



ANTI-BRIBERY & ANTI-CORRUPTION POLICY

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ATULAYA HEALTHCARE PVT TD

ANTI-BRIBERY & ANTI-CORRUPTION POLICY

1. INTRODUCTION AND PURPOSE

This Policy commits Atulaya Healthcare Private Limited to conducting business ethically and with the utmost integrity in all its operations throughout the world.

The policy requires compliance with all applicable laws and regulations on bribery and corruption, including, but not limited to, the Indian Prevention of Corruption Act, 1988 as amended vide the Prevention of Corruption (Amendment) Act, 2018 (“**PCA**”) and other applicable national anti-bribery statutes and implementing rules and regulations.

The Prevention of Corruption (Amendment) Act, 2018 in India which has strengthened the legislative framework of the PCA and include:

- ‘supply’ side of bribery (i.e. bribe giving) to be covered by making it a substantive offence under the PCA;
- a company could be held liable under the PCA as an offender if any person ‘associated’ with the company gives a bribe. However, a company would be able to defend itself by proving that it had in place adequate procedures (such as a robust ABAC program) designed to prevent persons associated with it from undertaking such conduct; and
- every director, manager, secretary or other officer with whose ‘consent or connivance’ the offence was committed, to be made liable under the PCA.

In addition to the PCA, the following laws in India also presently apply to offences relating to or resulting in corruption and bribery and resolutions available in case of occurrence of corruption or bribery:

- i. Indian Penal Code, 1860 (“**IPC**”);
- ii. Prevention of Money Laundering, 2002;
- iii. Central Vigilance Commission Act, 2003;
- iv. Lok Ayukta Acts of various states.

The purpose of the policy is to outline and explain the prohibitions against bribery and corruption in the Company’s operations, to highlight the specific compliance requirements relating to these prohibitions, and to reinforce the Company’s commitment to conducting business with the highest level of honesty and integrity. Violating applicable

anti-corruption laws potentially exposes the Company, its employees and any third-party intermediaries (regardless of nationality or location of residence) to significant criminal and civil liability, fines and penalties.

This Policy constitutes a minimum standard. It must be complied with in any country in which our Company does business even when the policy is stricter than the anti-bribery laws that are applicable, including both applicable local laws and those laws with extra-territorial application. However, when applicable anti-bribery laws are stricter than this policy, such laws must be complied with. In case of any doubts, Designated Persons must contact member of Internal Committee. (as mentioned below).

The Company must not authorize or tolerate any business practice that does not comply with this policy.

2. SCOPE

This Policy applies to our Company and to all individuals working at all levels and grades, including directors, senior managers, officers, other employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, interns, seconded staff, casual workers and agency staff, agents, or any other person associated with our Company and such other persons, including those acting on behalf of our Company, (all of the aforesaid being collectively referred to as “**Designated Persons**”).

Whenever faced with a doubt on the applicability of this Policy, or if an act could be perceived to be a breach of this Policy, consult the member of the Internal Committee.

3. INTERNAL COMMITTEE

The Company shall constitute a committee to ensure compliance with the provisions of this Policy (“Internal Committee”) and the same shall be notified to the Designated Persons. The Board of Directors (“Board”) shall appoint the members and decide the composition of the Internal Committee. All reports, complaints, doubts or concerns in relation to this Policy shall be raised by the Designated Persons to the internal Committee. Every query or concern raised by any Designated Person in relation to any suspected violation of this Policy shall be investigated by the Internal Committee.

All queries, concerns or complaints dealing with a bribery or corruption issue should be reported to the Internal Committee. Any action required to be undertaken under this Policy shall be taken by the Internal Committee in accordance with this Policy. The Internal Committee shall have a functional reporting to the Board. Aggravated cases of breach of this Policy shall be escalated to the Board.

4. Definitions

Bribery-Anything of value given in an attempt to affect a person’s actions or decisions in order to gain or retain a business advantage.

Corruption-The misuse of public office or power for private gain or the misuse of private power in relation to business outside the realm of government.

Facilitating payment-Any small or nominal payment made to a government official, typically to speed up and/or secure the performance of a non-discretionary “routine governmental action”. Activities that constitute “routine governmental actions” are for example: obtaining permits, licences or other official documents to qualify a person or entity to do business in a country; processing governmental papers, such as visas and work orders; providing police protection, mail pick-up and delivery, or scheduling inspections; providing telephone services, power and water, loading cargo or protecting goods from deterioration. Facilitating payments are different from express payments, used to speed up a process. Express payments are legitimate payments, for which one can receive an invoice or receipt so that the transaction can be duly registered in our books.

Government official-Any officer or employee of a local, state, regional or national government or any department, agency or ministry of a government; individuals who, although temporarily or without payment, hold a public position, employment or function; employees of a public international organisation such as an Olympic Committee; the individuals acting in an official capacity for or on behalf of a government agency, department, ministry or public international organisation; political party officials or any candidate for political office; employees of a state-owned or state-controlled entity, as well as entities that perform a government function (such as airports or seaports and utilities); members of a royal family (note that such individuals may lack formal authority but may otherwise be influential in advancing the Company’s business interests either through partial ownership or management of state-owned or state-controlled companies).

Family members of any of the individuals listed above may also qualify as government officials if interactions with them are intended to confer, or have the effect of conferring, anything of value on a government official. Any questions relating to whether an individual or an entity constitutes a “government official” must be directed to the local compliance representative.

Improper advantage-Paying or giving anything of value directly or indirectly in order to influence or prevent a government action, or any other action, such as the awarding of a contract, the imposition of a tax or fine, or the cancellation of an existing contract or contractual obligation; obtain a license, permit or other authorization from a government entity or government official to which our Company is not otherwise entitled; obtain confidential information about business opportunities or the activities of competitors; influence the awarding of a contract; influence the termination of a contract that is disadvantageous to our Company, influencing the adjudication of lawsuits and enforcement actions and obtaining exceptions to regulations.

Kickback-The return of a sum already paid or due as a reward for awarding further business.

Third-party intermediary-Any individual or entity engaged (formally or informally) by the Company to act for or on behalf of Atulaya’s, regardless of the name or title of the individual or entity. This definition includes, but is not limited to, any individual or entity used: to obtain and/or retain business, such as agents, advisors, consultants, subcontractors, sales representatives and joint venture partners; to secure a licence, visa, permit or other form of authorisation from, or intervene in a regulatory matter with, a government official; to represent Atulaya’s or its

interests vis-à-vis a government entity or state-controlled company; to represent Atulaya's in tax or legal matters, or a customs clearance process.

5. PROHIBITED AND RESTRICTED PAYMENTS

- Offering, promising and authorizing the giving of money, or anything else of value, to a government official in order to secure an improper advantage is strictly prohibited.
- No employee may offer, give, promise or receive money, or anything else of value, to or from an individual or entity in the private sector in order to obtain an improper advantage.
- Even the mere act of offering is prohibited, regardless of whether or not the item of value is actually accepted by the intended recipient.
- The prohibition covers cash payments, benefits and favours. In certain circumstances, it also covers otherwise legitimate business expenditures such as gifts, entertainment, travel, donations, sponsorships or training.
- The above-mentioned payments are prohibited regardless of whether or not they are made directly or indirectly through third-party intermediaries.

6. PERMISSIBLE PAYMENTS

- This policy permits employees to provide modest gifts, hospitality or certain other things of value to government officials and private individuals that are legal and directly related to the promotion or demonstration of our Company's services or the performance of a contract with a government or state-owned or state-operated entity.
- When deciding whether a gift is appropriate, employees must consider any past, pending or future business or administrative matters that are within the recipient's realm of influence. The timing and context of such gifting must be considered in order to assess whether any particular gifting could objectively be perceived as bribery.

7. TRAVEL, EDUCATION AND RELATED EXPENSES INVOLVING GOVERNMENT OFFICIALS

- Atulaya may accept requests to host government officials for training or other business-related purposes either at the Company's facilities or at training events sponsored by outside vendors. Atulaya's may also accept requests to host government officials at operational meetings, project meetings or other events.

- The payment of travel expenses to any government official, within or outside their home country, requires the prior written consent of the compliance representative to ensure consistency with this policy and any applicable laws of the official's country.

8. CHARITABLE DONATIONS AND SPONSORSHIPS

Atulaya supports the making of contributions to the communities in which it does business and permits reasonable donations to charities and sponsorships. In this respect:

- Reasonable steps must be taken to verify that any such contribution does not constitute an illegal payment to a government body or official or any individual in violation of this policy.
- It may be permissible to make donations directly to a government agency i.e. to the Prime Minister's Relief Fund or donations towards disaster relief (rather than to an individual government official) as part of a charitable effort or to promote goodwill through actions such as providing free products for a government-sponsored event.
- It may be permissible to make donations mandated under applicable law and our Company's Corporate Social Responsibility ("CSR") Policy.

9. THIRD PARTIES

- Atulaya can be held liable for the actions of third parties, particularly where a third-party intermediary performs services or otherwise conducts dealings, discussions or negotiations with public or private organizations for or on behalf of the Company.
- Atulaya may be held responsible for the actions of third parties in, for example, giving or accepting bribes.
- Atulaya may also be held accountable for failing to take sufficient steps to prevent third parties from participating in bribery or related conduct, whether or not the Company was actually aware of the alleged improper conduct.
- Third parties must never be asked to engage in or condone any conduct that employees are prohibited from engaging in themselves under this policy.
- Also, an employee must never turn a blind eye to suspected violations of this policy by third parties or disregard otherwise suspect circumstances.

- All third parties conducting business with, for or on behalf of Atulaya's are required to act with the highest level of business, professional and legal integrity.
- Atulaya must never enter into any relationship with a third-party intermediary who will have substantive interaction with government officials on behalf of the Company without first inquiring into the third party's background, qualifications and reputation.
- The most important steps Atulaya can take to protect itself from liability for improper payments made by a third party are to carefully choose its business partners, including agents and consultants, and to be aware of "red flags".
- Any employee seeking to establish a business relationship between Atulaya's and a third party must, prior to engaging with the third party, carefully review and follow the Company's Standard Operating Procedure.

10. FACILITATING PAYMENTS

- Atulaya does not allow the use of facilitating payments. Such payments may be considered a customary way of doing business, but it is important to understand that the PCA prohibit such payments. Employees and third parties, in particular third-party intermediaries, are prohibited from making facilitating payments on the Company's behalf.
- Under exceptional circumstances, i.e. when an employee's safety is at risk, a facilitating payment may be permissible.
- When a payment has been made, an incident report must be submitted to the Internal Committee immediately.

11. BOOKS, RECORDS, ACCOUNTING AND PAYMENT PRACTICES

- In order to prevent the possibility of bribes and kickbacks being paid or accepted, all Company's business and financial records must fairly and accurately reflect each transaction.
- Secret, unrecorded or unreported transactions are prohibited.
- All expenses must be accurately accounted for, include appropriate supporting documentation and be promptly entered into company records before they are reimbursed.

- The approver of expense must ensure that expense incurred was for business reasons and relevant receipts are attached

12. Mergers and Acquisitions

There is presence of investment risk related to target companies (entity being considered for investment or acquisition). Employees should understand the investment risk involved such as, financial data being falsified, regulatory action against the target company, past instances of corruption, unethical culture etc.

Therefore, it is advised to undertake anti-bribery due diligence in the course of mergers and acquisitions on a risk based approach.

13. DISCIPLINE

- Atulaya and its employees can be investigated by government regulators in different jurisdictions and, depending on the circumstances, prosecuted administratively, under civil law or under criminal law, which could result in severe fines and penalties, debarment and imprisonment if a violation of applicable anti-bribery and corruption laws and regulations is established.
- Any employee found to be in violation of this policy will be subject to disciplinary action, up to and including termination of employment, in accordance with applicable laws and company policies.
- Distributors, suppliers, agents, consultants and other third parties working for Atulaya's who are found to be in violation of this policy will be subject to termination of the business relationship as well as any other legal and remedial actions available to the Company under applicable law.

14. Training and Communication

All employees must be made aware of the principles, policies and procedures of the Group. This can be achieved through multiple approaches such as induction training, posters, web portal and periodic communication. In addition focused training should be provided to employees working in high risk countries/functions.

These include:

- All New joiners must receive training and confirm that they have understood this policy as part of their on-boarding process.

- Additional training for select employees, as decided by compliance team/ethics committee from time to time, like government facing, finance and accounts, senior management, client facing employees and employees having relevant exposure.
- Training programs should also be extended in case of lateral hiring
- Periodic confirmation should be sought from relevant personnel on ABAC policy compliance Training programs should also be extended to third parties if it is envisaged that the work profile allocated to them carries a significant risk as per the anti-bribery policy.

15. REPORTING BREACHES OR CONCERNS

- It is the responsibility of all employees to ensure compliance with this policy.
- Any employee who witnesses a breach of this policy is obliged to promptly inform the Internal Committee.
- Any employee who is in doubt suspects that this policy has been breached or has concerns about past or proposed actions by anyone in Atulaya's, or any third party working with Atulaya's in any capacity, is encouraged to contact the member of the Internal Committee.

16. DEVIATIONS

No exemptions from this policy can be granted unless there are exceptional circumstances. All requests for exemptions must be made in writing to the Internal Committee. The Internal Committee must assess and decide on each request individually. Exemptions must be duly logged and documented.

17. GOVERNING LAWS

This policy shall be subject to applicable Indian law(s).

The Code of Conduct, this Guide and the ABAC framework shall be reviewed at regular intervals to assess the internal controls set for ABAC within the Group and to ensure that it remains applicable to the challenges we face in a dynamic business environment. Based on the assessment modification / changes shall be affected in the current ABAC policies and procedures.