

WHISTLE BLOWER POLICY / VIGIL MECHANISM

1. Preface

The Phoenix Mills Limited and its subsidiaries (collectively referred to as ‘the Company’) are committed to conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. The Board of Directors of the Company have adopted the Code of Conduct, which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The "Vigil Mechanism Policy" or the "Whistleblower Policy" is framed and implemented with a view to provide a mechanism for employees and directors of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. and instances of unethical behaviour, actual or suspected or violation of the Company’s code of conduct.

2. Objectives

The Company encourages its directors and employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The role of employees in pointing out violations of the Code cannot be undermined. Employees must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. The Whistleblower Policy allows the employees to raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing their superior. The Policy ensures that the employees be protected against victimization / any adverse action and/ or discrimination as a result of such a reporting, provided it is justified and made in good faith.

3. Applicability

The Whistleblower Policy is applicable to all employees and/ or Directors of the Company.

4. Suspected Violations

The Policy covers actual or suspected violations/malpractices and events which might have taken place/ suspected to take place involving but not limited to the following:

1. Abuse of authority
2. Pilferation of confidential/propriety information
3. Breach of contract
4. Deliberate violation of law/regulation
5. Negligence causing substantial and specific danger to public health and safety
6. Financial irregularities, including fraud or suspected fraud or deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
7. Any unlawful act whether Criminal/ Civil
8. Manipulation of company data/records

9. Wastage/misappropriation of company funds/assets
10. Breach of Company Policy or failure to implement or comply with any approved Company Policy

This Policy is not intended to be used as a means of making malicious or unfounded allegations against the Company's employees or in relation to the Company.

5. Compliance Officer/Whistleblower Officer

Mr. P. Vidya Sagar has been appointed as the 'Compliance Officer/Whistleblower Officer', with effect from September 30, 2014. He can be contacted at:

The Phoenix Mills Limited
Shree Laxmi Woolen Mills Estate
2nd Floor, R. R. Hosiery Building,
Off. Dr. E. Moses Road, Mahalaxmi
Mumbai – 400 011
Telephone Number: 022-3001 6729
Email Address: vidya.s@phoenixmarketcity.in

He is responsible for the following:

- To receive and record the complaints under this policy;
- To ensure confidentiality of any whistleblower/ complainant who requests that the complaint be treated in confidence;
- To investigate and submit a report to the Chairman of the Company for discussion and decision. The Chairman shall then take necessary action.
- To communicate the decision of the Chairman to the Complainant.
- To prepare a report of any whistleblower complaint and decision taken and send the report promptly to the Audit Committee Members.

6. Reporting of Suspected Violations

If an employee has a genuine complaint or concern about any fraud or violation of a Company's Code of Conduct, law, rule or regulation or unacceptable, improper or unethical practice, he/she may raise this with his/her Superior, the Compliance Officer or the Audit Committee, or anonymously, or by sending an anonymous letter to the Compliance Officer at: Mr. P. Vidya Sagar – VP - Legal & Corporate Affairs.

If he/she has a reason to believe that his/her immediate supervisor or the Compliance Officer is involved in the suspected violation, the Whistleblower may report its complaint to the Audit Committee of the Company (the "Audit Committee") at:

**The Chairman,
Audit Committee
The Phoenix Mills Limited
462, Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013**

Since the Whistleblower has several means of reporting, he/she need not report to someone he/she believe may be involved in the suspected violation or from whom he/she would fear retaliation.

The disclosure/report shall include as much information about the suspected violation as can be provided. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred.

Whistleblower's disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure. The Whistleblower may disclose his/her identity in the covering letter forwarding such disclosure. Anonymous disclosures will also be entertained. However, it may not be possible to interview the Whistleblower and grant him/her protection under the policy in case of anonymous disclosures.

7. Investigation

All disclosures reported under this Policy will be promptly and thoroughly investigated by the Whistleblower Officer who will investigate / oversee the investigations under the authorization of the Audit Committee. All information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. The Whistleblower Officer / Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation. The decision to conduct an investigation taken by the Whistleblower Officer / Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed. Appropriate care shall be taken to keep the identity of the Whistleblower confidential to the extent possible given the legitimate needs of law and the investigation. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy. If the Whistleblower Officer or any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.

8. Protection To Whistleblower

Appropriate care must be taken to keep the identity of the Whistleblower confidential. If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or

retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further disclosure, as a result of reporting under this Policy. The protection is available provided that:

- a. The communication/ disclosure is made in good faith;
- b. He/She reasonably believes that information, and any allegations contained in it, are substantially true; and
- c. He/She is not acting for personal gain.

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct, knowing it to be untrue shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further, this policy may not be used as a defense by an employee against whom an adverse personal action has been taken independent of any disclosure made by him and for legitimate reasons or cause under Company rules and policies.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

9. Reporting

The Whistleblower Officer shall submit a report to the Audit Committee on a regular basis about all Complaints/Disclosures referred to him/her since the last report together with the results of investigations, if any.

10. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. The same shall be notified to the employees and directors promptly. This Policy can be amended by the Board of Directors of the Company based on the recommendations received from the Audit Committee.

11. Disclosure

The details of establishment of this Policy would be disclosed on the Company's website and also in the Board's Report.
