



Anti-Bribery and Corruption Policy

One 97 Communications Limited

Version	Effective Date
1.0	October 17, 2014
1.1	July 20, 2020
1.2	July 10, 2021
1.3	January 19, 2024

1. Statement of Policy and Applicability

One 97 Communications Limited and its subsidiaries and affiliates, who have formally adopted this Policy, for the purpose of this Anti-Bribery and Anti-Corruption (ABAC) Policy (hereinafter referred to as “**Policy**”) are referred to as “**One 97**” or the “**Company**”.

One 97 and its management is committed to the highest level of professional and ethical standards in the conduct of its business. It has zero tolerance for bribery and corruption in any form, whether directly or indirectly.

This Policy applies to all Stakeholders (as defined below) and lays out the guiding principles for all Stakeholders in order to ensure compliance with Applicable Laws in all dealings, transactions and expenses for and/or on behalf of One 97. The Company expects all the Stakeholders to adhere with this Policy.

2. Persons Responsible for this Policy

The Company’s General Counsel is responsible for maintaining and implementing this Policy, and shall provide reports to the Audit Committee (who shall, as representative of the board of directors, have the responsibility for monitoring the effectiveness and reviewing implementation of this Policy) of the Company about the status of the Company’s anti-corruption compliance efforts. The General Counsel is authorized to (i) delegate to team members the day-to-day Policy functionalities; and (ii) approve exceptions to the Policy as warranted; any such exceptions must be documented. Stakeholders may reach out to the General Counsel for all approvals, clarifications, queries or disclosures relating to this Policy at the contact coordinates set out below:

General Counsel, One 97 Communications Limited, Skymark One, Tower-D, Plot No H-10 B, Noida, Uttar Pradesh 201301; *or* e-mail ID: abac@paytm.com

The term General Counsel as used in the succeeding paragraphs of this Policy shall include by reference such officials of the Company who are delegated day-to-day functionalities for implementing this Policy.

3. Important Definitions

The following capitalised terms used in the Policy shall have the meanings ascribed to them below:

- (i) **Anything of Value:** “Anything of Value” covers almost all forms of benefit, which includes but is not limited to:
- provision of cash or cash equivalents (such as pre-loaded cards or payment instruments, gift cards etc.), loans, gifts, prizes, sponsorships etc;
 - offering favourable terms/discounts on a product or service;
 - offering personal favours, including offers of employment (including future employment), either to an individual or any of his/her relatives;

- providing entertainment/hospitality, such as paying for or subsidising travel, hotel or restaurant bills, living expenses, costs of trips or resort stays, discounted or free premium tickets to sports/entertainment events etc.;
- making political donations;
- bestowing any Undue Advantage i.e. gratification (in any form, pecuniary or otherwise) other than any legitimate consideration, fee or remuneration etc.

(ii) **Applicable Laws:** All national / international laws and regulations relating to bribery and corruption and allied laws, which may be applicable to the Company and all Stakeholder(s) in places where the Company has or may carry out official work.

(iii) **Bribe/Bribery:** To “**bribe**” or “**bribery**” means directly or indirectly indulging in any corrupt practice by offering, promising, giving, accepting, authorizing, soliciting, deriving or acquiescing to ‘Anything of Value’ (including an offer thereof) irrespective of location(s) or making a *quid pro quo* arrangement, in violation of Applicable Laws, to an individual, a Government Official(s) or a Government Entity(s), or to an employee of a Commercial entity or Government entity for the purpose of obtaining or retaining business, to win or retain a business/commercial advantage, or to influence a decision regarding One 97 or otherwise in violation of the Applicable Laws.

Illustrative examples of bribe may include (i) payment of cash, inflated commissions, fake consultancy arrangements, unauthorized rebates/discounts, kickbacks, or expensive gifts; or (ii) Facilitation Payments (as defined below).

(iv) **Commercial Entity:** Any non-governmental (whether domestic or foreign) entity, commercial corporations, business or institution with whom One 97 has executed a business agreement or with whom the Company is contemplating or evaluating a business relationship and includes their employees and officers.

(v) **Facilitation Payment:** Offering, bestowing or giving ‘Anything of Value’ to a Government Official, in order to secure or speed up any discretionary or non-discretionary government action, such as:

- issuing / obtaining permits and licenses;
- processing passports, visas or work orders etc.

(vi) **Government Official:** “Government / Public Official”, for the purposes of this Policy, shall include:

- An officer or employee, regardless of rank, of (a) any national, state or local government agency or department, including but not limited to the police and other law enforcement authorities, customs officials, tax officials, issuers of government permits / approvals / licenses and/or immigration officials; (b) an inter-governmental international organization; or (c) business or commercial enterprise or entity that is owned or controlled in whole or in part by any government agency;
- A political candidate or a political party or any officer or employee of a political party;
- Any private person acting in an official capacity for or on behalf of any government or public international organization;
- Members of the judiciary and officers of court(s);

- Any person recognized to be a 'public servant' or public official under the Applicable Laws.
- Family members and close business associates of any of the individuals specified above. (A family member of a Government Official shall mean a spouse, sibling, parent or child of the Government Official. A close business associate of a Government Official includes all persons who have any common financial interest or significant personal relationship with the Government Official and includes current or former partners, co-owners, joint-venture partners, or co-investors with, or consultants or advisors to, the Government Official.);

(vii) **Government Entity:** A Government/Public Entity for the purposes of this Policy shall include any office, agency, subdivision or other body of any national, state or local government, including government committees or commissions and regulatory agencies, any Court or government-controlled businesses, corporations, companies or societies or an inter-governmental international organization.

(viii) **Stakeholders:** Stakeholders refers to and includes internal as well as external stakeholders of One 97:

- (a) **Internal Stakeholder(s)** include member(s) of the Board of Directors of One 97, employee(s), which includes permanent, fixed-term/ contractual, or temporary employees as well as interns and project trainee(s).
- (b) **External Stakeholder(s)** includes any individual or entity, including but not limited to merchants, sellers, consultants, customers, Commercial Entity(ies), vendors, donees, or Intermediaries working or acting or performing services on behalf of and/or for One 97 [and their respective employees, representative(s) or agent(s)], and Governments Official(s).
- (c) **Intermediaries** means and includes any agent, service provider, consultant, lawyer, accountant, customs brokers, freight forwarder, lobbyist, distributor, contractor, vendor, supplier, retainer, who is engaged or retained to assist the Company in any function of the business that requires or involves interaction with any level of Government or Government / Public Official in any of the countries in which the Company operates.

4. Prohibition on Bribery and Facilitation Payments

One 97 prohibits Bribery and Facilitation Payments in all forms. The Company strictly prohibits Stakeholders to offer, promise to offer, accept, solicit, abet or authorize a corrupt practice, to pay Bribe to any Government Official or Commercial Entity, directly or indirectly, to improperly influence their official acts or decisions, or to obtain or retain business/commercial advantage for Company or for any other person or entity, or to secure any improper advantage, or personal gain, or to otherwise violate (or abet the violation of) the Applicable Laws in any manner.

5. Books, Records and Internal Controls

One 97 shall implement requisite internal controls to prevent and detect potential violations of this Policy or of Applicable Laws and regulations. All Internal Stakeholders must completely and

accurately document the amount of all transactions, including payments made on behalf of or expenses incurred by One 97, in accordance with Applicable Laws.

One 97 mandates all External Stakeholders to prepare and maintain, accurate records and adequate documentation for all transactions, to avoid any non-compliance with One 97's ABAC Policy and any other related policies, as well as Applicable Laws.

6. Compliance with Anti-Bribery and Anti-Corruption Policy

All Stakeholders are required to comply with this Policy, at all times. To this end, all Stakeholders must read the contents of this Policy and understand the extent to which the Policy shall affect their daily work. Any questions in this regard should be directed to the One 97's General Counsel.

Any Internal Stakeholder who fails to adhere to this Policy, or authorizes or allows a subordinate to violate it, shall be subject to appropriate disciplinary action, including potential demotion or dismissal. One 97 also reserves the right to terminate its contractual relationship with and/or initiate such other further action(s) as deemed appropriate or required under Applicable Laws against any External Stakeholder who violates any Applicable Law or the provisions of this Policy.

7. Review of Business Expenditures and Policy Framework on Gifts, Hospitality and Entertainment

One 97's Finance team shall review the transactions expenditure claims by Internal Stakeholders thoroughly, specifically related to travel and entertainment/hospitality, gifts, donations, etc. and shall have right to refuse payment or reimbursement of any expenditure that appears unreasonable/suspicious, despite it having been previously approved by the relevant functional head.

All business expenditures must:

- be incurred in the ordinary course of business and backed by accurate documentation, without requiring anything in return, or without creating the impression that the Company expects something in return as a "*quid pro quo*";
- not be incurred if the same in any manner could encumber the independence/agency of the person/entity who is the beneficiary of the business expenditure;
- be permissible under the policies and procedures stipulated by the recipient's employer, as well as any Applicable Law, and should be reasonable and appropriate given the circumstances; comply with One 97's 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.

Any person authorized to approve such business expenditures, should be mindful of the above principles while considering a request for approval of such business expenditures, especially in case of expenditures involving Government Officials. In case of any doubts regarding the legal permissibility of such expenditures, the approving authority may seek guidance from the General Counsel.

A. Gifts

One 97 permits giving or receiving of gifts by the Stakeholders, directly or indirectly, of a modest value, subject to approval matrix and guidelines stated below:

Gifts to Commercial Entities	Gifts to Government Officials	Approving Authority
Up to INR 8,000 (or equivalent amount, if incurred in Foreign Currency) per person	Up to INR 4,000 (or equivalent amount, if incurred in Foreign Currency) per person	Head of Department (for gifts to persons engaged/employed with Commercial Entities) Head of Department & General Counsel (for gifts to Government Officials)
INR 8,000 to INR 16,000 (or equivalent amount, if incurred in Foreign Currency) per person	INR 4,000 to INR 8,000 (or equivalent amount, if incurred in Foreign Currency) per person	Head of Department & General Counsel
Above INR 16,000 (or equivalent amount, if incurred in Foreign Currency)	INR 8,000 (or equivalent amount, if incurred in Foreign Currency) & above per person	Prohibited, exceptions may be approved by General Counsel
<i>Note: The limits prescribed above are applicable for gifts given to a person/financial year and will be subject to Applicable Laws.</i>		

One 97's Internal Stakeholders can receive gifts, subject to limits stipulated for Commercial Entities in the Table above, in their professional capacity from External Stakeholders. The gift should be made as a courtesy or token of regard or esteem and should be given openly and transparently.

Gifting Guidelines

- Giving and receiving of gifts on certain occasions including festivals, such as Diwali, Christmas, Eid, etc. is permissible basis the above-mentioned approval matrixes. Any gifts exchanged must comply with the Applicable Law.
- Gifts must be *bona fide* and given or received in the normal course of business and nothing should be expected in return.
- Gifts should be moderate (Note: Cash and/or bullions are not allowed) and should not be lavish, extravagant and frequent.
- Gifts should not be designed / given / received to influence the judgment or encumber the independence of the person receiving the said courtesy.

B. Business Hospitality & Entertainment

One 97 does not prohibit receiving or giving of reasonable business-related hospitality (includes meals only), provided such hospitality or entertainment, is reasonable, appropriate, modest, and *bona fide*. Such business hospitality or entertainment must always be approved at the appropriate level of Company management i.e. the concerned HOD, SMP or any KMP or the General Counsel.

One 97's Internal Stakeholders can receive reasonable, appropriate, modest, and *bona fide* hospitality/entertainment in their professional capacity from the Company or Commercial Entities or Government Officials. Such hospitality/entertainment should be extended as a courtesy or token of regard or esteem and should be given openly and transparently. While extending hospitality towards Government Officials, due care should be taken that the same is not in violation of the Applicable Laws. In case of any doubts regarding permissibility, please consult the General Counsel.

One 97's Internal Stakeholders may also attend business events sponsored by External Stakeholders which enable opportunities for learning, engagement and business development, subject to approval from their respective HOD, who may consult the General Counsel if they deem appropriate to seek guidance.

Guidelines for Hospitality / Entertainment

- Hospitality in the form of meals and refreshments may be provided in connection with business meetings, or as a courtesy or token of regard or esteem and should be extended openly and transparently.
- Notwithstanding the aforesaid, no hospitality shall be extended nor any entertainment expenses be incurred in respect of massage, sauna, adult entertainment, gambling, any other illegal or immoral entertainment and any entertainment that may (potentially) damage One 97's reputation.

C. Travel and Accommodation for Government Officials

The Company discourages payment of expenses relating to travel and accommodation of Government Officials except in exceptional circumstances when (i) such travel relates directly to the Government Official's execution or performance or discharge of their official duties; (ii) is permitted under the rules governing the employment of the said Government official(s); and (iii) is pre-approved by the Chief Compliance Officer or General Counsel of One 97. Such expenses shall be reasonable, *bona-fide* and properly documented.

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

A. Political Contributions

One 97 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, and to donees that are onboarded in accordance with the prescribed due diligence questionnaire, enclosed as Annexure 1 to this Policy.

All such Contribution(s)/ donation(s) must be made in line with Applicable Laws and after receiving a written approval from the 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 *bonafide* objectives and be pre-cleared with the concerned HOD or Senior Management Personnel (SMP/KMP) or General Counsel. Such activities or expenses would be governed by written sponsorship agreements and would be closely monitored by the Company to ensure that these payments are not used in an inappropriate or illegal manner. Additionally, necessary background checks / verification shall be conducted before executing the sponsorship agreements.

D. Fines and penalties

In case any fines or penalties are imposed on the Company by a Government Entity in connection with operations of the Company, which the Company does not wish to challenge/appeal before the courts of law or appellate authority, the copy of such notice for fines and penalties should be sent to the Finance team. Upon respective approvals from the relevant Head of Department and the Chief 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 cheque (only in exceptional cases should the amount be paid in cash) and a written acknowledgement/receipt of the payment shall be obtained. A copy of the written acknowledgement/receipt shall be sent to the General Counsel for records.

9. Dealing with Government Officials

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

One 97 allows merit-based engagement with or hiring of services of ex-Governmental Officials, subject to compliance with the prescribed applicable Standard Operating Procedure administered by One 97's Corporate Development department.

B. Inspections

Every time a Government Official arrives at a Company premises including the corporate, regional or sales office to conduct an inspection, Company employees should cooperate with the conduct of any such legitimate inspection.

A log must be maintained on site at the Company premises, 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 /Intermediaries

One 97 engages with third party(ies) including Intermediaries for legitimate business purposes and on commercially justifiable terms.

Third parties/Intermediaries can put the Company at risk if they do not follow ethical business practices. All contracts with third parties must be in writing and detailing the scope of work, must be legally vetted and executed between the parties. Every contract must also include appropriate 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/ commitments to the Company. In case a third party refuses to sign-off the anti-corruption verbiage, it should not be appointed or retained to work with One 97. The Legal & Compliance Department is responsible to ensure that all the agreements have appropriate Anti-Bribery and Anti-Corruption clauses.

All potential Intermediaries shall be required to undergo prescribed due-diligence (enclosed as Annexure 2 to this Policy) and shall be onboarded subject to satisfactorily clearing the same.

11. Trainings, Monitoring and Review of the Policy

A. Training

All Internal Stakeholders shall be required to participate in the Anti-Bribery and Anti-Corruption training sessions mandatorily once in every financial year. The Company shall also endeavour to conduct Anti-Bribery and Anti-Corruption training sessions for Intermediaries engaged by it.

B. Monitoring & Review

Internal Stakeholders shall 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 Internal Stakeholders receive / undergo the annual training, and records of the attendance of the training sessions and acknowledgment/sign offs by the Internal stakeholders shall be maintained.

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 and regulations.

Not reporting the instances of violations of this Policy or of the Applicable Laws on timely basis may, in some cases, potentially expose the Company to legal action. All Stakeholders 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 Vigil 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 Vigil 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 can be accessed 24 hours a day, seven days a week. For every Protected Disclosure made through the aforementioned reporting channels. A case 'Report Key'/reference number will be provided to the complainant/whistle-blower, which can be used for further communication like providing additional information or knowing the status of the concern. One 97 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 Blower 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 received through the Vigil/Whistle Blower Mechanism or any potential violation of this Policy or of Applicable Laws reported to any Internal Stakeholder shall immediately be forwarded for investigation by the concerned team.

The Company will timely investigate all the complaints. The investigators shall ensure compliance with all the regulatory requirements during the course of investigation.

C. Disciplinary Action on Non-compliance

After the completion of the investigation, the investigation report shall be finalised, and the Company shall initiate disciplinary actions (as appropriate) based on the findings and recommendations of such report. The disciplinary action(s) may include a verbal warning, written warning, suspension (with or without pay), pay reduction, demotion, withholding of perquisites like bonus etc. leading up-to dismissal or termination of the suspect, initiation of appropriate legal proceedings, recovery of damage or loss to Company, penalties imposed by authorities including fines and imprisonment etc.

13. Waiver and Amendment of the Policy and Grievance Redressal Mechanism

One 97 is committed to continuously review and update the ABAC policies and procedures based on requirement(s), material learnings and any changes in Applicable Laws, or when One 97 enters any new market/ sector/ country or in case of enhanced risk environment. It is clarified that applicable changes in any Applicable Law will immediately come into force and prevail, irrespective of amendment of the Policy.

Anyone who wants to raise grievance relating to this Policy, regarding contents or provisions hereof, should reach out to the General Counsel at abac@paytm.com.