

## **CEIGALL INDIA LIMITED**

### **6. ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

#### **1. GROUP POLICY**

- 1.1. We maintain and promote the highest ethical and legal standards in our business, especially in relation to Bribery and Corruption, and expect Directors and employees of Ceigall India Limited, its Subsidiaries and Project Companies (referred to in this Policy as the **Group**) and those with whom the Group does business to do the same.
- 1.2. This policy on Bribery and Corruption applies to our dealings in both the public and the private sectors, and any violation of this Policy is a matter of serious concern.
- 1.3. All Group companies and all Group employees (which, for the purposes of this Policy, includes our senior management, officers and directors) must comply with this Policy.

#### **2. MANAGEMENT OVERSIGHT AND LEADERSHIP**

- 2.1. The Company's Audit Committee, together with its Chief Executive Officer, Chief Financial Officer and Compliance Officer, are responsible for providing leadership, resources and active support for the implementation of this Policy.
- 2.2. The Compliance Officer will communicate this Policy to all levels of the Group and relevant external parties at least annually, and at such other times as he considers appropriate, such as when this Policy is amended or updated.
- 2.3. The Audit Committee oversees compliance with this Policy. The Compliance Officer has day to day responsibility for implementing this Policy. Key aspects of the Compliance Officer's responsibilities are set out in section 15.

#### **3. DEFINITION OF BRIBERY AND CORRUPTION**

- 3.1. **ABC** means Anti-Bribery and Anti-Corruption.
- 3.2. **Anti-Bribery Laws** means the ABC laws and regulations applicable to Ceigall India Limited, the Group and their employees.
- 3.3. **Bribe/Bribery means:** the giving, acceptance, solicitation or facilitation of a financial advantage to or by any person which : (i) does or might induce, influence or reward the improper performance or non-performance of any activity or function in either the public or private sector, (ii) in itself constitutes the improper performance of a relevant function or activity; or (iii) is intended to obtain or retain business or a business advantage.
- 3.4. A promise or offer to give, accept, solicit or facilitate a financial advantage will also constitute Bribery. Equally, a violation may occur if you do anything which is prohibited through another person, as much as if you did it yourself.

- 3.5. A **financial advantage** may be anything of value. It can be a payment, payoff, influence payment or a 'kickback'. Equally, it may also take the form of a gift, hospitality or entertainment, or be something intangible, like an offer of employment.
- 3.6. **Corruption** means dishonest or fraudulent conduct by those in power, typically involving Bribery.
- 3.7. The term Official includes any person who holds a legislative, judicial or administrative position of any kind; any official, employee or representative of, or any other person acting in an official capacity or performing a public function on behalf of : a Government (including any entity it owns or controls) or any Government authority or agency; the legislature; the judiciary; a political party or political candidate; or a public international organisation.

#### **4. PROHIBITION IN BRIBERY**

##### 4.1. The Group prohibits:

- Giving Bribes including:
  - Bribing someone to get a contract or other business advantage such as a licence, consent or permit (including from that person or by using that person's influence);
  - Bribing any Official in order to influence any official decision, or to induce them to use their influence to affect any act or decision of a Governmental authority; or
  - Bribing any officer, employee or agent of a company or body corporate with which the Group interacts in the conduct of the Group's business for the purpose of influencing any act or decision of that company or body corporate.
- Receiving Bribes includes:
  - Asking, agreeing to or receiving a Bribe from anyone in exchange for giving or continuing to give a person any business, or any business advantage, or for otherwise improperly performing any activity or function.

##### 4.2. Circumstances which may suggest an increased risk of Bribery or Corruption, and which should therefore be discussed with the Compliance Officer include:

- (a) an Intermediary (as defined below) engaged by the Group or which may be engaged by the Group is accused of improper practices;
- (b) A party with whom the Group does business requests payment in cash or to offshore accounts;
- (c) Requests for payment, entertainment or hospitality at a time when the recipient is making an important decision that affects or could be perceived to affect the business of the Group;
- (d) Refusal by an Intermediary to use written agreements;
- (e) Requests or directions to record (or issue receipts) for payments or fees in a manner which does not reflect their true nature;
- (f) Previous relationships between Group employees or Intermediaries and a government office or Official;
- (g) Requests for special payments, such as a 'special acceleration fee' or any other payment to reduce delay or remove the need to comply with applicable procedures.

- 4.3. The above examples are not exhaustive and any matters which give you cause for concern should be promptly raised with the Compliance Officer.
- 4.4. Practices that may appear typical or customary may still be unlawful and in breach of this Policy.
- 4.5. We should always consider whether any conduct may give an appearance that it creates an obligation on, or may influence, the recipient (or a third party) to act in a way that may be improper, or which may be perceived as being capable of influencing an Official exercise of discretionary authority, even where this is not the intention. Such conduct should be discussed with the Compliance Officer.

## **5. DEALING WITH INTERMEDIARIES**

- 5.1. The term Intermediaries refers to a Group Company's agents, representatives, vendors, contractors, sub-contractors, consultants, distributors and any other persons engaged by a Group Company, or who are engaged to act for a Group Company in its business dealings with any Government or Official, or in obtaining Governmental approvals.
- 5.2. We engage Intermediaries only for ordinary and legitimate business purposes and only on arms-length, commercially reasonable terms.
- 5.3. Any contracts between Group Companies and Intermediaries must be in writing and must be signed by the parties' authorised personnel.
- 5.4. Different types of Intermediaries are subject to different ABC risk assessment and risk mitigation measures. Please therefore consult the Compliance Officer for the procedure to be followed when engaging an Intermediary and for the Group's standard anti-bribery related contractual provisions which are to be included in the Group's contracts with Intermediaries. In general :
  - We expect that Intermediaries with which we do business to either formally acknowledge and abide by relevant aspects of this Policy, or to have adequate anti-bribery and corruption policies and procedures of its own in place.
  - When engaging an Intermediary, a Group Company should:
    - perform proportionate and risk-based due diligence checks on the Intermediary in accordance with the Group's Intermediary Appointment Policy based on an understanding of the potential relationship (e.g. the sector in which the Intermediary operates, the type of services it will be providing and the level of interaction it will have with Officials or private sector parties); and
    - consider and respond appropriately to the findings of that due diligence, particularly where areas of high concern are identified.

## **6. POLITICAL AND CHARITABLE DONATIONS**

- 6.1. The Group supports the political process and the work of registered and reputable charities.

- 6.2. However, unless appropriate procedures are adopted, there is a risk that political or charitable donations given by the Group or its employees may be perceived as seeking to improperly influence decisions which affect the Group, or to induce those who have authority to make such decisions to give an improper business advantage to the Group.
- 6.3. To address these issues Compliance Officer may be contacted for guidance.
- 6.4. The key principles regarding donations are as follows:
  - donations must not be made using Group funds, under the Group's name, or in connection with the Group, without first obtaining specific approval from the Compliance Officer.
  - where making a donation as a private citizen, a Group employee should ensure it is made clear to the recipient and in any publicly available material that the donation is being made in his personal capacity and not being made for or on behalf of the Group, or in connection with the activities of the Group; and
  - a donation should not be made either privately or by the Group if the intent or possible effect of the donation is or may be to influence the decisions of any Official or other person on matters affecting the Group.
- 6.5. All donations must be properly recorded and accounted for in the Central Register of Political and Charitable Donations maintained by the Compliance Officer.

## **7. GIFTS, HOSPITALITY AND ENTERTAINMENT**

- 7.1. The Group recognises that constructive business relationships may include occasional, incidental provision of gifts, hospitality, and entertainment.
- 7.2. However, gifts, hospitality and entertainment which are or may be seen as exceptional, lavish or disproportionate, or given to certain individuals who have the ability to make decisions affecting the Group, may be regarded as improper or unlawful.
- 7.3. The Group requires every individual to seek approval from the Compliance Officer governed under this clause.
- 7.4. As a general rule, gifts, hospitality and entertainment must:
  - (a) be reasonable and proportionate in terms of frequency, value and the status/seniority of the recipient;
  - (b) be provided in an open and transparent manner; and
  - (c) always be provided for legitimate business purposes and in kind only.
- 7.5. The Group and its employees must not:
  - (a) offer gifts, hospitality and entertainment, or anything else of value, which might influence the decisions of counterparties or Officials in connection with the business of the Group; or

(b) accept any gifts, hospitality and entertainment, or anything else of value, which might influence their own decisions.

- 7.6. Group employees should consider the above guidelines in respect of all gifts, hospitality, and entertainment which they propose to offer or accept.

## **8. FACILITATION PAYMENTS**

- 8.1. We are committed to complying with the laws applicable to our business. We acknowledge that **Facilitation Payments**, which usually are small payments made to obtain or expedite routine actions for specific performance, are not permitted under the laws of many jurisdictions and that authorities in many parts of the world are seeking to eliminate such practices.
- 8.2. If a Group employee becomes aware that a Facilitation Payment may be made, this must be referred to the Compliance Officer, who will consider, consult as necessary and recommend action.
- 8.3. The Compliance Officer will report to the Audit Committee, as they consider necessary, on any matters relating to Facilitation Payments.

## **9. CONFLICTS OF INTEREST**

- 9.1. Group employees must seek to avoid any real or perceived conflict between their private interests and the performance of their duties to the Group.
- 9.2. A conflict of interest arises when an individual's private interests influence, or may appear to influence, the objective exercise of his or her duties to the Group. Conflicts of interest can arise where, for example, a Group employee and/or the Group is considering business arrangements involving the Group which may provide the employee with a private benefit, or where an employee position within the Group gives them an opportunity to provide special advantages or benefits to a partner, child, or friend.
- 9.3. If a situation arises which may give rise to a conflict of interest involving you, another Group employee or an external party in connection with matters affecting the Group, please promptly raise this with the Compliance Officer.

## **10. BOOKS AND RECORDS**

- 10.1. The books and records of the Group must reflect, accurately and fairly, the transactions of the Group and dispositions of its assets, including ensuring that a transaction is accurately described in our books and records and the amount of each transaction is accurately recorded.
- 10.2. No payment on behalf of the Group is to be approved or made with the express or implied agreement or the intention that any part of it is to be used for a purpose other than that described by the documents supporting the payment.
- 10.3. Group employees should never agree to requests for false invoices or for payments of expenses that are unusual, excessive, inadequately or improperly described, or otherwise raise questions under this Policy.

10.4. No undisclosed or unrecorded funds or assets are to be established or used for any purpose.

## **11. TRAINING**

11.1. Group employees will receive regular (at least annual) training relevant to their role to ensure that they:

- (a) understand the Anti-Bribery Laws applicable to them;
- (b) are aware of and understand this Policy;
- (c) are equipped to respond to the specific risks which relate to their particular role; and
- (d) know what the Group expects of them.

11.2. Where appropriate, Intermediaries will also receive training appropriate to their role. The nature of such training and those Intermediaries who are to be subject to it will be determined by the Compliance Officer, in consultation with the Audit Committee, as necessary.

11.3. Group employees should check with the Compliance Officer in connection with engaging Intermediaries and any training obligations which apply.

## **12. WHISTLE-BLOWING, INVESTIGATIONS AND NON-RETALIATION**

12.1. Group employees and Intermediaries (anonymously or by name) who are aware of possible or suspected corrupt acts by colleagues, demands for Bribes or other violations of Anti-Bribery Laws or this Policy must report these to the Compliance Officer, Head of Department or to the Whistle Blowing and Investigations Committee in accordance with the Group Whistle-Blower and Investigations Policy (available at <https://ceigall.com/policies-2/> (the Whistle-Blower Policy). Any such reports will be promptly investigated by the Group in accordance with the Whistle-Blower Policy.

12.2. A Group employee or Intermediary will not suffer demotion or any other adverse consequences for refusing to pay Bribes or for reporting in good faith possible corrupt acts by colleagues, demands for Bribes or other suspected violations of Anti-Bribery Laws applicable where the Group operates or this Policy, even if it may result in the Group losing business.

12.3. Any Group employee who retaliates, or attempts to retaliate, against a person who has made a report relating to a violation of Anti-Bribery Laws or this Policy will be subject to disciplinary action, which may include termination of their employment with the Group.

## **13. COMPLIANCE**

13.1. Any Group employee who violates any Anti-Bribery Law or any aspect of this Policy will be subject to disciplinary action, which may include termination of their employment with the Group.

13.2. Group employees should understand that additionally, they could be subject to civil and criminal liability for violations of applicable law.

13.3. Violations of any Anti-Bribery Laws or this Policy should be reported in accordance with Point 12 above.

#### **14. CONTINUOUS MONITORING AND IMPROVEMENT**

- 14.1. The Audit Committee and Compliance Officer are responsible for monitoring the implementation of compliance with and periodic review and updating of this Policy, including to comply with changes in Anti-Bribery Laws.
- 14.2. In line with this, the Compliance Officer will report:
- (a) to the Audit Committee on a regular basis, on general compliance by the Group with this Policy and its effectiveness; and
  - (b) to the Audit Committee annually on the above matters in connection with the annual ABC risk assessment and audit (see 14.4 below).
- 14.3. The Compliance Officer will also notify the Audit Committee should he/she become aware of any particular instance of non-compliance (or suspicion of non-compliance) with Anti-Bribery Laws or this Policy.
- 14.4. The Group carries out an annual ABC risk assessment and audit to assess the effectiveness of this Policy. The terms of reference of such audits are set annually by the Audit Committee, which will also oversee the annual audit. Where issues are identified, the Audit Committee will prescribe appropriate remedial measures to be implemented by the Group in order to address these.
- 14.5. Any material deficiencies in this Policy which are identified by Group employees during the year should be reported to the Compliance Officer who will consider and consult with the Audit Committee on any appropriate action to be taken.

#### **15. THE COMPLIANCE OFFICER**

- 15.1. We employ a Compliance Officer who is responsible for day-to-day implementation and oversight of this Policy. Their responsibilities also include:
- (a) receiving and investigating reports of ABC-related incidents;
  - (b) escalating known ABC issues to the Audit Committee, as appropriate;
  - (c) reporting to the Audit Committee as set out above;
  - (d) ensuring Group employees complete ABC questionnaires and certifications (as relevant) in a timely manner;
  - (e) maintenance of the Central Donations Register and Annual Gifts, Hospitality and Entertainment Register;
  - (f) conducting regular spot checks of compliance with this Policy and the Group's books and records;
  - (g) providing guidance to Group employees on this Policy; and
  - (h) record keeping in connection with this Policy and associated training.

#### **16. ADVICE AND ASSISTANCE**

- 16.1. Employees should contact the Compliance Officer for advice and assistance on any matters relating to this Policy.

**17. PERIODIC REVIEW AND EVALUATION**

17.1 This Document is subject to appropriate modification, as and when so required. The Policy will be reviewed and audited from time to time.

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