

One 97 Communications Limited

Anti-Bribery and Anti-Corruption Policy

Version 1.4

Version	Date of Board Approval	Effective Date
1.0	July 10, 2021	July 10, 2021
1.1	January 19, 2024	January 19, 2024
1.2	November 4, 2025	November 4, 2025
1.3	March 26.2026	March 26, 2026
1.4	May 6, 2026	May 6, 2026

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 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.

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 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 any 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

NOTE: 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 all forms of benefit or 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, which may be applicable to the Company and Stakeholder(s) in places where the Company, its subsidiaries and affiliates have 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 a business/commercial advantage, or to influence a decision regarding One 97.
- (iv) **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;
- (v) **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 or Government Entity;
 - 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);
 - Relatives (as defined under the Companies Act, 2013) and close business associates (all persons who have any common financial interest or significant personal relationship) of any of the individuals specified above.
- (vi) **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.
- (vii) **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 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.

5. Books, Records and Internal Controls

This Policy requires that all expenditures made by the Company or its personnel are accurately reflected in its financial records and that all payments made with funds of the Company, or on its behalf, are properly authorized and recorded. The Company Personnel must follow all applicable Company policies and practices in this regard. All payments must be supported by appropriate documentation, clearly identifying the recipient, amount, business purpose, and proper authorization.

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 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 or further action(s) as deemed appropriate or required under Applicable Laws against any Stakeholder who violates this Policy.

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

All business expenditures must be incurred in the ordinary course of business for legitimate reasons (without creating the impression that the Company expects something in return as a “*quid pro quo*”) and backed by accurate documentation.

One 97’s Finance team shall review the 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.

A. Gifts

One 97 permits giving or receiving of gifts by Internal 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) <i>per person</i>	Up to INR 4,000 (or equivalent amount, if incurred in Foreign Currency) <i>per person</i>	Head of Department
INR 8,000 to INR 16,000 (or equivalent amount, if incurred in Foreign Currency) <i>per person</i>	INR 4,000 to INR 8,000 (or equivalent amount, if incurred in Foreign Currency) <i>per person</i>	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 <i>per person</i>	Only as per exceptions 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/received openly and transparently.

Gifting Guidelines

- Gifts must be *bona fide* and given in the normal course of business and nothing should be expected in return.
- Cash and/or bullions (save and except festive gifts, such as deity images in silver coins) are not allowed as gifts.

B. Business Hospitality & Entertainment

One 97 does not prohibit receiving or giving of reasonable business related hospitality (includes meals, sweets/snacks, and beverages only), provided such hospitality or entertainment, is reasonable, *bona fide* and extended openly and transparently. 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 and *bona fide* hospitality in their professional capacity from the Company or commercial entities or Government Officials. Such hospitality should be in the course general courtesy and should be given/ availed transparently.

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).

No hospitality shall be extended nor any entertainment expenses be incurred in respect of illegal or immoral activity 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 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 after requisite due diligence. All such Contribution(s)/ donation(s) must be made in line with Applicable Laws and after receiving approval from the CSR Committee of the Company.

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

The 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). Such activities or expenses should ideally be governed by applicable Company policy and should be monitored by the Company to ensure that these payments are not used in an inappropriate or illegal manner.

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 General Counsel, 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 and a written acknowledgement/receipt of the payment shall be obtained.

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 stipulated Standard Operating Procedure administered by One 97's Corporate Affairs department.

B. Inspections

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

9. 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 detail 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 similar anti-corruption undertakings from the said sub-contractor(s). 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.

10. 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.

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.

11. 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 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 / 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 the investigating teams/KMPs/SMPs. 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 / Whistle Blower Mechanism, following channels of communication are available for reporting :

Email: whistleblower@paytm.com

Form Link:

https://script.google.com/a/macros/paytm.com/s/AKfycbwdu4Kvp6oC7Uk_wtHer1I5IMD7X6kG6GXFKefwBjA2Ule9VwzSe78sRkuHhf-OzHUU/exec

B. Investigation

Complaints received through the Vigil/Whistle Blower Mechanism or any reports of potential violation of this Policy or Applicable Laws shall immediately be forwarded for investigation by the concerned team. The Company will timely investigate all the complaints in line with Vigil Mechanism /Whistle Blower Policy.

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 basis requisite approvals from the Disciplinary Committee qua the investigation recommendations.

12. 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. 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.