



ANTI-BRIBERY AND ANTI- CORRUPTION POLICY

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1 OBJECTIVE

- 1.1 Dr. Agarwal Health Care Limited, a company incorporated under the Companies Act, 1956 (hereinafter referred as the “**Company**” or “**Dr. Agarwal’s**”) is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices and conducting business transparently, honestly and with integrity. It is Dr. Agarwal’s policy to conduct all of its business activities with honesty, integrity and vigorously enforce its business practice, wherever it operates throughout the globe. This policy should be read in conjunction with the Company’s Code of Business Conduct and Ethics.
- 1.2 Bribery is a serious criminal offence in countries in which the Company operates, including India. Therefore, we take our legal responsibilities very seriously and will uphold all laws relevant to countering bribery and corruption.
- 1.3 The purpose of this policy is to set out the Company’s responsibilities, and the responsibilities of those working for or with the Company in observing and upholding the Company’s position, on bribery and corruption in accordance with the applicable laws including but not limited to Prevention of Corruption Act, 1988, Indian Penal Code, 1860, Companies Act, 2013 and the Prevention of Money Laundering Act, 2002. This policy shall also ensure that the Company has adequate procedures in place to prevent and detect bribery and corruption.

2 TO WHOM DOES THIS POLICY APPLY?

- 2.1 This policy applies to all individuals working for **Dr. Agarwal’s** or any of its subsidiaries and affiliates anywhere in the world and at all levels and grades and third parties including but not limited to vendors, contractors, intermediaries, business partners, distributors or suppliers (collectively referred to as “**Third**

Parties”).

- 2.2 This includes directors, officers, employees (whether permanent, fixed- term or temporary), technical and other consultants, agents or any other person associated with or acting on behalf of **Dr. Agarwal’s** wherever located (collectively referred to as **“Representatives”** in this policy) and Third Parties.

3 WHO IS RESPONSIBLE FOR THE POLICY?

- 3.1 The Board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it and for supervising the Compliance Officer (“CO”) on the administration of this policy.
- 3.2 The CO has responsibility for monitoring the use and effectiveness of this policy and dealing with any queries on its interpretation. The members of the management team at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it. The CO may delegate administrative tasks only in clerical nature to subordinates or other employees or officers, as may be necessary for the purposes of this policy however, rights relating to grant of approval, undertaking investigation/ procedures relating to redressal of complaints shall not be delegated by the CO.

4 WHAT IS BRIBERY?

- 4.1 Bribery is the most common form of corruption and can be broadly defined as the offering, promising, giving, accepting or soliciting or facilitating of an advantage as an inducement or reward for an action which is illegal or a breach of trust.
- 4.2 Bribery includes non-cash gifts, lavish entertainment or hospitality or other reward or benefit with the intention of inducing or rewarding someone to behave improperly or not to perform their function correctly or in good faith.
- 4.3 It is important to note that, it will be irrelevant whether the bribe was accepted or not, merely offering the bribe will be sufficient for an offence to be committed.
- 4.4 Bribery can be direct (e.g. you give a bribe to someone) or indirect (e.g. you get someone else to give a bribe to another person).

- 4.5 The offer or promise of any gift (including pecuniary and non-pecuniary form), hospitality, loan, fee, reward or favour or other advantage to a public official with the intention of influencing the public official in the performance of their public function, to obtain a business advantage.

In this policy, “Public Official” means:

- all “Public Servant” as defined under 2(b) of the Prevention of Corruption Act, 1988 and Section 21 of the Indian Penal Code, 1860
- any person holding a legislative, administrative or judicial office of a country, government, state, province or municipality, whether appointed or elected;
- any person exercising a public function for a country, government, state, province or municipality, including for a government agency, board, commission, corporation or other body or authority such as officers and employees of educational, scientific, social or cultural, institutions, banks, insurance companies, hospitals, dispensaries, diagnostic centres, other healthcare service providers, co-operative societies, persons empowered to prepare, publish, maintain or revise an electoral roll or to conduct an election or part of an election;
- any official or agent of a public international organization; or
- any political party or official of a political party or a candidate for public office;

5 FACILITATION PAYMENTS AND KICKBACKS

- 5.1 The Company prohibits making facilitation payments or “kickbacks” of any kind.
- 5.2 Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official (such as the issuance of permits, licences, processing visas or work permits, provision of mail pick-up and delivery etc.). Kickbacks are typically payments made in return for a business favour or advantage and can include discounts or other types of cash incentives.
- 5.3 All Representatives must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made by or on behalf of the Company.

6 GIFTS, ENTERTAINMENT AND HOSPITALITY

- 6.1 The practice of giving and accepting business gifts and taking part in corporate entertainment or undertaking speaking engagements varies between countries, regions and industries. What may be normal and acceptable in one may not be in another.
- 6.2 The test to be applied is whether in all the circumstances the gift or entertainment is reasonable and justifiable rather than lavish and extraordinary and bearing in mind that what may normally be viewed as small or insignificant in some countries can be of significant value in another. The intention behind the gift should always be considered and nothing should be specifically expected or demanded in return.
- 6.3 Prior to offering and accepting any business gift and hospitality, it must always be approved in writing by CO.
- 6.4 The giving or accepting of gifts and corporate hospitality or entertainment is not prohibited, if the following requirements are met:
- 6.4.1 prior approval of the CO is obtained for offering or accepting it and it is not done 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;
 - 6.4.2 it complies with law;
 - 6.4.3 taking into account the reason for the gift or entertainment, it is of an appropriate type and value in the applicable country/region and given at an appropriate time;
 - 6.4.4 it is given openly, not secretly; and
 - 6.4.5 it is nominal in value;
 - 6.4.6 it is not cash or cash equivalent;
 - 6.4.7 it is unconditional with no quid pro quo; and
 - 6.4.8 it is internally reported with adequate supporting documentation.

7 CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS

- 7.1 Any charitable contributions or sponsorships made or offered on behalf of the Company must be in relation to *bona fide* charitable purpose and must:
- 7.1.1 not be related to, dependent on, or made in order to win, or influence, a business deal or decision;
 - 7.1.2 be given directly to the relevant charitable organization and not to an individual;
 - 7.1.3 only be given with the prior approval of CO; and
 - 7.1.4 be given through the banking channel.
- 7.2 Prior to making the contribution, the Company will conduct due diligence on the Third Party to ensure that the recipient of any charitable contribution or sponsorship is legitimate and has substantial credentials in relation to charitable activities, in the case of a charity (if required under local laws) registered charitable organization, and that the donations or sponsorship were expensed or accounted for in an appropriate and transparent manner.
- 7.3 The recipient will be required to provide a receipt for the contribution, and confirmation of the purpose of use of funds. Upon disbursement of the contribution, the Company will have the right to monitor use, undertake audit and seek information relating to utilization of the funds so contributed.

8 POLITICAL DONATIONS

- 8.1 The Company prohibits making any contributions to Public Officials, except in accordance with laws.
- 8.2 Representatives and Third Parties must not make or offer any political contributions or donations on behalf of the Company, except in accordance with applicable laws.
- 8.3 In case a Representative and/or Third Party undertakes any such unauthorized activity, such Representative and/or Third Party will be deemed to be acting in their personal capacity or that of their own corporate organization and not on behalf of the Company and such an act will be construed as misconduct.

9 YOUR RESPONSIBILITIES

- 9.1 All Representatives and Third Parties must ensure that they have read, understood and comply with this policy.
- 9.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all Representatives and Third Parties. All Representatives and Third Parties are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 9.3 You must notify the CO at email ID thanikainathan.a@dragarwal.com as soon as possible if you believe or suspect that a breach of this policy has occurred, or may occur in the future.
- 9.4 Any employee of the Company who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.
- 9.5 The Company reserves its right to terminate contractual relationships and seek indemnification for the loss incurred by the Company on account of breach of this policy by the Representatives and/or Third Parties, if they breach this policy.

10 PROCESSING OF PAYMENTS AND RECORD-KEEPING

- 10.1 All Representatives must ensure that they report details relating to transactions undertaken by the Company in an accurate and timely manner. The books of accounts of the Company should provide the true and fair view of the Company at all times.
- 10.2 The Company must maintain and keep financial records in accordance with the prescribed accounting standards and have appropriate internal controls in place which will specify the nature of payment for any payments made to Third Parties.
- 10.3 Representatives must ensure that all expense claims are submitted in accordance with the Company's expense policy and specifically record the reason for the expenditure along with adequate supporting documentation for the expense incurred. The Company prohibits any cash transactions and prior written approval of the CO will be required under the cash usage policy

of the Company for undertaking any cash transactions.

- 10.4 All accounts, invoices, and other similar documents and records relating to dealings with Third Parties should be prepared and maintained with strict accuracy and completeness. No accounts must be kept “off-book” to facilitate or conceal improper payments, or inadequately account transactions, entering non-existent or inflated revenues, transaction volumes/ values, expenditures, assets, liabilities, cash flows, or incorrectly identified expenses or false supporting documents.
- 10.5 Prior to processing payments to any Third Party, the Company should ensure that:
 - 10.5.1 appropriate invoice has been received from the Third Party along with adequate supporting documents and pertains to the goods and/or services provided/ supplied by the Third Party;
 - 10.5.2 the payment is made to the Third Party specified in the contract executed by the Company; and
 - 10.5.3 the payment is made in accordance with the milestones set out in the contract executed between the parties.
- 10.6 Any payment should be followed by a receipt which details the nature of payment, details of the goods or services received and the invoicing entity should be the same as the Third Party with whom the Company executed a contract. Any suspicions, concerns or queries regarding a payment should be raised with the CO at thanikainathan.a@dragarwal.com.
- 10.7 Any contracts executed with, and/or payments made to Third Parties must be preceded by a due diligence exercise including but not limited to checks related to reputation, credentials, previous convictions relating to civil and/ or criminal offences and/or investigations/ proceedings initiated for fraudulent or money laundering activities and applicability of any trade sanctions on the Third Party by the Office of Foreign Assets Control of the US Treasury and sanctions list of other countries as applicable to the Company.

11 HOW TO RAISE A CONCERN

Apart from reporting to the CO at thanikainathan.a@dragarwal.com, all Representatives and/or Third Parties are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage on 91 9003444646. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the CO at thanikainathan.a@dragarwal.com.

12 WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

If you are offered a bribe by a third party, or if you are asked to make a bribe, or if you suspect that you may be asked to commit such a violation, or if you believe that you or anyone else is a victim of any form of unlawful activity, you must comply with this policy and it is important that you immediately inform and report it to the CO as soon as possible.

13 PROTECTION & REPORTING VIOLATIONS

- 13.1 The Company maintains a strict non- retaliation policy and representatives who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Company encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 13.2 The Company is committed to 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 their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. If you believe that you have suffered any detrimental treatment as a result of refusing to take part in corruption, or because of reporting concerns under this policy in good faith, you should inform your reporting manager immediately. If the matter is not remedied, you should raise the matter to the CO.

14 TRAINING AND COMMUNICATION

- 14.1 Training on this policy forms part of the induction process for all new employees, directors, officers and Third Parties. All existing

employees, directors and officers will receive regular, relevant training on how to implement and adhere to this policy.

- 14.2 The Company's robust approach to bribery and corruption must be communicated to all Third Parties at the time of execution of the contract with them and also obtain an undertaking in writing for compliance with the Company's anti-bribery anti-corruption policy at all times.
- 14.3 No Third Parties and/ or Representatives who will be dealing with Public Officials or engaged in roles of liaising with the government (directly or indirectly) on behalf of the Company should be authorized to do so without first agreeing in writing, to abide by all anti-bribery and anti-corruption laws and to abide by the requirements of this policy and will be required to submit annual certification in this regard. Each business dealing with government entities will be monitored by the legal department and in case any red flags are observed by the legal department, the same will be reported to CO.

15 MONITORING AND REVIEW

- 15.1 The CO will monitor the effectiveness and review the implementation of this policy, 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 in countering bribery and corruption.
- 15.2 The CO will report on, any non-compliance with this policy to the Board of directors of the Company at the immediate next Board Meeting of the Company.
- 15.3 All Representatives are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 15.4 Representatives are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the CO.
- 15.5 This policy will be reviewed periodically by the Company and may be amended at any time.

16 AMENDMENT OF THE POLICY

The Company is committed to continuously reviewing and updating the policies and procedures based on the learning. Any improvements identified will be made as soon as possible. Therefore, this document is subject to modification. Any amendment or waiver of any provision of this Policy must be approved in writing by the Company's Board of Directors.
