other form of undue favours, processing government papers, etc.

3.2 Providing Items of Value to Government Officials

3.2.1 Gifts, Meals, Travel and Entertainment

It is not permissible to provide gifts, meals, travel, or entertainment to anyone (government officials or commercial partners) in exchange for any improper favour or benefit. In addition, gifts of cash or cash equivalents, gift cards, etc. are not permissible.

3.2.2 Donations

It is not permissible to provide a donation to improperly influence a government official, or in exchange for any improper favour or benefit. It may, however, be permissible to make donations directly to a government agency (rather than to an individual government official) as part of a charitable effort.

3.2.3 Political Contributions

It is not permissible to provide a political contribution to improperly influence a government official, or in exchange for any improper favour or benefits. However, providing the political contribution as permitted under the Companies Act, 2013 with the prior approval of the Board is permitted.

3.3 Third-Party Management

3.3.1 Applicability to Third Parties

Third-party agents, consultants, distributors, or any other third party representatives acting for or on behalf of the Company (collectively, "third parties") are prohibited from making corrupt payments on the Company's behalf. This prohibition also applies to subcontractors hired by third parties to perform work on Company's behalf. Any and all payments made to third parties, including commissions, compensation, reimbursements, must be legitimately payable and receivable & also reasonable in relation to the services provided and accurately documented in the Company's books and records. These payments must not be made in cash without prior written approval from the management.

3.4 Conflict of Interest:

A conflict of interest can occur when an employee's private interest interferes, or appears to interfere, with the interest of the Company as a whole. You must excuse yourself from any decision-making process that influences your ability to act in the interest of the Company or that makes it difficult to perform your work objectively and effectively. You are required to disclose actual or perceived conflict of interest situations to your line manager in writing and record it in the conflict-of-interest register.

3.5 Gifts and Entertainment

Paradeep Phosphate Ltd discourages all its team members from receiving gifts except those of insignificant commercial value. Team members include all employees/retainers/advisors etc. of the Company. If gifts are to be accepted, then the same should be reported to the immediate superior and deposited with the Company Secretary.

Employees dealing with suppliers should carefully guard their objectivity, specifically no employee should accept or solicit any personal benefit from a supplier or a potential supplier that might compromise, or appear to compromise their objective assessment of the suppliers' products and prices.

Offering gifts is often a legitimate contribution to building good business relations. However, those gifts must never unduly influence business decision making. However, if you have to deal with government officials during your work, never offer anything of value to obtain an actual or perceived improper advantage.

As a general rule, you may give or receive hospitality / gift only if the same would not be viewed as an inducement or reward for any particular business decision.

Consider the following principles prior to accepting/offering gifts or hospitality

- It is bona-fide and made in normal course of business
- Complies with the anti-corruption laws applicable to the Company
- Disclosure of the same should not cause embarrassment to the giver or receiver
- It is fully documented and supported by original receipts and accurately recorded in the books of accounts
- It is not offered/accepted at the time of tendering process or price negotiations or approval process

Approval of Gifts and Entertainment

Subject to this Code, offering of Gifts and Entertainment for and on behalf of the Company shall be subject to prior approval as per following matrix:

Particulars	Approval required from
Lunch/Dinner meeting with vendors etc. - Employee to use personal judgement	Business Head / Functional Head
Gifts for special occasions such as Diwali, Christmas, New Year, milestone etc.	Business Head / Functional Head & CFO
Organizing Corporate Entertainment events/Vendor Events etc.	Business Head / Functional Head, CFO & COO
Budget exceeding Rs. 2 Lakhs	Business Head / Functional Head, CFO, COO & MD

** For this policy, business heads are CMO's, CCO & Functional head are leaders of F&A, HR, Procurement, secretarial etc.*

The value of gift for all purposes includes all taxes and the cost of itching logo or other branding items on the gift.

In addition, details of all Gifts and Entertainment provided by Company or its employees must be recorded in the Register of Gifts. The Company Secretary shall provide a bi-annual report to the MD on the gifts received.

3.6 Training and Communication:

All employees must be made aware of the Policies and procedures of the Company. This can be achieved through multiple approaches such as induction training, posters, web portal and periodic communication. In addition, focused training should be provided to employees working in high risk functions. These include:

- All New joiners must receive training and confirm that they have understood this policy as part of them on-boarding process.

- Additional training for select employees, as decided by compliance team/ethics committee from time to time, like government facing, finance and accounts, senior management, client facing employees and employees having relevant exposure.
- Periodic confirmation should be sought from relevant personnel on ABAC policy compliance Training programs should also be extended to third parties if it is envisaged that the work profile allocated to them carries a significant risk as per the anti-bribery policy.

3.7 Reporting Violations

All employees have a duty to report any known or suspected violations of the Code of Conduct or other policies of the Company. You may report known or suspected violations through Email to: whistleblower.ppl@adventz.com.

The Company shall, from time to time, designate an employee of sufficient seniority, competence and independence as the compliance officer to ensure compliance with the provisions of this ABAC Policy ("Compliance Officer") and the same shall be notified to everyone. Mr. Sachin Patil has been designated as the Compliance Officer.

All reports, complaints, doubts or concerns in relation to this ABAC Policy shall be raised to the Compliance Officer or to the Vigilance Officer. All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion. Any such reporting will be treated as confidential to the extent permitted by law. The Company strictly prohibits retaliation for good faith reports of suspected misconduct. Failure to report a violation of this Policy is also deemed to be violation of this Policy and that such deliberate failures will be subjected to disciplinary actions, up to and including termination of employment.

Policy Administration:

Any clarification/interpretation with regard to this policy shall be referred to Corporate HR for decision.

This policy version has been formally adopted by the organization following ratification by the ESG Steering Committee, led by the MD and all functional heads, and is currently in the process of getting endorsed by the Committee/Board.