

ANTI-CORRUPTION & ANTI-BRIBERY POLICY

INTRODUCTION

Finolex Cables Limited's ("FCL") has a policy to conduct business in an honest and ethical manner. The Company has a zero-tolerance approach to bribery and corruption and are committed to act professionally, fairly and with integrity in all business dealings and relationships, wherever Company operate, and to implement and enforce effective systems to counter bribery. The employees of the Company are prohibited from engaging in any bribery or potential bribery. This includes a prohibition against both direct bribery and indirect bribery, including payments made through third parties. If any associate suspects or becomes aware of any potential bribery involving FCL, it is the duty of that designated persons to report their suspicion or awareness to the Ethics Counsellor.

The most prevalent forms of bribery and corruption arise from:

- Payments to the employees of the Company or their relatives, or to a third party, to secure advantage in business transactions.
- Political contributions made to secure advantage in business transactions.
- Sponsorships used to secure advantage in business transactions.
- Facilitation payments made to secure or accelerate routine or necessary business actions.
- Gifts, hospitality and expenses payments made to secure advantage in business transactions.

OBJECTIVE

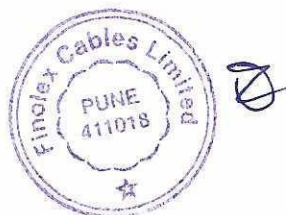
The purpose of this policy is to:

- a) set out our responsibilities to comply with laws against bribery and corruption; and
- b) provide guidance on how to recognize and deal with bribery and corruption issues.

FCL will undertake a periodic bribery and corruption risk assessment across its business to understand the bribery and corruption risks it faces and ensure that it has adequate procedures in place to address those risks. The risk assessment will be documented and periodically reviewed and the appropriate committee of the Board of Directors of FCL be updated on a half yearly basis in accordance with applicable regulations.

SCOPE

This policy applies to all employees working for the FCL (any existing or new entities under FCL) at all levels and grades.



This includes senior managers, officers, directors, employees (whether regular, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our Associate Company or Joint Venture Company or their employees, wherever located (collectively referred to as "designated persons" in this policy).

In this policy, third party means any individual or organization where an associate may come into contact with FCL employees during the course of his/her engagement with the FCL, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, business associates and government and public bodies including their advisors, representatives and officials, politicians and political parties.

POLICY

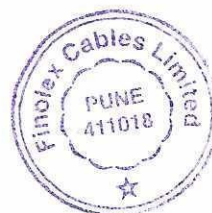
A bribe is an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to directly or indirectly offer a bribe or receive a bribe. It is also a separate offence to bribe a government/ public official. "Government/ public official" includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory.

A bribe may be anything of value and not just money -gifts, inside information, sexual or other favors, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function - - and can pass directly or through a third party. Corruption includes wrong doing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery.

WHAT IS NOT ACCEPTABLE

It is not acceptable for any Employee to:

- a) Accept an offer of a gift of any size from any Third Party which is in negotiation with, or is submitting a proposal with FCL;
- b) Give, promise to give or offer, any payment, gift, hospitality or advantage with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given;
- c) Give, promise to give or offer, any payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- d) Accept or solicit any payment, advantage, gift or hospitality from a Third Party that you know or suspect is being offered with the expectation that it will obtain a business advantage for them;



- e) Threaten or retaliate against, another employee who has refused to commit a bribery offence or who has raised concerns under this Policy;
- f) Engage in any activity that might lead to a breach of this Policy.

The points stated above are illustrative in nature and in no way intend to limit the applicability of this Policy.

PROCEDURE

- a) How to raise a concern:

Every person, to whom this policy applies to, is encouraged to raise their concerns about any bribery issue or suspicion of malpractice at the earliest possible stage. If he/ she is unsure whether a particular act constitutes bribery or corruption or if he / she has any other queries, these should be raised with their respective Manager and/or Ethics Counsellor via Mahesh.viswanathan@finolex.com.

- b) What to do in case of victimization?

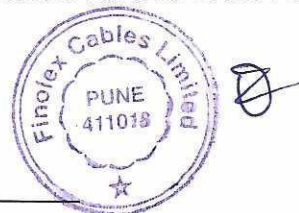
It is his / her responsibility to inform / report it to their respective Managers and the Ethics Counsellor via Mahesh.viswanathan@finolex.com as soon as possible if you are offered a bribe by a third party, . You must refuse to accept or make the payment from or to a third party, as per the policy against accepting or making such payment and make it clear that the refusal is final and non-negotiable . If you encounter any difficulty making this refusal, you should seek assistance from your Manager.

- c) Protection

Those who refuse to accept or offer a bribe or those who raise concerns or report another's wrong-doing, are sometimes worried about possible repercussions. The Company encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. The Company is committed to ensure 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. If any employee believes that he / she has suffered any such treatment, he / she should inform his/her Manager or Ethics Counsellor via Mahesh.viswanathan@finolex.com immediately.

- d) Maintaining Accurate Books and Records:

No payment by or on behalf of the FCL shall be approved or made if any part of the payment is to be used for an unlawful or improper purpose, or for any purpose other than that described by valid documents supporting the payment. No false or misleading entries should be made in any books or financial records of the FCL for any reason.



Any expenses that an employee or third party incurs on FCL's behalf or in connection with business shall not be reimbursable unless they are lawful and supported by detailed supporting documents including but not limited, e.g., valid invoices or receipts.

POLICY ADHERENCE

The Chief Financial Officer has overall responsibility for ensuring that this Policy complies with Company's legal and ethical obligations and that all those under our control comply with it.

Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, undertake training on how to implement and adhere to it and also monitor compliance of it.

The Ethics Counsellor is responsible for this Policy and for monitoring its use and effectiveness (and dealing with any queries on its interpretation). Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend regular training on how to implement and adhere to it.

Every person to whom this policy applies is responsible for the successful execution of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrongdoing.

BREACHES & PENALTIES

The breach of this policy by the designated persons of FCL may lead to disciplinary action being taken in accordance with the FCL's Disciplinary Procedure. Serious breaches may be regarded as gross misconduct and can lead to immediate dismissal.

All designated persons will be expected to co-operate to the fullest extent possible in any investigation into suspected breaches of this policy or any related processes or procedures.

If any part of this policy is unclear, clarification should be sought from the Ethics Counsellor who is responsible for this policy.

If necessary, corrective actions shall be prescribed or suggested to appropriate managers, officers and employees for implementation.

The Executive Chairman shall, after considering inputs, if any, from the Ethics Counsellor have the discretion to recommend appropriate disciplinary action, including suspension and termination of service of such a defaulting Designated Person. The Ethics Counsellor shall also recommend if the violation is potentially criminal in nature and should be notified to the authorities. In the event of criminal or regulatory proceedings, the Designated Persons shall co-operate with relevant authorities. Depending on the nature and scale of default by the defaulting Designated Person, the Ethics Counsellor may also recommend to the Board to commence civil and/or criminal proceedings against such a Designated Person in order to enforce remedies available to FCL under applicable laws.



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GIFTS, HOSPITALITY & ENTERTAINMENT

This policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest, and bona fide corporate hospitality, and if its purpose is to improve company image, present our products and services, or establish cordial relations.

Gifts, Hospitality & Entertainment must be:

- a) Legal under all applicable anti-corruption laws.
- b) duly approved. Normal business hospitality must always be approved at the appropriate level of FCL management.
- c) Not a cash or a cash equivalent.
- d) Never given or accepted if any improper action is expected in return.
- e) Modest promotional gifts are permitted. It is acceptable to offer modest promotional materials to contacts e.g. branded pens. Use of one's position with the FCL to solicit a gift of any kind is not acceptable.

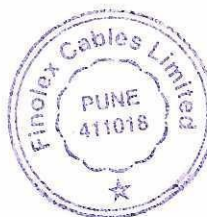
In some cultures/ countries, it may be seen as an insult to reject a gift, and refusals may adversely affect business relationships. In these circumstances, and if the gift is anything other than moderate, the gift should be reported to the reporting manager who will decide whether such gift will be retained or returned. If reporting manager is uncertain how to treat the gift/s he should seek clarification from his/her relevant Human Resource (HR) contact.

EXPECTATIONS

FCL's reputation depends on the conduct of employees as well as the conduct of those with whom Company does business. It is our goal to ensure that FCL People and the third parties with whom we work reflect the same high ethical standards and demonstrate a commitment to compliance with all applicable laws. Company further expects that our third parties to ensure that their employees and subcontractors understand and comply with this Anti-Bribery Policy. Failure to comply with this Anti-Bribery Policy or any applicable anti-bribery laws, may result in civil or criminal penalties, as well as termination of the employment or business relationship.

ACCESS OF POLICY

- a) The Policy shall be displayed to all employees through intranet portal of FCL, under the Section of "Policies".
- b) Any changes in the Policy shall be notified through the intranet portal by way of updated Policy document.
- c) Policy Awareness shall be conducted regularly through various discussion / communication forums.

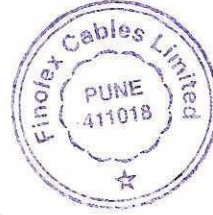


PERIODIC REVIEW

The Board of Directors of the Company will monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy and effectiveness.

The Board of Directors of FCL reserves the right to vary and/or amend the terms of this Policy from time to time.

Date: 26th May, 2023



CHAIRMAN
