

Anti-Bribery and Anti-Corruption Policy

One97 Communications Limited

1. Statement of Policy

One97 Communications Limited and its subsidiaries, affiliates and any other investments for the purpose of this policy are collectively referred to as "One97" or "the Company". One97 is committed to maintain the highest level of professional and ethical standards in the conduct of the business in India and around the world

The Company has a **zero tolerance for bribery and corruption** in any form, whether directly or indirectly through a third party.

This Anti-Bribery and Anti-Corruption (ABAC) Policy (hereinafter referred to as "Policy") lays out the spirit and guiding principles for all stakeholders (as defined in Para 3 (viii)) to ensure compliance with the applicable laws, rules and regulations.

The Company is committed to uphold all such laws and regulations, as may be applicable, in every jurisdiction where it has its operations.

The Company also complies with all applicable Anti-Money Laundering Laws everywhere it does business, including any applicable registration and Suspicious Transaction Reporting obligations. When we contemplate providing new services or entering new markets/sectors/countries, we must always evaluate any new or additional Anti-Money Laundering obligations and risks, and implement appropriate policies and/or procedures to meet these obligations and risks.

2. Scope & Applicability

The Company expects all the stakeholders, to adhere to One97's ABAC Policy. This policy applies to all dealings, transactions and expenses for and/or on behalf of One97.

This policy is applicable to all stakeholders working for or acting on behalf of the Company or any of its subsidiaries, irrespective of their location, and such persons are required to read, understand and adhere to this policy.

3. Policy Owner

The Company's Compliance Department, led by the Head – Compliance shall be designated Compliance Officer responsible for maintaining and implementing this Policy. The Compliance Officer shall have

access to the Ethics Committee, and shall regularly provide reports to the Ethics Committee about the status of the Company's anti-corruption compliance efforts.

The Compliance Officer is authorized to approve exceptions to the Policy as warranted; any such exceptions must be documented.

4. Important Definitions

The following terms have been used in the Policy, however, it is imperative that one should seek guidance from the Compliance Officer whenever in doubt.

(i) **Anything of Value:** "Anything of Value" covers just about any form of benefit, which includes, but is not limited to:

- ▶ Cash or cash equivalents (pre loaded cards, gift cards etc.), loans, gifts or prizes;
- ▶ Employment offers or promises of future employment (to an individual or any of his/her relatives);
- ▶ Favorable terms on a product or service or product discounts;
- ▶ Entertainment/hospitality (payment of travel, hotel or restaurant bills, living expenses, or costs of trips or resort stays);
- ▶ Use of vehicles or vacation homes;
- ▶ Discounted or free premium tickets to events;
- ▶ Services, personal favors, or home improvements;
- ▶ Sponsorships;
- ▶ Political or charitable donations

(ii) **Applicable Laws and Guidelines**

All national/ international laws relating to bribery and corruption that are in place where One97 and all its stakeholder(s) have or may carry out company-related work. Some of the laws and regulations which may be applicable to One97, included but not limited to, are provided as below:

Indian Laws

- ▶ The Indian Penal Code, 1860
- ▶ The Prevention of Corruption (Amendment) Act, 2018
- ▶ The Integrity Pacts propounded by the office of the Central Chief Vigilance Commissioner and which Integrity Pacts forms part of the Bids/ Tenders of Public Sector Enterprises in India
- ▶ Prevention of Money Laundering Act, 2002
- ▶ The Benami Transaction (Prohibition) Act, 1988
- ▶ The Whistle Blowers Protection Act, 2011
- ▶ The Lokpal and Lokayukta Act, 2013
- ▶ Any other laws and regulation(s) being applicable or required due to the nature of the transaction with the third party (ies) as amended and re – enacted from time to time

International Organizations/ Conventions

Some examples of the international laws and organizations/conventions with anti-corruption Ethics and Compliance of Business Policies, including but not limited to the ones listed below:

- ▶ United States Foreign Corrupt Practices Act (FCPA)
- ▶ United Kingdom Bribery Act 2010 (UKBA)
- ▶ OECD (Organization for Economic Co-operation and Development)
- ▶ United Nations Convention Against Corruption

- (iii) **Bribe/Bribery:** To “**bribe**” or “**bribery**” means directly or indirectly offering, promising, giving, accepting, authorizing, soliciting or acquiescing in the offer of ‘Anything of Value’ (which could be financial or non-financial), irrespective of location(s), in violation of applicable laws and regulations, to an individual, a government official(s) or a government entity(s), an employee of a commercial enterprise for the purpose of obtaining or retaining business, to win a business advantage, or to influence a decision regarding One97, which also includes obtaining licenses or regulatory approvals, preventing negative government actions, reducing taxes, avoiding duties or custom fees, or blocking a competitor from bidding on business.

Illustrative examples of bribe may include payment of cash, inflated commissions, fake consultancy agreements, unauthorized rebates/discounts, kickbacks, or expensive gifts. There is no materiality threshold amount for corrupt gifts or payments.

Illustrative examples of illegal gratification are lavish or expensive gifts, payment of a country club membership fee, household maintenance expenses, payment of cell phone bills, payment of travel and entertainment expenses, offering of disguised trips to government official or their family members

- (iv) **Corrupt Practice:** Any offering, giving, receiving or soliciting directly or indirectly of 'Anything of Value' to influence improperly the actions of another party.
- (v) **Facilitation Payment:** Any payment to a government official designed to secure or speed up any non-discretionary government action by a government official including "Routine government actions". Some examples are:
- ▶ Obtaining permits and licenses;
 - ▶ Processing passports, visas or work orders;
 - ▶ Obtaining police protection;
- (vi) **Government Official:** "Government/ Public Official", for the purposes of this Policy, shall include:
- ▶ An officer or employee, regardless of rank, of any national, provincial, regional or local government agency or department (whether domestic or foreign), including but not limited to police agencies, customs officials, local tax officials, issuers of government permits, approvals or licenses and/or immigration officials;
 - ▶ An officer or employee of any company, business or commercial enterprise or entity that is owned or controlled in whole or in part by any government;
 - ▶ A political candidate or a political party or any officer or employee of a political party;
 - ▶ An officer or employee of an inter-governmental international organization (such as the United Nations, World Bank, International Monetary Fund, International Olympic Committee, or African Union);

- ▶ Any private person acting in an official capacity for or on behalf of any government or public international organization (an official advisor to the government or a consultant responsible for making procurement recommendations to a government);
- ▶ It also includes every officer of court(s) or judicial body(ies) and judges;
- ▶ Family members and close business associates of any of the individuals specified above. A family member of a Government Official includes a spouse, sibling, parent, or child of the Government Official. A close business associate of a Government Official includes all persons, who are current or former partners, co-owners, joint-venture partners, or co-investors with, or consultants or advisors to, or have any other common financial interest or significant personal relationship with the Government Official.

(vii) **Government/ Public Entity:** Any agency, instrumentality, subdivision or other body of any national, state or local government including government committees or commissions and regulatory agencies or government-controlled businesses, corporations, companies or societies.

Public entities include:

- (a) a municipal state, regional or national government entity or agency thereof;
- (b) an entity that is wholly or partially owned by a government agency, such as a public hospital;
or
- (c) an inter-governmental international organization

(viii) **Stakeholders:** Stakeholders refer to internal as well as external stakeholders.

- (a) This includes **internal stakeholder(s)** like One97's member(s) of the Board, director(s) employee(s) including permanent; and fixed-term or contractual, or temporary, project trainee(s); temporary/ contractual staff.
- (b) **Third parties:** The term third party includes any individual or entity including but not limited to a merchant(s), seller(s), consultant(s), vendor(s), donee, external stakeholder(s), intermediaries working or acting on behalf of and/or for One97, and their representative(s), agent(s), employees of joint venture(s)/ subsidiary(ies)/ Governments official(s)/ agency(ies)/ society(ies), if any. Intermediaries means, and includes, any agent, service provider, consultant, lawyer, accountant, sponsor, customs brokers, freight forwarder, lobbyist, distributor, contractor, vendor, supplier, retainer, who is employed on a contract basis, or any other third party employed, engaged or retained to assist the Company in any function of the business that requires or involves interaction with any level of the government in any of the countries in which the Company

operates. It also includes any third parties whose primary function is to obtain business or promote the distribution, marketing or sales of its products and services, facilitate performance of contractual obligations, or obtaining licenses, permits, and similar authorizations.

5. Prohibition on Bribery and Facilitation Payments

One97 prohibits bribery and facilitation payments in all forms. The Company strictly prohibits stakeholders to offer, promise to offer, accept, solicit, abet or authorize to a Corrupt Practice, pay bribe, illegal gratification, financial or any other advantage to any government official or entity, public servant, or to or from any private business partner, directly or indirectly to improperly influence their official acts or decisions, or to obtain or retain business for Company or for any other person or entity, or to secure any improper advantage, or personal gain.

Illustrative example: The following acts are prohibited under the Company:

- ▶ Offering excessive discounts on company's product to a government officer with an intention to seek favor or influence his decision.
- ▶ Offering a local Government Official a INR 10,000 (\$150 equivalent) account credit in exchange for a permit for a new Company office
- ▶ Preferential treatments to vendors or sellers for product visibility, advertisement or discounts in return of unauthorized payments.
- ▶ Quid pro quo (this for that) arrangement

5. Books, Records and Internal Controls

One97 mandates all stakeholders to prepare and maintain, detailed and accurate books and records for transactions, including cash and bank accounts, and maintain a system of internal controls and financial accounting with adequate documentation to avoid any non-compliance with One97's ABAC Policy and any other related policies.

It is essential that the integrity, accuracy and reliability of One97's books, records and financial statements be maintained. Any off-the books payments/receipts or any fraudulent accounting practice or purposeful falsification of One97's books and records to cover up or conceal any bribe/improper payments are strictly prohibited.

Illustrative examples of falsified books and records include the payment of a false or fraudulent invoice, the miscoding of an improper payment in the general ledger, or a falsified expense report to hide improper entertainment of a government official.

6. Compliance with Anti-bribery and Corruption Policy

Relationships with all stakeholders, government bodies and officials are to be based on compliance with this anti-bribery and corruption policy along with any applicable laws and regulations. All stakeholders must read the contents of this Policy and understand the extent to which the Policy affects their daily work. All affected stakeholders must fully and constantly comply with the applicable Anti-Bribery and Corruption policy. Any questions in this regard should be directed to the Compliance Officer.

Anyone not complying with the policy requirements will be subject to appropriate disciplinary action. This may include termination of employment with One97 and in certain cases may involve penalties imposed by authorities including fines and imprisonment. Any employee who deliberately violates this policy, or authorizes or allows a subordinate to violate it, is subject to disciplinary action, including potential demotion or dismissal. One97 reserves the right to terminate its contractual relationship with any third party who violates an applicable ABAC law or the provisions of this policy.

7. Review of Business Expenditures

One97's Finance team shall review all transactions thoroughly specifically related to travel and entertainment expenses, gifts, hospitality expenses, donations, etc., and may have right to refuse payment or reimbursement of any unreasonable expenditure, despite it having been previously approved by the relevant functional head.

All business expenditures must:

- ▶ Be given in the ordinary course of business, without requiring anything in return, or without creating the impression that the Company expects something in return as a "quid pro quo."
- ▶ Not be provided if they could encumber the independence of the person receiving the business expenditure.
- ▶ Be permissible under the policies and procedures of the recipient's employer, as well as any local laws that may apply.
- ▶ Be reasonable and appropriate given the circumstances (e.g., seniority of recipient, local customs, etc.), and given openly and transparently.
- ▶ Comply with One97 procurement procedures, as applicable; be approved pursuant to any business-level approval requirements; and comply with any other relevant policies that may apply to a stakeholder related to such activities.

- ▶ Fully documented with appropriate supporting documentation, and accurately recorded in the Company's books.
- ▶ Not be provided with such frequency (e.g., business expenditures per person per annum) that it could be perceived as inappropriate

A. Gifts

One97 doesn't prohibit giving or receiving of gifts by the stakeholders, directly or indirectly, of a modest value, subject to approval matrix and guidelines stated below:

Approval matrix and threshold for gifts:

Amount of Gift*	Approving authority
Up to INR 3,500 (or USD 50) <i>per person</i>	Head of Department
INR 3,500 to INR 7,000 (USD 100) <i>per person</i>	Compliance officer
Over INR 7,000 (USD 100)	Prohibited; exceptions may be approved by Compliance Officer

*Note: The limits prescribed above is applicable for gifts given to an individual/annum.

- ▶ Gifts on certain occasions including festivals, such as Diwali, etc. are permissible if the gifts are pre-approved basis the below mentioned approval matrix and recorded in the gifts register. Any gifts exchanged must comply with the anti-bribery and anti-corruption laws applicable to the company.
- ▶ Must be bona fide and only customary business expense in the normal course of business and nothing is expected in return.
- ▶ Should be moderate (Cash, bullions and cash equivalents are not allowed) and reasonable
- ▶ Not designed to influence the judgment or encumber the independence of the person receiving the said courtesy

- ▶ Fully documented with clear supporting and in an identifiable manner, by receipts and accurately recorded in the company's books.

Gifts to Government Officials (or Government Entities) maybe given to government officials with the **prior written approval of Compliance Officer** if all of the following conditions are met (in addition to the general guidelines on gifts set out in this section):

- ▶ The gift is made as a courtesy or token of regard or esteem, or in return for hospitality and the cost of the item is reasonable.
- ▶ The gift bears the Company's name or logo (e.g., company labeled glasses, paper weights, and similar inexpensive Company-branded items) and other modest gifts.
- ▶ The gift is given openly rather than discreetly.

No internal stakeholder has the authority to approve any gifts & entertainment that is in violation to this policy irrespective of the value of such gifts.

It should also be ensured that all such gifts to government officials are recorded properly and accurately in the Company's books and procurement of gifts shall be made in line with the procurement policy of One97. Employees who are specifically responsible for or involved in procurement of goods / services or any other possible risk profile area shall take particular care when exposed to such situations.

One97's internal stakeholders can receive gifts valued up to INR 5,000 (USD 70) in a year in their professional capacity (excluding gifts which are part of their compensation). The value mentioned is cumulative value of all gifts received by an individual during a year. Any gifts received over and above this value need to be reported to Compliance Officer and deposited with Admin team.

B. Business hospitality

One97 does not prohibit receiving or giving of reasonable business related hospitality, provided such hospitality (includes meals) or entertainment, as the event be, is legal, reasonable, only for business purpose and customary, and recorded in books of accounts properly and accurately with adequate supporting and documentation (Business hospitality/entertainment request communication, requisite approvals, names and designation, original receipts of expenditure, name of the each Individual offered hospitality service etc as a part of disclosure and request mechanism). All the hospitality(s)/entertainment(s) provided or received by the internal stakeholder(s) shall be pre-approved basis the below prescribed limit:

Table B: Approval matrix and threshold for business hospitality and entertainment:

Limit for hospitality*	Approving authority
Up to INR 3,500 (or USD 50) <i>per person</i>	Head of Department
INR 3,500 to INR 7,000 (USD 100) <i>per person</i>	Compliance Officer
Over INR 7,000 (USD 100)	Prohibited; exceptions may be approved by Compliance Officer

*Note: The limits prescribed above is applicable for hospitality to an individual/annum.

Illustrative examples the hospitality and entertainments **prohibited** under this Policy:

- ▶ Providing or offering alcoholic beverages to any third party(ies) other than as part of customary meals for business meetings
- ▶ Offering or receiving Premium tickets to sports or entertainment events

In any case, entertainment expenses incurred shall not include any expenses paid in respect of massage, sauna, adult entertainment, gambling, any other illegal or immoral entertainment and any entertainment that may damage One97's reputation.

One97 employees or intermediaries acting on the Company's behalf may provide business meals to individual **government officials**, but not to family members or close business associates of a government official. Similarly, hospitality in the form of meals and refreshments may be provided to Government Officials in connection with a meeting on the Company's premises. The employee intending to offer meals or entertainment to a Government Official must obtain the prior written approval of the Compliance Officer.

No internal stakeholder has the authority to approve any hospitality/entertainment that is in violation to this policy, irrespective of the value.

Procurement related to giving of hospitality/ entertainment shall be made according to the procurement process of the Company. Internal stakeholders who are specifically responsible for or involved in procurement of goods / services or any other possible risk profile area shall take particular care when exposed to such situations.

C. Travel and Accommodation

Company discourages payment of expenses relating to travel and accommodation of **government officials** except when the payment is for legitimate business purpose, has appropriate documentation, and is in accordance with the guidelines stated below. All such travel and lodging expenses must be pre-approved by Compliance Officer. The approval form should as per the stated format in Appendix B – Request for Authorization of Government Official Travel and Lodging

- ▶ The expense should be approved by the respective Business Head.
- ▶ The government agency, government department, or state-owned enterprise must select the invitees and not the Company.
- ▶ The government agency, government department, or state-owned enterprise must approve the proposed visit and itinerary.
- ▶ The travel and lodging should relate directly to the official's participation in promotion, demonstration or explanation of the company's products/services and/ or execution or performance of a contract..
- ▶ The expense doesn't include that of spouse, family or friend of the government official.
- ▶ The expenses are reasonable and the travel and lodging and meals could not be viewed as lavish or excessive in any respect. Expenditures for meals and incidentals must be in accordance with Company anti-corruption and travel policies.
- ▶ Payment of hotel accommodations or other forms of lodging shall not include long-distance telephone calls, mini-bar usage, television pay-per-view services, or any other additional amenity not included in the base price of the hotel accommodation or lodging. Company will not bear the costs related to travel to tourist destinations entertainment, sightseeing excursions or other leisure activities.
- ▶ The expenses are bona fide and properly supported and documented.
- ▶ It is not prohibited by any applicable local law, contract requirement, or regulation.
- ▶ No "per diem" payment to be made to a government official.
- ▶ No payment shall be made directly to a government official either through an advance or reimbursement of expenses. For exceptions, approval to be obtained from the Compliance Officer supported with adequate supporting documents along with justifications.

- ▶ Use of cash for such expenses is strongly discouraged and is limited to a total of \$ 20 during any trip for one official.

8. Contribution(s), Donation(s), Fine(s)/ Penalty(ies) or Sponsorship(s)

A. Political Contributions

One97 prohibits making any political contribution(s), directly or indirectly, by or on behalf of the Company.

B. Charitable Contributions or Donations

Contribution(s)/ donation(s) shall be made only in line with Company's CSR policy. All donees shall be onboarded after completing the due diligence questionnaire as per Appendix C- Due Diligence Checklist for Donee.

All such Contribution(s)/ donation(s) must be made in line with applicable statutes and only after receiving a written approval of the Compliance Officer, CEO and CSR Committee of the Company.

C. Sponsorships (other than, as part of normal course of business operations)

Company may sponsor certain sports, cultural, educational or other promotional activities. All such sponsorships must be made for legitimate and ethical purposes under local laws and practices and be pre-cleared with the Compliance Officer. Such activities or expenses would be governed by the sponsorship agreements and would be closely monitored by the management of the Company to ensure that these payments are not used in an inappropriate or illegal manner.

D. Fines and penalties

In a circumstance where fines and penalties are imposed on the Company by a Government Entity in connection with operations of the Company, such penalties typically involve violations of local regulations including but not limited to local health and safety codes, compliance with local tax/vat registration and other applicable regulations.

The copy of such notice for fines and penalties should be sent to the Legal department and Compliance Officer. Upon approval from the Legal department and Compliance Officer, fines and penalties shall be paid solely from funds transferred directly to the Government Entity from the Company's corporate office or regional office via wire transfer or check and a receipt or other written acknowledgement of the payment shall be obtained. A copy of the receipt or other written acknowledgement shall be sent to the Legal department and Compliance Officer. Any

deviations from the Policy must be approved in advance and in writing by the Compliance Officer.

9. Dealing with Government Officials

A. Employment or hiring of services of ex-government officials

One97 allows employing or hiring of services of ex-governmental officials, provided –

- ▶ Human Resources shall ensure that the employment or hiring of the ex-government officials is objective and merit-based only;
- ▶ Human Resources shall ensure that there is no conflict of interest;
- ▶ The ex-government official must have retired or properly released from the government service(s);
- ▶ The ex-government official must have completed the required cooling off period as applicable at relevant time of hiring, or who has obtained necessary exemptions/ permission to join a private service after retirement or after resignation.

B. Participation in tenders

One97 requires all the relevant stakeholders, including but not limited to the marketing and sales team, to participate in public tenders in an ethical and transparent manner, and adhere to all relevant company policies and internal controls of One97 in relation to the same.

The Company prohibits promising, offering, giving or receiving of anything of value or gifts, to any related party to a tender/ Request for Proposal (RFP)/ RFQ at the pre-tender stage, bidding, or post-tender stage.

C. Inspections

Every time a Government Official arrives at a Company premises including manufacturing location, sales office to conduct an inspection, Company employees should intimate about the visit and purpose thereof to the Compliance Officer.

A log must be maintained on site at the Company premise or manufacturing location containing the date, name of Government Official and his/her Government Entity, and purpose of each visit.

If any expenses including any meals, travel or lodging are incurred during the inspection, these expenses must be recorded and must be consistent with the Policy.

10. Engaging third parties, joint ventures, mergers and acquisition

One97 shall engage with third party(s) for legitimate business purposes and on commercially justifiable terms.

Third parties can put the Company at risk if they do not follow ethical business practices. All potential third party(s) are required to undergo due-diligence and Compliance Officer approval is required before entering into an agreement with a high-risk third party.

If we participate in joint ventures with other companies, acquire shares or assets in another company, then the corruption risk in relation to that company/ joint venture partner should be addressed in the due diligence process.

All contracts with third parties must be written detailing the scope of work, must be legally vetted and executed between the parties. Every contract must also include the anti-bribery and anti-corruption clauses. Third-parties must also undertake that in the event they sub-contract any part of the contracted services, they shall be responsible for all acts of the sub-contractor(s) and shall obtain anti-corruption undertakings from the said sub-contractor(s) which shall be on par with their anti-bribery and anti-corruption undertaking/clauses to the Com. In case a third party refuses to sign-off the anti-corruption verbiage, it should not be appointed or retained to work with One97. The Legal Department and/or the Compliance Officer is responsible to ensure that all the agreements have appropriate Anti-Bribery and Anti-corruption clauses. Legal departments is responsible for reviewing contracts and including the applicable anti-bribery and anti-corruption clauses in line with guidance from Compliance officer.

All third parties, regardless of tenure, must provide a signed declaration to One97 acknowledging that they have read and understood One97's Anti-Bribery & Corruption policy and code of business conduct.

If any of the third parties are suspected of violations of anti-corruption laws in relation to work performed under our contract, the contract should be terminated immediately and further payments suspended.

Dealing with Intermediaries

In addition to requirements as per section on "Engaging third parties, joint ventures, mergers and acquisition", below mentioned procedures shall be mandatorily followed for appointment and renewal of contracts with intermediaries.

A. Identification and Due- Diligence of Intermediaries

Each department/business unit must identify such intermediaries for their operations. Once the department/business unit identifies a potential intermediary the department must provide the intermediary with the due diligence questionnaire for completion. A copy of the due diligence questionnaire is attached as Appendix A- Due Diligence Checklist for Intermediaries.

The due diligence questionnaire requires the intermediary to provide detailed information regarding its business background and capabilities. It is the responsibility of the respective department to obtain a complete questionnaire and provide the completed questionnaire to Compliance Officer.

Due diligence will seek to identify sanctioned parties, state-owned companies, Government Officials, and other "politically-exposed persons" ("PEP") or entities. Additionally, the media review will seek to identify potentially adverse information with respect to allegations of corruption, collusion, other illegal activities, or other matters that have a significant impact on reputation.

The due diligence must take place before the intermediary is retained and must be updated when extending or renewing an intermediary's contract. In case of an emergency, where an intermediary commences the work prior to completion of the due diligence and approval by Compliance Officer, business head should provide reasons in writing and due diligence should be completed within 30 days.

The interim appointment agreement / letter issued to such intermediaries should contain the following verbiage "The terms and conditions set out in this letter are in all respects subject to the satisfactory completion of One97 due diligence evaluation procedures."

In case such intermediary continues to work even after 30 days, without due diligence, the matter shall be reported, without fail, to Compliance Officer.

As a policy, no respective department take any further action with respect to an applicant intermediary until Compliance Officer have provided the respective department with the results of the due diligence and whether the intermediary, in his opinion, should be accepted or rejected based on the factual data made available to him.

B. Due Diligence procedures

The due diligence procedures could include, but is not limited to the following:

- ▶ Review of information for corporate registry and business directory information on the prospective intermediary, to help establish existence, operations, and place(s) of business.

- ▶ Identify any adverse reputational information from global media and the Internet to identify allegations or findings with respect to corruption, fraud, misconduct, or other business issues.
- ▶ Review information on shareholders, owners and directors as well as their related corporate interests and gather background information on key members of management/owners, including adverse information, litigation and sanctions screening
- ▶ Retrieval of corporate filings, annual filings, licenses and retrieval of civil and criminal litigation filings, as permissible in the relevant jurisdiction.
- ▶ Review of any potential government contracts and government relationships.
- ▶ Review of bankruptcies, judgments, and liens, as available in the relevant jurisdiction.

Any material changes (i.e. greater than 10%) to a relationship would require a re-assessment/ due diligence.

C. Intermediary risk assessment

To avoid any potential anti-bribery and corruption liability arising from the conduct of intermediaries, it is Company's policy to conduct due diligence on the background and reputation of its prospective intermediaries to give it a factual basis for concluding that the intermediary is capable of performing the work in question and will do so in a manner that fully complies with the compliance procedures. Risk assessment shall be conducted annually for intermediaries assessed as "High risk" during their most recent risk assessment. For intermediaries assessed other and once in every three years for all other intermediaries.

D. Other procedures

- ▶ Each intermediary will certify once in 2 years that it understands and has complied with the anti-bribery and corruption laws including FCPA, Indian anti-corruption laws, and other applicable jurisdictions in all activities undertaken on behalf of the Company.
- ▶ Unless Indian law requires a longer period, the Compliance Officer shall arrange to retain all documents related to the diligence process for five (5) years from the date that the agreement with the Intermediary expires or is terminated or the intermediary is rejected.
- ▶ The Compliance Officer or a selected third-party provider shall maintain an internal database of rejected intermediaries. Once an intermediary has been rejected, the Compliance Officer or a selected third-party shall provide the rejected intermediary name, address and other relevant information to Legal and the Accounting Department.

11. Trainings, Monitoring and Review of the Policy

A. Training

Compliance Officer to ensure that all Internal Stakeholders, shall participate in the Anti-Bribery and Anti-Corruption training sessions mandatorily once in every financial year and confirm their compliance to this policy.

B. Monitoring & Review

The stakeholders shall also acknowledge and sign off having to attend the Anti-Bribery and Anti-Corruption training and declare their compliance with the same.

The Learning and Development team and the Human Resources team shall collectively ensure that all identified stakeholders receive the trainings, for maintaining records of the attendance of the training sessions and acknowledgment/sign offs by the relevant stakeholders.

The Ethics Officer shall assess the effectiveness of the policy on trainings conducted, issues and complaints received during the year, remediation measures taken in the matter *etc.* on an annual basis.

12. Reporting of violations of the Policy

A. Whistle-blowing Mechanism

The Company expects all its stakeholders to read, understand and comply with this Policy, and requires reporting of any incident of violation of this Policy or the applicable laws.

Not reporting the instances of violations on timely basis potentially exposes the Company to legal action. All employees shall raise the concerns, if any, about the instances of bribery or suspicion of corruption at the earliest possible stage, and should report any such concerns or suspicions on the vigial mechanism / whistle blower mechanism implemented by the company. The identity of the complainants will be kept confidential during investigations, and may be disclosed only on a 'need-to-know' basis to others. The Company also accepts anonymous complaints; however, the stakeholders are encouraged to disclose their name and contact details for follow up discussions and further investigations. In terms of vigial mechanism / whistle blower mechanism, following channels of communication are available for reporting :

Third-party Ethics Helpline / Web portal:

The Company has appointed an independent third party “Navex Global” to facilitate reporting of protected disclosures through following channels:

- Toll free helpline number :

Country	Telephone Number	Languages
India	000 80005 02403	English, Hindi, Marathi, Gujarati, Telugu Kannada, Bengali and Tamil

- Web portal – <https://secure.ethicspoint.eu/domain/media/en/gui/108301/index.html>
- App Access – <https://paytm.navexone.eu>

Toll free channel and can be accessed 24 hours a day, seven days a week. For every Protected Disclosure made through third party reporting channels, a case reference number will be provided to the Whistle-blower, which can be used for further communication like providing additional information or knowing the status of the concern. The Whistle-blower may disclose his/her identity or choose to remain anonymous while reporting through these channels.

One97 will ensure that any stakeholder, who based on a reasonable belief that a possible violation or suspected wrongdoing has occurred, reports/ complaints under the whistle blowing mechanism will ‘NOT’ be subjected to any retaliation, regardless of whether or not the concern is ultimately substantiated. Retaliation includes discrimination, reprisal, harassment, victimization or vengeance.

B. Investigation

Complaints reported to any internal stakeholder (reporting manager/ HR team/ Compliance Officer) of any potential violation of this Policy shall be channelled to the whistle blowing mechanism, immediately, as defined above.

The Company will timely investigate all the complaints reported under the whistle blowing mechanism after the due approval from a member of the Ethics Committee. The investigators shall ensure compliance with all the regulatory requirements during the course of investigation.

13. Disciplinary Action on Non-compliance

After the completion of the investigation, report shall be submitted with recommended measures to the Ethics Committee. The Ethics committee shall initiate disciplinary actions as appropriate based on the findings and recommendations of such report. The committee would be guided by existing Disciplinary action policy. The disciplinary action(s) may include a verbal warning, written warning, pay reduction, demotion, withholding of perquisites like bonus etc. leading up-to dismissal or termination of the suspect, recovery of damage or loss to Company, penalties imposed by authorities including fines and imprisonment etc.

Example, if an employee approves or authorizes illegal payments or gratifications or intentionally aids or conspires in such payment process, either directly or indirectly can also be prosecuted for the breach of this Policy.

14. Waiver and Amendment of the Policy

One97 is committed to continuously review and update the policies and procedures based on annual assessment, the learning and any changes in relevant laws and regulations, or when One97 enters new market/ sector/ country which may pose a risk under this ABAC Policy.

Any exception to this policy shall have written pre-approval from the Compliance Officer.



Appendix A

Due Diligence Checklist for Intermediaries

This checklist is to be completed by the employee responsible for the contractual relationship reached with any representative, consultant, agent, or distributor (collectively, “intermediaries”) that will act for or under the control of the Company. This checklist is meant to provide a framework for collecting information about potential intermediaries. In other words, it may be appropriate to collect more, different, or – when an intermediary is well established—perhaps less information than what is included here. If you have any doubts or concerns as to the appropriate level of due diligence for an intermediary, contact the Legal Department.

***ITEMS COLORED IN GREY NEED ONLY BE ANSWERD IN CERTAIN INSTANCES, AS INDICATED.**

Part I. Intermediary Relationship	a. Is there a proposed contract with the intermediary, or other written document describing the proposed relationship?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If the above question was answered “Yes,” then attach the relevant contract or document. If “No,” explain why.		
	Is there any pre- existing relationship with the intermediary?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If the above question was answered “Yes,” then attach the relevant contract or document including an explanation of how the proposed relationship will not cause any conflict of interest.		

Part II. General Intermediary Information	a. Name		
	b. Address		
	c. Telephone and Facsimile Numbers		
	d. Website Address		
	e. E-mail Address		
	f. Legal Representative		
	g. Type of Enterprise		
	h. Permanent Account Number		
	i. Service Tax Registration Number		
	j. Any other Business/Organization Registration Number		
	k. What is the intermediary’s country of citizenship (for entities, list country with principal place of business)?		
	l. How long has the intermediary been in business?		
	m. What are the primary industries that the intermediary supports?		
	n. Who are the intermediary’s main clients/customers?		
o. Will or may the intermediary be required to obtain licenses, permits or discretionary approvals from governmental authorities on behalf of the Company?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If question “o” is answered “Yes,” then discuss what interaction(s) the intermediary may have with governmental authorities.			



	p. What is the general nature of the business the intermediary will handle for the Company?		
	q. Are there employees within the Company who could fulfill the same role discussed immediately above?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	r. After reviewing reliable Internet databases and other publicly available information (e.g., news articles, press releases) have you found information indicating that the intermediary has a reputation for or history of corrupt conduct? (<i>Attach the copies of the relevant search results or documents</i>)	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part III. Additional Intermediary Information (applicable only if the intermediary is a corporation or other business entity)	a. Additional trade name(s)		
	b. Who are the owner(s) or shareholder(s)?		
	c. Who are the principal officers and directors? [<i>Note: Request available curriculum vitae for each individual, which will provide a useful check for previous government employment as well as qualifications for the applicable industry.</i>]		
	d. How many employees work for the intermediary?		
	e. What are the intermediary's approximate annual revenues?		
	f. Is the intermediary affiliated with any other business entity?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	g. If question "f" is answered "Yes," then list the affiliates.		
	h. Are the principal officers and directors of the intermediary affiliated with another company?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	i. If question "h" is answered "Yes," then list the officer(s) and/or director(s) and the affiliated company.		
	j. Who are the key employees of the intermediary that will perform work for the Company?		

Part IV. Sub-agents / contractors of Intermediary	a. Will the intermediary hire additional third parties, including subagents, consultants, or sales representatives?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	b. Are commissions or success fees paid to these additional third parties/sub contractors?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	c. Has the intermediary conducted due diligence on these third parties/ sub contractors?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	d. If applicable are the due diligence files maintained and are they thorough (e.g., public-record searches, personal interviews, embassy checks)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	e. Does the intermediary require that third parties sign representations and warranties regarding anti-bribery compliance?	<input type="checkbox"/> Yes	<input type="checkbox"/> No



	f. Are there any anti-bribery “red flags” in the intermediary’s third-party dealings (e.g., third-party has reputation for unethical conduct, third-party lacks staff/expertise to perform the contracted-for work, third party has family or business ties to government officials)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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Part V. Compensation	a. Describe the compensation arrangement for the intermediary.		
	b. Will the intermediary be paid a special commission or success fee?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	c. Is the proposed compensation fair, reasonable and comparable for the services rendered?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If question “c: is answered “No,” then explain why.		
	d. Is the proposed compensation fair, reasonable and comparable for the proposed <u>services</u> ?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If question “d” is answered “No,” then explain why.		
	e. Will the intermediary also receive reimbursement of expenses?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If question “e” is answered “Yes,” then will the intermediary document expenses?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	f. Where is the intermediary to be paid?		
	g. Are payments to be made outside the country where a substantial portion of the services is rendered?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If question “g” is answered “Yes,” then what is the justification for the payment arrangement?			

Part VI. Background Information/ Reference Checks	a. Was the intermediary recommended by a third party?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If question “a” is answered “Yes,” then list the third party.		
	b. Have you contacted the references listed by the intermediary on the Due Diligence Questionnaire?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	c. Did each reference favorably vouch for the intermediary’s integrity and reputation for ethical conduct?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	d. Outline the views provided by each reference (or attach if provided in writing). <u>Reference 1:</u> <u>Summary:</u> <u>Reference 2:</u> <u>Summary:</u>		

Part VII.	a. Do you know or have any reason to believe that there is any benefit	<input type="checkbox"/>	<input type="checkbox"/>
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Connection with Government Officials	that a government official could gain as a result of the relationship with this intermediary?	Yes	No
	Do you know or have any reason to believe the intermediary:		
	b. Is, or within the last year was, a government official?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	c. Has a close family member who is, or in the last year was, a government official?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	d. Has close relationships with a government official?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	e. Employs anyone who is, or within the last year was, a government official?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	f. Has given or promised to give anything of value (including lavish entertainment or gifts), directly or indirectly, to any government official for the purpose of influencing the official?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If the intermediary is a corporation or other business entity, then answer the remaining questions, otherwise leave blank:		
	g. Is the intermediary party owned or controlled directly or indirectly, by anyone who is, or within the last year was a government official?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	h. Does any non-U.S. national, provincial, or local government, including any governmental department, agency or instrumentality:		
	Hold 25% or more of the issued shares in the intermediary?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	Exert control over influence or otherwise participate in the day-to-day management or operations of the intermediary?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	Have the power to nominate or appoint members to the intermediary's board and/or management?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

The person whose signature appears below is authorized to certify on behalf of Candidate that the foregoing is true and correct.

The information provided above is, to the best of my knowledge and belief, accurate, current and complete. I agree to make prompt notification of any material changes to the information provided herein.

(Signature)

(Printed or Typed Name)

(Title)

(Date)



TO BE COMPLETED BY THE Compliance Officer:

This Candidate is (circle one):

APPROVED REJECTED

(Signature of Compliance Officer)

(Printed or Typed Name of Compliance Officer)

(Date)



Application Consent Form

(To be signed by authorized signatory / contact person for Intermediaries)

The review process is detailed and requires us to ask questions about sensitive matters. Please know that this is our standard review and that nothing is implied by the nature of these questions. At the same time, a reputational review ultimately requires the application of judgment, in light of all available facts, many of which are provided to us on a confidential basis. As such, agreeing to participate in this review process, as evidenced by your signature below, represents your agreement that:

- We may contact all business references provided by you.
- We may contact companies not listed by you with respect to their current or past experience with you or your company.
- We may store and move your information electronically. We will maintain a secure server consistent with appropriate data privacy protection.
- You will alert us to material changes to your information during the review process and after engagement, if any.
- You agree that we bear no liability for alleged damages arising out of delays in the review process or for a decision not to engage the Candidate.
- You have the authority to bind your company.

(Signature)

(Printed or Typed Name)

(Date)



Appendix B

Request for Authorization of Government Official Travel and Lodging

All personnel must use this form to request approval before offering or providing travel and related expenses for any Government Official.

The Company will not pay travel or related expenses for Family Members or other Close Business Associates of a Government Official. Spouses may accompany a meal provided that both of the following conditions are met: (1) The spouse has paid for his/her own travel; and (2) the meal is below the value limits established by the FCPA Policy. Exceptions to this rule require written approval, in advance, from the Compliance Officer and Chief Financial Officer.

1. To whom is the travel being offered?

Name	Position	Organization/Company

2. Date(s) of proposed travel and lodging

3. Destination

4. Proposed Expenditures
(Specify the name(s) of the person(s) for whom each expenditure is proposed.)

Flights	
Cost	
Class Details (economy/business/first)	
Journey Details (describe route)	

Train	
Cost	
Class Details (economy/business/first)	
Journey Details (describe route)	

Rental Car/Taxi Vouchers	
Cost	
If rental car, length of rental period	
If taxi vouchers, number to be issued	



Hotel	
Name	
Cost	
Duration Details (number of nights)	

Other	
Additional Expenses	

5. Business Purpose of the Proposed Expenditures
6. Were these travel expenditures requested by anyone?
- YES NO

If yes, please identify the person requesting the travel expenditures by name, title and organization.

Requested By: _____

Date: _____

APPROVED REJECTED (CIRCLE ONE)

(Signature)

(Printed or Typed Name)

(Date)

(Compliance Officer)

APPROVED REJECTED (CIRCLE ONE)

(Signature)

(Printed or Typed Name)

(Date)

(Chief Financial Officer)



Appendix C

Due Diligence Checklist for Donee

This checklist is to be completed by the CSR Committee and approved by the Compliance officer and CEO. This checklist is meant to provide a framework for collecting information about potential donee.

Part I. General Information	a. Name
	b. Address
	c. Telephone and Facsimile Numbers
	d. Website Address
	e. E-mail Address
	f. Legal Representative
	g. Type of Enterprise
	h. Permanent Account Number
	i. GST Registration Number
	j. Registration number & certificate validity date under Section 80G of Income tax:
	k. What is the donee's country of citizenship (for entities, list country with principal place of business)?

Part II. Sub-agents / contractors	a. Are any PEP (Politically Exposed Person) or Govt official are on donee's board/ or trustee or a direct/ indirect beneficiary.	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	b. Will the donee hire additional third parties, including subagents, consultants, or sales representatives?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	c. Has the donee conducted due diligence on these third parties/ sub contractors?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	d. Does the intermediary require that third parties sign representations and warranties regarding anti-bribery compliance?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part III. Compensati on	a. Describe the compensation arrangement for the Donee		
	b. Will the donee also receive reimbursement of expenses?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If question "b" is answered "Yes," mention the then will the intermediary document expenses?		

Part IV. Donee Relationship	a. Is there a proposed contract with the donee, or other written document describing the proposed relationship?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If the above question was answered "Yes," then attach the relevant contract or document. If "No," explain why.		
	Is there any pre- existing relationship with the donee?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If the above question was answered "Yes," then attach the relevant contract or document including an explanation of how the proposed relationship will not cause any conflict of interest.		



The person whose signature appears below is authorized to certify on behalf of Donee that the foregoing is true and correct.

The information provided above is, to the best of my knowledge and belief, accurate, current and complete. I agree to make prompt notification of any material changes to the information provided herein.

(Signature)

(Printed or Typed Name)

(Title)

(Date)



TO BE COMPLETED BY THE Compliance Officer:

This Candidate is (circle one):

APPROVED REJECTED

(Signature of Compliance Officer)

(Printed or Typed Name of Compliance Officer)

(Date)