

**ANTI BRIBERY AND**  
**ANTI CORRUPTION**  
**(“ABAC”)POLICY**

**R K SWAMY LIMITED**

*(Formerly Known as 'R.K.SWAMY BBDO Private Limited' and 'R K Swamy Private Limited')*

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*(Duly approved by board of Directors of the company through meeting held on November 30, 2023)*

## **1. PREAMBLE:**

This policy emphasizes RKS and Hansa Group tolerance approach to bribery and corruption. It establishes the principles with respect to applicable Anti-Bribery and Anti-Corruption laws. The policy provides information and guidance on how to recognise and deal with bribery and corruption issues.

## **2. DEFINITIONS:**

**“Bribe” or “Bribery”** means an inducement, payment, reward or advantage offered, promised or provided to a public servant or to any other commercial party in order to corruptly gain any illegal commercial, contractual, regulatory or personal advantage. It is illegal to directly or indirectly offer a Bribe or receive a Bribe. Such bribe, when made with the requisite corrupt intent, may be anything of value such as gifts, inside information, sexual or other favors, corporate hospitality or entertainment, offering employment to a relative, trading information, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function -- and can pass directly or through a third party.

**“RKS and Hansa Group” or “Group” or “Company”** shall mean the R K Swamy Limited and all the Subsidiaries Companies.

## **3. APPLICABILITY:**

The Policy applies to all individuals working for the RKS and Hansa Group at any location and at all levels and grades, including directors, employees (whether regular, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff of the Company, volunteers, interns, and others acting on the Company’s behalf and instructions (“Company Personnel”), in the course of their engagement for or on behalf of the Company.

## **4. POLICY:**

Company Personnel must conduct their activities in connection with Company business in full compliance with this Policy and the Anti-Corruption Laws. The Company does not pay and does not condone paying Bribes or engaging in Corruption. Company Personnel are prohibited from giving or offering, directly or indirectly, Bribes, kickbacks, or Anything of Value as a Bribe to any Government Official or to any commercial party or other agent, consultant, customer, or vendor for obtaining improper performance in favor of the Company, in order to corruptly:

- a) influence official acts or decisions of that person or entity;
- b) obtain or retain business or a business advantage for, or direct business to the Company; and/or
- c) secure any improper advantage.

Similarly, the Company does not accept or condone the acceptance of receipt of Bribes. Company Personnel are prohibited from accepting or receiving Bribes, kickbacks, or Anything of Value in the nature of Bribes in connection with Company business; from any person or entity which is intended to or maybe perceived as being intended to corruptly:

- a) influence one’s official acts or decisions;
- b) obtain or retain business or a business advantage for, or direct business to, the offer or of the Bribe and/or any entity that he/she represents; and/ or
- c) secure any improper advantage for the offeror of the Bribe and/or any entity that he/she represents.

Company Personnel are also prohibited from providing or receiving gifts, meals, entertainment or anything of value to any person or entity in connection with Company business which would amount to a violation of this Policy, unless it is provided or received in accordance with this Policy and any other applicable Company policies.

## **5. GIVING AND RECEIVING BENEFITS**

The Company acknowledges that the giving and receiving of nominal benefits (such as small gifts, meals and entertainment) is a common business practice and is intended to strengthen and build long term business relationships. However, before a benefit (whether given or received) can be considered proper and legitimate under this Policy, certain criteria must be met. In general, the benefit in question must:

- be given/received for a legitimate business purpose,
- be infrequent or occasional in nature,
- be moderate and reasonable;
- be transparent, open and accurately recorded along with original receipts in Company's books and records,
- be respectful, customary and in accordance with local customs,
- comply with applicable laws; and
- be given in compliance with this Policy and the Code of Conduct

The following provide some specific examples as to the Company's policy on the giving and receiving of benefits.

### **a) Promotional gifts:**

Promotional gifts may be given as gifts, provided they are reasonable in value and given openly and transparently and otherwise in accordance with the Policy.

### **b) Moderate Meals:**

Meals are only considered to be acceptable if they are reasonable, moderate, and for a legitimate business purpose, do not carry business obligations or cause embarrassment to the Company.

### **c) Hosting Travel**

On occasion, the Company may receive requests to host travel for the employees of customers or potential customers (who may or may not be Government Officials). Hosting refers to a situation where the Company pays for all or part of the travel expenses of such a party.

Such travel expenditures pose a risk of violating the Anti-Corruption Laws, as they may be perceived as a sight-seeing trip. It is, therefore, the Company's policy to discourage these types of hosting and to limit them to only those situations where explicitly required, and falling within the parameters of the Policy.

Reasonable and bona fide travel expenditures paid on behalf of Government Officials may be permissible in certain circumstances. Permissible payments may cover the costs of travel for an official to visit the Company's offices and discuss the Company's qualifications for projects within the official's responsibility, or travel in connection with a project status review. Travel expenses shall not be extravagant or lavish, and may include (1) airfare; (2) lodging cost; and (3) ground transportation costs during the trip.

Payment of cash per diems, expenses unrelated to legitimate business activities, and expenses that benefit a friend or family member of a Government Official are prohibited. Direct reimbursements should also be avoided. Rather, reimbursements should be made to the company or government entity that employs the expense recipient. All travel expenditures on behalf of a Government Official, as well as any travel-related payments made directly to an expense recipient (of a per diem allowance, expense reimbursement, or for any other purpose) require specific written pre-approval of the concerned Company Personnel of the Accounts Department, and must otherwise be in compliance with the terms of this Policy.

**d) Giving of Social Contributions/Charitable donations:**

Certain agreements and laws may require the Company to make payments to assist with the development of a particular place or as part of corporate social responsibility. These payments may be charitable donations, training obligations, or social contribution payments. The Company may also wish to make development related payments outside of a contractual obligation. Whether within or outside of a contract, these types of payments must be reviewed for compliance with Anti-Corruption Laws, and approval of any such payment must be obtained either from the Company's Board or the concerned Company Personnel of the Accounts Department prior to agreeing to make the payment.

**e) Donation to Charities:**

The Company believes in contributing to the communities in which it does business and permits reasonable donations to charities. However, the Company needs to be certain that donations to charities are not disguised illegal payments to Government Officials or other persons in violation of Anti-Corruption laws. The Company also needs to ensure that the charity does not act as a conduit to fund illegal activities in violation of anti-money laundering laws or anti-terrorism laws, including economic sanctions administered by OFAC. Any donation to a charity by the Company should not create the appearance of an impropriety or violation of any applicable Anti-Corruption Laws or regulations. Any charitable contributions by the Company must be permitted under the law, permissible pursuant to the terms of this Policy, made to a bona fide organization, and made with the prior approval of the concerned Company Personnel of the Accounts Department.

It is the Company's policy that the concerned Company Personnel of the Accounts Department can approve donations. In certain instances where there is heightened risk of corruption (i.e., in the case of charitable contributions connected to any Government Official or government entity), the concerned Company Personnel of the Accounts Department may require diligence to be conducted before a contribution may be approved. In any case, before any Company Personnel agrees to make a donation to a charitable entity on behalf of the Company, the procedures set out in the Policy must be followed. It is the requirement of Law for the Company to incur and spend amounts towards Corporate Social Responsibility (CSR) and the Company shall try to observe this Policy for the same. Accordingly, such CSR being mandatory, can be made, read with this Policy, so long as it is not in violation of Anti-Corruption Laws.

**f) Political Contributions:**

It is the Company's policy that under no circumstances shall Company funds be used to make political contributions to political parties or candidates in any country that are intended to secure an unfair or improper business advantage for the Company.

Any political contributions by the Company must be permitted under the law and subject to the prior approval of the Board of Director The concerned Company Personnel of the Accounts Department also must be notified if a Government Official solicits a political or charitable contribution in connection with any government action related to the Company.

The Company's policy is not intended to discourage or prohibit Company Personnel of a country from voluntarily making personal political contributions, from participating in the political process on their own time and at their own expense, from expressing their personal views on legislative or political matters, or from otherwise personally engaging in political activities in such country. Note however, that individual employees may not make political contributions on behalf of the Company.

## **6. FACILITATION PAYMENTS AND KICKBACKS:**

Company Personnel shall not make and shall not accept facilitation payments or "kickbacks" of any kind. Such "Facilitation Payments" are small, unofficial payments (also known as "grease payments"), made to secure or expedite a routine government action by a Government Official. "Kickbacks" are typically payments made to commercial organizations in return for a business favor/advantage, e.g. a payment made to secure the award of a contract. Company Personnel must avoid any activity that might lead to or suggest that a Facilitation Payment or Kickback will be made or accepted by the Company.

Facilitation Payments are known to be prevalent in many industry sectors. It may be possible that the inability to make such payments may cause difficulties in doing business in some jurisdictions and that this may result in loss of income or contract. If a Company Personnel is asked to make a payment on behalf of the Company that arouses suspicions, concerns, or queries, the Company Personnel should raise the matter immediately with his/her reporting head of department and/or the concerned Company Personnel of the Accounts Department and should not take further action without specific approval.

The only limited exception is in circumstances where Company Personnel or Third Parties are in immediate danger, and are left with no alternative but to make payments in order to protect against imminent loss of life, limb, liberty or property. In such circumstances, the Company Personnel may make the payment and immediately contact the reporting head of department as soon as possible after the event, in order to ensure that the incident can be properly recorded, reviewed and accounted for with the authorities.

## **7. THIRD PARTIES:**

Third parties can put the Company at risk if they do not follow ethical business practices. For that reason, the Company will develop procedures for conducting appropriate risk-based due diligence on third parties, and the implementation of appropriate steps to address any identified risks, to ensure compliance with applicable anti-corruption laws. Associates must carefully follow the procedures that are established under this policy.

## **8. RESPONSIBILITIES:**

The Company will have overall responsibility for ensuring this Policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The Company has primary and day-to-day responsibility for implementing this Policy and for monitoring its use and effectiveness and dealing with any queries on its interpretation. The key employees shall be responsible for ensuring that those reporting to them are made aware of and understand this policy.

## **9. TRAINING AND COMMUNICATION:**

Dissemination of this policy for new joiners shall be carried out at the time of induction. This policy will also be shared with all existing associates. If you have any query about this policy, you should contact your reporting manager.

The Company's zero-tolerance approach to bribery and corruption should be communicated to all agents, suppliers, contractors and business partners at the outset of the Company's business relationship with them and as appropriate thereafter. Wherever possible, all third parties should be sent a copy of this policy at the outset of the business relationship.

## **10. REPORTING & QUERIES:**

Company Personnel who are or become aware of, suspect, or have reason to suspect a violation of the Anti-Corruption laws are under an obligation to report the same to their department head immediately. If any Company Personnel intentionally fails to report known or suspected violations, then the relevant Company Personnel may be subject to disciplinary action.

Under certain Anti-Corruption laws, "turning a blind eye" to a suspected violation can result in criminal penalties and civil liability both for the Company and for individuals. Violations or suspected violations should be reported by contacting the reporting head of department. For those who wish to remain anonymous, you should make your report in accordance with the procedures set out in the Company's Whistleblower Policy.

The Company will not take any adverse action against anyone for providing truthful information relating to a violation of law or this Policy, and the Company will not tolerate any retaliation against Company Personnel asking questions or making good faith reports of possible violations of this Policy. Anyone who retaliates or attempts to retaliate will be disciplined appropriately. Any person who believes he or she has been retaliated against should follow the instructions in the Company's Whistleblower Policy.

The Company is dedicated to ensuring that no Company Personnel suffers any detrimental treatment as a result of refusing to take part in bribery or corruption or reporting of such activities in good faith.

The relevant department head shall report all compliance-related whistleblower complaints, including complaints related to the Policy, to the Company's Board of Directors. The disposition of such complaints (including any authorization of any investigation or findings related to the same) shall be documented in the minutes of the Company's Board of Directors. Further, the relevant department head shall report to the Company's Board of Directors annually on the status of compliance with this Policy.

## **11. RECORD KEEPING:**

The Company will keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to, and receiving payments from, third parties.

Associates must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review and/or a review from the appropriate member of the Company's Human Resource (HR) team.

Associates must ensure that all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Company's applicable policy and

specifically record the reason for such expenditure. Associates shall further ensure that all expense claims shall comply with the terms and conditions of this policy.

All accounts, invoices, memoranda and other documents and 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 records shall ever be kept "off-book" to facilitate or conceal improper payments.

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## **12. CONTACT PERSONS**

If you have any questions about this Policy, any of the Anti-Corruption Laws or to seek advice prior to undertaking a particular act or action, you can contact the reporting head of department.

## **13. CONSEQUENCES**

Failure by any Company Personnel to comply with this Policy or any Company policy may subject the Company Personnel to disciplinary action up to and including termination.

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