



Anti-Bribery and Corruption Directives

Apart from whatever stated in the Code of Conduct, all the Directors and employees are required to follow and comply with the Anti Bribery and Corruption Directive.

1. Introduction and policy statement

- 1.1. This document forms the anti-bribery and corruption directive of the company and its subsidiary company (collective ACCL). All directors and employees must observe this directive at all times.
- 1.2. This Directive constitutes a minimum standard. It must be complied with in any country in which ACCL does business even when the ACCL Directive is stricter than the anti-bribery laws that are applicable, including both applicable local laws and those laws with extraterritorial application. However, when applicable anti-bribery laws are stricter than this Directive, such laws must be complied with. In any case of doubt or questions, employees (as defined below) must contact their Head of Dept. and /or the unit head and/or the compliance officer or legal counsel for advice.
- 1.3. It is ACCL's policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and we are dealings and relationships, wherever we operate. we are also committed to implementing and enforcing effective system to counter bribery.
- 1.4. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate.
- 1.5. The purpose of this directive is to:
 - a. Set out our responsibilities, and of those working for ACCL, in observing and upholding our position on bribery and corruption; and
 - b. Provide information and guidance to those working for ACCL, whether directly or indirectly , on how to recognize and deal with bribery and corruption issues.
- 1.6. Bribery and corruption offences are punishable for individuals with rigorous imprisonment terms and if we, as an organization, are found to have taken part in contracts and face very significant fines, be excluded from tendering for public contracts and face very severe damage to our reputation. Therefore, it is imperative that we, both individually and collectively, take our legal responsibilities very seriously.
- 1.7. When we refer to third party in this directive we mean any individual or organization you come into contact with during the course of your work, and includes actual and potential clients, customers suppliers distributors business contacts , agents, advisors and intermediaries , representatives and officials , politicians and political parties.

2. Scope of application

- 2.1. This directive applies to all ACCL directors and employees whether permanent fixed-term or temporary and wherever located including management trainees. Collectively under this directive we refer to this group of individuals as directors and employees of the company.
- 2.2. This directive applies to bribery and other corrupt practices both in relation to government officials (public) and private parties (private bribery).

3. Your responsibilities

- 3.1. You must ensure that you read, understand and comply with this directive and any guidance notes issued in relation to it.
- 3.2. The prevention detection and reporting of bribery and other forms of corruption are the responsibility of all those working for ACCL or under its control. Each director and employee is required to avoid any activity that might lead to or suggest a breach of this directive.
- 3.3. You must notify your head of department and /or unit head and/or the compliance officer or legal counsel or use the escalation protocols under the company's fraud risk management policy (i.e. whistle blowing system) as soon as possible if you believe or suspect that a breach of this directive has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with ACCL or indicates to you that a gift or payment is required to secure their business or offered to secure ACCL's business. Further "red flags" that may indicate bribery or corruption are set out in the schedule to this directive.
- 3.4. Any employee who breaches this directive will face disciplinary action, which could result in dismissal or termination for gross misconduct.

4. Bribery

4.1. A bribe is an inducement or reward offered, promised or provided in order to gain or retain any commercial, contractual, regulatory or personal advantage. It includes any financial or other advantage given or requested for the improper performance of a public function or business activity.

4.2. It is a criminal offence to offer, promise or give a bribe, or to request, agree to receive or accept a bribe.

Examples:

Offering a bribe (active bribery)

- You arrange for the business to make a payment to a domestic or foreign official to obtain a permit/licence/tender for which you or ACCL does not qualify under the specific circumstances. The offence of bribing a public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.
- You offer a potential client tickets to a major sporting event, but only if they agree to do business with us. This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe (passive bribery)

- A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in your organization to ensure that he secures an order and/or contract and/or for continuance of business with them. It is an offence for a supplier to make such an offer.

It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

5. Gifts and hospitality

5.1. This directive does not prohibit reasonable and appropriate hospitality (given and received) to or from third parties.

Receiving gifts

5.2. You are prohibited from accepting a gift from a third party, if:

- a. It includes cash; or
- b. The value of the exceeds the equivalent in local currency of INR 5000 and your head of department directs that the gift must be declined.

5.3. A written record of all gifts offered of more than the Indian Rupee equivalent of INR 5000 must be maintained by the head of department documenting:

- a. The name and other details of the third party who offered the gift;
- b. The date of receipt;
- c. The head of department's decision as to whether the gift can be accepted;
- and
- d. The reason for the head of department's decision.

5.4. any attempt to bribe must immediately be reported to your head of department and/or unit head and or compliance officer or legal counsel.

5.5. No director and employee and /or his or her family shall accept, directly or indirectly , any money , gifts, or invitations that are or may be intended to influence his or her actions or judgement in making decisions in relation to business of ACCL or which may lead the giver to think that he or she may benefit in some form.

5.6. The giving of gifts is not prohibited, if the following requirements are met:

- a. It is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage or in explicit or implicit exchange for favours or benefits;
- b. It complies with local laws;
- c. It is given in the name of ACCL, not in your name;
- d. It does not include cash or a cash equivalent (such as gift certificates or vouchers);
- e. It is appropriate in the circumstances. For example, in many countries it is customary for small gifts to be given ahead or in the course of certain festive periods.
- f. Taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- g. It is given openly, not secretly;
- h. Gifts should not be offered to government officials or representatives, or politicians or political parties, without the prior approval of the chief executive officer & managing director of your company.

Hospitality

- 5.7. the acceptance of invitations to business lunches, dinners, concerts, sporting or other similar events, in the ordinary course of business are acceptable but should be notified to your head of department and/ or the unit head.
- 5.8. You must not give or receive any hospitality expect that, or which might give the impression that, you might personally benefit from it, either directly or indirectly.
- 5.9. It is not acceptable for you (or someone on your behalf) to:
- a. Give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
 - b. Accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
 - c. Accept payment from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by ACCL in return;
 - d. Threaten or retaliate against another employee who has refused to commit a bribery offence or who has raised concerns under this directive; or
 - e. Engage in any activity that might lead to a breach of this directive.
- 5.10. Particular care must be taken when a customer or supplier who is providing or receiving hospitality is also a competitor or a potential competitor. Such contact must only occur if there are legitimate business reasons for it and such hospitality should not exceed that which might generally be considered as standard business practice. There can be no reason to accept hospitality from, or entertain, anyone who is just a competitor.

Note: In case of doubt, whether a gift or hospitality can be given or accepted, the test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable and whether the integrity or reputation of AC and its associate companies would be damaged in any way if any details of the hospitality or gift were made public.

6. Facilitation payments

- 6.1. Facilitation payments are typically small, unofficial payments, gifts or other advantages made to secure or expedite a routine government action by a government official.
- 6.2. All directors & employees must avoid any activity that might lead to or suggest that a facilitation payment will be made or accepted by ACCL.
- 6.3. If you are asked to make a payment on our behalf of ACCL or have any suspicions, concerns or queries regarding a payment, you should raise these directly with your head of department and /or unit head and /or compliance officer or legal counsel.

7. Donations

- 7.1.no contribution must be offered or made on behalf of ACCL without the prior approval of the chief executive officer & managing director.
- 7.2.ACCL only makes charitable donations that are legal and ethical under local laws and practices and that are in accordance with the community plan of the company.
- 7.3.You must not make any contribution to political parties or individuals in order to secure political or commercial influence on behalf of ACCL. (Please see clause 18 of the code of business conduct & ethics).

8. Conflict of interest

- 8.1.employees must avoid situations where their personal interest could conflict with or even appear to conflict with the interests of ACCL.
- 8.2.a conflict of interest exists when an employee uses his or her position within ACCL for personal, financial or other benefit (or the financial or other benefit of his or her family members or other related persons) apart from the normal rewards of employment and compensation by ACCL. A conflict of interest also exists when an employee's personal interest are inconsistent with those of ACCL and create conflicting loyalties. Such conflicting loyalties could cause an employee to give preference to personal interest in situations where responsibilities of ACCL must come first.
- 8.3.if a conflict of interest arises between private interest and those of ACCL, the employee concerned shall immediately inform his or her line manager and /or head of department and /or unit head and or compliance officer or legal counsel so that an appropriate solution can be found in order for the conflict to be resolved.

9. Record keeping

- 9.1.ACCL must keep financial records and have appropriate internal controls in place where will evidence the business reason for making payments to third parties.
- 9.2.you must ensure all expenses claims relating to hospitality, gifts or expenses incurred on third parties are submitted in accordance with the expenses policy and specifically record the reason for the expenditure duly approved by the approving authority.
- 9.3.All accounts, invoices, memoranda and other documents records relating to dealings with third parties such as clients, suppliers and business contacts should be prepared and maintained with strict Accuracy and completeness. No accounts must be kept "off-book" to facilitate or concealed improper payments.

10. How to raise a concern

10.1. You are encouraged to raise concerns about an issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption or if you have any other queries these should be raised with your head of department and or used head and or compliance officer or legal counsel.

10.2. Concerns may also be reported in confidence by following the procedure set out in the Fraud risk management policy.

11. What to do if you are a victim of bribery or corruption

it is important that employees tell his /her head of department or /and unit head and or compliance officer or legal counsel or follow the procedure set out in the fraud risk management policy as soon as possible if you are offered bribe by third party, are asked to make one suspect that this may happen in the future or believe that you are a victim of another form of unlawful activity.

12. Protection

12.1. Employees who refuse to accept or offer a bribe or those who raise concerns or report and others wrongdoing are sometimes worried about possible repercussions. ACCL aims to encourage openness and will support anyone who raises genuine concerns in good faith under this directive even if they turn out to be mistaken.

12.2. ACCL is committed to sharing ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption or because of reporting in good faith there suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

12.3. If you believe that you have suffered any such a detrimental treatment you should inform your head of department and a/or unit head and all the compliance officer or legal counsel immediately who will investigate the matter in order to find a remedy.

13. Training and communication

13.1. Training on this directive forms part of the induction process for all new employees. Selected employees will receive appropriate training on how to implement and adhere to this directive.

13.2.ACCL zero tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate afterwards.

14. Who is responsible for the directive?

14.1.The chief executive officer and managing director has the overall responsibility for ensuring this directive complies with ACCL legal and ethical obligations and that all those under our control comply with it.

14.2.The compliance officer or in the absence of any such position the head of legal function of ACCL has primary and day to day responsibility for implementing this directive and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this directive.

15. Monitoring and review

15.1.The chief executive officer and Managing director and the compliance officer or in the absence of any such position the head of legal function of ACCL will monitor the effectiveness and review the implementation of this directive regularly considering its suitability adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide Assurance that they are effective encountering bribery and corruption.

15.2.Every Director and employee is responsible for success of this directive and should ensure to use it to disclose any suspected danger or wrong doing.

15.3.This directive may be amended at any time

15.4.Any comments or suggestions for the improvement of this directive and queries should be addressed to the compliance officer of ACCL Limited at the following email address ACCL@ethicalview.com

Schedule: Potential risk scenarios," red flags"

The following is a list of possible red flags that may arise during the course of an employee working for ACCL and which may raise concerns under various anti bribery laws.

If an employee Encounters any of these or other red flags he /she must report them promptly to his/ her head of department and /or the compliance officer or legal counsel or using the procedure as set out in the fraud risk management policy.

- You become aware that our third party engages in or has been accused of engaging in improper business practices.

- You learn that a third party has a reputation for paying bribes or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with government officials.
- A third party insist on receiving a commission of E payment before committing to sign up to a contract with ACCL or carrying out of government function or process for ACCL.
- A third-party request payment in cash and /or refuses to sign up for more commission of agreement or to provide an invoice or receipt for a payment made
- A third-party request that payment is made to a country or geographic location different from where the third party resides or conducts business
- A third party request an Unexpected additional fee or Commission to facilitate a service.
- A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
- A third-party request that a payment is made to overlook potential legal violations.
- A third-party request that you provide employment or some other advantage to a friend or relative.
- You receive an invoice from a third party that appears to be nonstandard or customised.
- A third party insist on the use of side letters or refuses to put terms agreed in writing
- you notice that ACCL has been invoiced for a commission of you payment that appears large given the service stated to have been provided
- A third party requests or requires the use of an agent intermediary consultant distributor or supplier address not typically used by are known to us
- You are offered and enjoy your generous gift or offered lavish hospitality by a third party.

***By orders of the board
For ACL***