

PRISM JOHNSON LIMITED

CIN : L26942TG1992PLC014033

Registered Office : 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad – 500 016.
Corporate Office : “Rahejas”, Main Avenue, V. P. Road, Santacruz (West), Mumbai – 400 054.

January 7, 2025

ANTI-BRIBERY & ANTI-CORRUPTION POLICY

1. INTRODUCTION AND PURPOSE

The purpose of an Anti-Bribery & Anti-Corruption Policy (“ABAC Policy”) is to establish Prism Johnson Limited’s (“Company” / “PJL”) commitment to conducting business ethically with integrity and transparency, while complying with all applicable anti-bribery and anti-corruption laws and regulations. The policy outlines the Company’s stance against bribery and corruption, in any form and manner and sets out clear guidelines for directors, employees at all levels, agents, contractors customers, vendors, business partners, advisors, consultants and third parties (“Stakeholders”) associated with the Company on how to identify, prevent and report any bribery cases or corrupt activities. This policy aims to promote a culture of ethical conduct and accountability and to ensure that PJL operates in a lawful and ethical manner, free from corruption and bribery. The policy also safeguards the interests of PJL’s Stakeholders and shareholders, by ensuring that the Company conducts its business professionally in a fair and ethical manner and with utmost integrity in all its business dealings and relationships, wherever it operates. The Company believes that committing to ethical and transparent business practices is essential to building trust with its Stakeholders, Shareholders and the communities it serves.

2. OBJECTIVE

- **Compliance with laws and regulations:** to ensure that PJL complies with all relevant laws and regulations as applicable to the company, from time to time, including but not limited to the Companies Act, 2013, Prevention of Corruption (Amendment) Act, 2018, Proceeds of Crime Act, 2002, Prevention of Money Laundering Act, 2002, and Foreign Contribution (Regulation) Act, 2010.
- **Prevention of bribery:** to prevent bribery by setting out clear guidelines on what is and is not acceptable behaviour for its Stakeholders.
- **Promotion of a culture of integrity:** to promote a culture of integrity within the Company by encouraging its Stakeholders to report any suspected acts of bribery or corruption.
- **Encouragement of ethical behaviour:** to encourage ethical behaviour by providing guidance and training to its Stakeholders on the importance of integrity and transparency in business dealings.

- **Preservation of ethical standards:** Promote ethical standards and values within the Company. To further reinforce the culture of transparency and accountability.
- **Promotion of fair competition:** to promote fair competition by preventing bribery as a means of gaining an unfair advantage over competitors.
- **Protection of the Company's reputation:** to protect PJJ's reputation by demonstrating its commitment to ethical business practices.

3. SCOPE

This policy is applicable to all Stakeholders of PJJ including:

- Directors
- Employees at all levels
- Consultants and Contractors
- Vendors and Customers
- Third parties, Agents and Franchises & Business Partners
- Shareholders

4. DEFINITIONS

- a. **Bribery** - is the act of offering, giving, receiving, or soliciting something of value in exchange for an improper or unethical favour or advantage. It is typically done with the intention of influencing or swaying a person's decision or actions, inaction for undue benefit and gain to person or organisation.
- b. **Corruption** - is a form of dishonesty or a criminal offense which is undertaken by a person or an organization which is entrusted in a position of authority, in order to acquire illicit benefits or abuse power for one's personal gain.

5. POLICY

PJJ has a strict zero-tolerance policy towards bribery and corruption. The Company is committed to conducting business in an ethical and transparent manner and does not tolerate any form of bribery or corruption from its Stakeholders. Below are some examples of what are considered acceptable or not acceptable under this Policy.

I. Acceptable:

- Reasonable business meals - Providing or accepting meals or social engagements offered to a client; conducted within the ethical boundaries and do not give rise to any perception of favouritism or bribery.
- Promotional items of nominal value - Providing or Accepting reasonable gifts of reasonable value such as books, mug, or pack of sweets and dry-fruits that are customary in business relationships.
- Industry-standard gifts - Offering modest gifts during customary occasions, such as tokens of appreciation during holidays or celebrations, as long as they comply with the company's policies and legal requirements.

II. Not Acceptable:

- Bribes or Corruption - Offering or accepting any form of monetary or non-monetary bribery to obtain business or gain an unfair advantage. Engaging in any type of fraudulent activities, embezzlement, conflicts of interest or misappropriation of funds.
- Concealing or disguising corrupt practices - Hiding or misrepresenting bribes or corrupt practices as legitimate business transactions.
- Retaliating against whistle-blowers - Taking adverse actions against employees who report or refuse to participate in bribery or corruption.
- Using threats or force - Employing threats or force to obtain money or favours, which constitutes a form of corruption.
- Insider trading - Utilising insider information for personal gain or sharing it with others, which is considered a corrupt behaviour.

PJL takes all allegations of bribery or corruption seriously including bribery related to money laundering and will investigate any such allegations promptly and thoroughly. PJL is committed to conducting regular assessments and due diligence to ensure that all stakeholders uphold high standards of integrity and ethical behaviour.

All Stakeholders are required to adhere to this policy and need to report any suspicion of bribery or corruption immediately. Failure to comply with the policy may result in disciplinary action, including termination of employment or termination of the business relationship.

The guidelines in this ABAC Policy should be read in conjunction with:

- The Employee Code of Conduct
- The Whistleblower Policy
- Any guidance published pursuant to this ABAC Policy
- Any other relevant policies as may be implemented from time to time

6. RESPONSIBILITIES:

6.1 Responsibilities of Employees

PJL employees should familiarise themselves with this policy and comply with it to ensure that the Company's procedures and measures to mitigate such risks are upheld and strengthened. It will be the duty of each employee to report any non-compliance so that necessary actions can be taken promptly to mitigate the risks and other consequences arising therefrom. Further, each employee shall provide full cooperation for any enquiry or investigation conducted or to be conducted by the company for potential violation of the ABAC policy.

6.2 Responsibilities of Management

The Executive Committee (ExCom) of the Company shall have oversight of governance and compliance with this ABAC policy.

The Company shall, from time to time, designate an employee of adequate seniority, competence and independence as the **Vigilance Officer** to ensure compliance with the provisions of this policy and the same shall be notified to all employees. Every query or concern raised in relation to any suspected violation of this Policy shall be reviewed/investigated by the Vigilance Officer. Any action required to be undertaken shall be taken by the ExCom in accordance with this ABAC Policy.

6.3 Responsibilities of Third Parties

No third party acting on behalf of the Company should engage in any act that could be construed as bribery or corruption. The Company expects all those acting on its behalf to abide by the standards of ethics and integrity and where necessary and appropriate, to follow the appropriate procedures.

7. ACTIONS AND PROCEDURE

Violation of this policy or the refusal to cooperate will result in disciplinary action, up to and including termination of employment, termination of business relationship and referral to the appropriate authorities.

Specific to this policy, Stakeholders are expected to:

- Inform and raise concerns to the Vigilance Officer if they suspect any act of bribery at the earliest. When unsure whether a particular act is a bribery or corruption, discuss the situation with the HR Head of the respective division.
- If you are offered a bribe by a third party, or are asked to offer one, suspect that this may happen in the future or has happened in past, or believe that you or the Company are a victim of another form of corruption or any other illicit activity, it is your responsibility to inform the Vigilance Officer. You must refuse to accept or make the payment for bribe from or to a third party, and state unequivocally that the refusal is final and non-negotiable.

8. PROTECTION

No member who is in good faith, reports a violation of this ABAC policy shall suffer any harassment, retaliation or adverse employment consequences. The Company is committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future.

9. MONITORING AND REPORTING

For the purpose of this policy, Mr. Rajen Shah, Senior Vice President – Management Assurance and Risk Management, Prism Johnson Limited has been designated as the Vigilance Officer.

Any violation of this policy or related complaints can be sent at compliance@prismjohnson.in or reported to the Vigilance Officer at rajen.shah@prismjohnson.in.

10. POLICY REVISION

This Policy shall be reviewed and updated on a periodic basis to ensure that it remains relevant and effective in preventing bribery and corruption.