



ANTI BRIBERY & ANTI-CORRUPTION POLICY

The Anti-bribery and Anti-corruption Policy (the '**Policy**') has been developed in accordance with Code of Conduct, Charters, Policies, Rules and Regulations adopted by the Company and in conformance with the legal and statutory framework of Anti-Corruption Legislation applicable in India. The Policy reflects the commitment of the management for high ethical standards, doing open and fair business, for improving the corporate culture, following the best practices of corporate governance and supporting the business reputation at the appropriate levels.

1. PURPOSE AND OBJECTIVE

I. The aims and objectives of the Policy are:

- To initiate the steps to reduce the bribery and corruption risks to the business of the Company by setting out clear guidelines;
- To encourage Employees and Directors to be vigilant and to act diligently in good faith and monitoring and investigating instances of alleged corruption;
- Taking firm and vigorous action against any individual(s) involved in corruption;
- To minimize the risk of involvement of all Employees and Directors in corruption related activities;
- To form a common understanding for all stakeholders that prevents the corruption in any form and at every level;
- To summarize and explain the key requirements of Indian anti-corruption regulations to the Vendors, Suppliers, Customers, Business Partners, Joint Venture Partners, Stakeholders; and
- to set responsibility for the Company employees to know and comply with the principles and requirements of the Policy, the key rules of the applicable anticorruption laws, as well as adequate procedures to prevent corruption.

2. SCOPE

The Policy would be applicable to:

This Policy applies to all individuals working for ACME Group (including subsidiaries, affiliates, joint venture entities) at all levels and grades, including Directors, Senior Management Personnel, Officers, Employees (whether permanent, fixed-term or temporary or on contractual basis), Consultants, Contractors, Trainees, Casual Workers, Volunteers, Interns, Agents and/or "Third Party(ies)" and other person associated with us.



In this policy, “Third party(ies)” means any individual or organization, who/which come into contact or transact with ACME and also includes actual and potential clients, suppliers, vendors, business contacts, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures and government & public bodies (including their advisors, representatives and officials, politicians and political parties).

This policy applies to all Directors, Officers and Employees, collectively “Personnel” of ACME Group (including subsidiaries, affiliates, joint venture entities), unless such a subsidiary, affiliate, joint venture entity has adopted its own Anti-Bribery and Anti-Corruption Policy that is consistent with the provisions of this Policy.

This Policy reflects the standards to which the Organization expects any person or entity that performs services on behalf of the Organization to adhere to when acting on the Organization’s behalf. Such persons or entities acting on the Organization’s behalf could include business associates, partners (including joint venture partners), agents, intermediaries, representatives, suppliers, contractors, third party service providers, consultants, and any other individual or entity that performs services for or on behalf of the Organization (collectively “Third Parties”).

3. KEY PRINCIPLES

1. The Members of the Board of Directors and Senior Managerial Personnel of the Company should form the ethical standard of uncompromising attitude in all forms and demonstration at all levels setting the example by their own behavior.
2. The Company expresses its opposition to corruption; welcomes and encourages compliance with the principles and requirements of the Policy by all contractors, vendors, suppliers, employees, associated parties/companies, its managerial bodies and other third parties.

The purpose of this Policy is to reiterate the Organization’s commitment to conducting its business with honesty and integrity and in full compliance with applicable anti-bribery or anti-corruption laws, including, but not limited to, those applicable in the global operations as well. In the event that local laws are more restrictive than this policy, the more stringent local requirement will apply.

4. APPLICABLE ANTI-CORRUPTION LAWS AND KEY PROVISIONS

The following are the applicable Anti-Corruption Laws under the Indian Laws:

1. Indian Penal Code, 1860,
2. Prevention of Corruption Act, 1988,
3. Prevention of Money Laundering Act, 2002,
4. Central Vigilance Commission Act,



5. Lok Ayukta Acts of various State Government and

6. Any other Act/statutes as may be notified by the Government of India from time to time on corruption & bribery etc.

In India, the "corrupt practices" will be considered - giving or receiving bribes, intermediation in giving or receiving bribes, malpractice, misuse of official authority, commercial bribery, facilitation payments, illegal use of the official position by a person to receive benefits in the form of money, property or other assets, services, and any rights to himself or to other persons or illegal provision of benefits or rights by other persons.

In view of the above, all employees are strictly prohibited, whether directly or indirectly, personally or through the mediation of third parties, to be involved in corrupt activities, offer, give, promise, request and receive payments or make payments to simplify administrative, bureaucratic and other formalities in any form including cash, valuables, services or other benefits to any person or from any persons or organizations, including governments and local authorities, government officials, private companies and its representatives.

5. RESTRICTED PRACTICES

Illustrative List of acts /practices which are restricted / prohibited under the policy framework is given below:

1. Dishonest misappropriation of property/money;
2. Criminal breach of trust;
3. Cheating; and
4. Receiving or giving bribe.

Acceptance /giving of Gifts over and above the extent and the manner as allowed hereunder:-

(I) Gifts and representative expenses including the hospitality business expenses which the employee may provide on behalf of the Company to the individuals or organizations, or which the employees may receive in connection with their work in the Company from other persons and organizations, must meet the following criteria mentioned below:

(a) to be directly related to the legitimate activity of the Company, for example, a presentation or completion of business project(s), or the successful execution of contracts, or either with common holidays such as the Christmas, Diwali, New Year, International Women's Day, anniversaries, birthdays;

(b) to be reasonable , modest, proportionate and not be a luxury;

(c) to be not a hidden fee for the service, act, omission, conniving, protection, provision of



- rights, making of certain decision on transaction, agreement, license, permit, etc. or attempt to influence the recipient to indulge in any illegal or unethical activity;
- (d) not to create a reputational risk for the Company, employees, and other persons, in case of disclosure of information on gifts or representative expenses; and
- (e) not to be in conflict with the principles and requirements of the Policy, the Code of Ethics, other internal documents of the Company and the Rules of applicable law.
- (2) Charity in order to obtain commercial advantages.
- (3) Participation/Contribution in/to Political Activities.
- (4) Payment of any costs for government officers and their relatives (or in their interests) in order to obtain commercial advantages; and
- (5) Any other unethical act or omission.
- (6) To use partners, agents, vendors, suppliers, joint ventures, intermediaries, or other persons for any actions that are contrary to the principles and requirements of the Policy or the rules of the applicable anti-corruption laws.

6. IMPLEMENTATION AND COMPLIANCE

It is sole responsibility of the employees to abide by the Policy and to restrict their actions/conduct within the set framework of the Policy. The compliance with the principles and requirements of the Policy by the employees would be taken into account during the course of their appraisal and sanction of promotions.

7. REPORTING AND ACTIONS

Any violation/non-adherence of the Policy would be reported to Mrs. Mamta Tyagi, AVP-HR & Administration-HR & Administration, ACME Group, Plot 152, Sector 44, Gurgaon 122001, Haryana, India (Mobile: +91 9911299533) and the same will be dealt with and appropriate action(s) would be taken in consultation with the Legal Department.

In case any employee or any other person to whom this policy applies, is found to be indulged in corruption related activities, violation of any provisions of the Policy or any frivolous complaint, he /she may be subject to disciplinary action(s) including termination of services and such other administrative, civil or criminal action(s) as per the applicable statutes as mentioned in the Policy.

The violation and non-adherence of the Policy would be reported to Corporate Conduct & Ethics Committee on periodical basis and the report would be reviewed by the Committee at its meeting(s). Any violation/non-adherence and the action taken shall also be reported to the Board of Directors.



8. PROCEDURE FOR REPORTING OF VIOLATIONS

Reporting against Employees /Officials/ Other Persons/other third parties (including Partners / Representatives)

When any employee or other persons doubt the legality or ethics of their actions or the action, inaction, violation, deficiencies or proposals of employees, contractors, suppliers, vendors or other third parties, who act on behalf of ACSPL, they may report it by the following mode(s):

(a) E-Mail: mamta.tyagi@acme.in

(b) Telephone: +91 124 7117000 and Fax : +91 124 7117001

(c) Reporting of violations: To Head of the Department of respective employee and / or for reporting by third parties to:

Mrs. Mamta Tyagi

AVP (HR & Administration), ACME Group

Plot 152, Sector 44, Gurgaon 122 001, Haryana, India

Tel: +91 124 7117000 Mobile: +91 9911299533

The Head of Department will communicate all violations to Mrs. Mamta Tyagi with a copy to the Legal Department.

9. REPORTING AGAINST BOARD MEMBER(S)

In case of alleged corruption in respect of Board Member(s), the violation(s) would be reported to the Chairman of the Board and he/they shall take the appropriate action (s) as may be considered necessary.

It is the duty of all the Head of Departments, Senior Management Personnel and Board Members to take all reasonable steps to protect the identity of the person(s), who has/have reported the violations under this Policy. The violations/non-adherence to the policy should be kept confidential and should not be revealed to anyone except as stated under this Policy. It is also their responsibility to take all reasonable steps to safeguard such information, which they come across during the reporting/investigation process, to use such information only for the reasons it was supplied and not to share it with third parties, unless in compliance with applicable laws and regulations.

10. RESPONSIBILITY FOR FAILURE (IMPROPER FULFILLMENT) OF THE POLICY

The members of the Board of Directors, the members of the Management Committee, Senior management personnel and employees of all functions regardless of position and designation, are



personally responsible for compliance with the principles and requirements of the Policy, as well as the actions (inaction) of their subordinates, who violate these principles and requirements.

11. TRAINING AND COMMUNICATION

All the employees shall receive regular, relevant training on how to implement and adhere to this Policy.

Our zero-tolerance approach to bribery and corruption must be communicated to all Suppliers, Contractors, Vendors, Agents and Business and Other Partners at the outset of our relationship with them and as appropriate thereafter.

12. AMENDMENTS

In case of identification of ineffective provisions of the Policy or related business processes or in case of change of the requirements of applicable laws or in case of any other modification(s), which may be deemed necessary by the Board of Directors, the Policy may be amended/ updated by issuing an order under the signature of the Chairman/CEO/ Head Legal and will be taken on record by the Board of Directors.

ENFORCEMENT AND DISCIPLINARY ACTION

The Organization will impose discipline on individuals found to have breached this Policy, in a manner that is fair, consistent and that reflects the nature and facts of the violation. Anyone subject to this Policy, who violates will face disciplinary actions up to and including termination of his or her employment for without cause and notice. The violation of this Policy may also violate certain anti-bribery and anticorruption laws. If the Organization discovers a violation of any anti-bribery laws, it may refer the matter to the appropriate authorities for appropriate action.