



ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

HTL LIMITED

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1. Objective

HTL Limited ("HTL" or the "Company") is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices.

It is HTL's policy to conduct all its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice, wherever it operates throughout the world, of not engaging in bribery or corruption.

2. Scope and Applicability

This Anti-Bribery and Anti-Corruption Policy (this "Policy") applies to all individuals working worldwide for all affiliates of HTL at all levels and grades, including directors, senior executives, officers, other employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers, volunteers, interns, agents, or any other person associated with HTL (collectively referred to as "You" or "you" in this Policy).

In this Policy, the "Third Party(ies)" means any individual or organization, who / which come into contact with HTL or transact with HTL and also includes actual and potential clients, suppliers, business contacts, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures and government & public bodies (including their advisers, representatives and officials, politicians and political parties).

3. Policy Details

A bribe is an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to offer a bribe or receive a bribe whether directly or indirectly.

It is also a separate offence to bribe a government / public official. "Government / Public Official" includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory.

A bribe may be anything of value and not just money viz., gifts, inside information, sexual or other favors, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function and can pass directly or through a third party.

Corruption includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery.

4. Gifts and Hospitality

All those covered under this policy or members of their immediate families (spouse, mother, father, son, daughter, brother, sister or any of these step or in-law relationships, whether established by blood or marriage including common law marriage) should not provide, solicit or accept cash or its equivalent, entertainment, favors, gifts or anything of substance to or from competitors, vendors, suppliers, customers or others that do business or are trying to do business with HTL. Loans from any persons or companies having or seeking business with HTL, except recognized financial institutions, should not be accepted.

All relationships with those who HTL deals with should be cordial, but must be on an arm's length basis. Nothing should be accepted, nor should any person covered under this policy have any outside involvement, that could impair, or give the appearance of impairing, his / her ability to perform his / her duties or to exercise business judgment in a fair and unbiased manner.

This Policy does not prohibit normal and appropriate gifts, hospitality, entertainment and promotional or other similar business expenditure, such as calendars, diaries, pens, meals and invitations to theatre and sporting events (given and received), to or from Third Parties.

However, the key determining factor for appropriateness of the gift or hospitality and / or its value would be based on facts and circumstances under which such gift or hospitality is provided.

The practice of giving gifts and hospitality is recognized as an established and important part of doing business. However, it is prohibited when they are used as bribes. Giving gifts and hospitality varies between countries and sectors and what may be normal and acceptable in one country may not be so in another.

To avoid committing a bribery offence, the gift or hospitality must be:

- a. Reasonable and justifiable in all circumstances;
- b. Intended to improve the image of HTL, better present its products and services or establish cordial relations.

The giving or receiving gifts or hospitality is acceptable under this Policy if all the following requirements are met:

- a. It is not made with the intention of influencing a Third Party to obtain / 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 favors / benefits or for any other corrupt purpose;
- b. It complies with local laws and customs;
- c. It does not include cash or a cash equivalent (such as gift viz., certificates or vouchers);
- d. It is appropriate in the circumstances. For example, in India, it is customary for small gifts to be given at Diwali time;

- e. Taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time;
- f. It is given openly, not secretly and in a manner that avoids the appearance of impropriety.

Examples of Token-Gifts: Corporate calendar, pens, mugs, books, T-shirts, wine bottles, bouquet of flowers or a pack of sweets or dry fruits.

If the gifts or hospitality given or received is more than a token gift or modest meal / entertainment in the ordinary course of business, you must obtain prior written approval from your vertical head and must notify the Chief Vigilance Officer of the Company thru' email for recording in the Gift and Hospitality Register.

5. Willful Blindness

If an employee or anyone covered under this policy, willfully ignores or turns a blind eye to any evidence of corruption or bribery within his / her department and / or around him / her, it will also be taken against them.

Although such conduct may be “passive”, i.e. the employee or anyone covered under this policy may not have directly participated in or may not have directly benefited from the corruption or bribery concerned, the willful blindness to the same can, depending upon the circumstances, carry the same disciplinary action as an intentional act.

6. Facilitation Payments and Kickbacks

All those covered under this policy must ensure that they shall neither make nor shall accept “facilitation payments” or “kickbacks” of any kind.

“Facilitation Payments” are typically small, unofficial payments (sometimes 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, such as a payment made to secure the award of a contract.

You must avoid any activity that might lead to or suggest that a Facilitation Payment or Kickback will be made or accepted by HTL.

Facilitation Payments are known to be prevalent in many countries and industry sectors. There you may be concerned, 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. The guidance set out below is intended to help support you in circumstances when you are asked to make Facilitation Payments.

7. Blackmail/ Extortions

We remain committed to our policy of not making Facilitation Payments. The only limited exception to this is in circumstances where you or the Third Parties are left with no alternative but to make payments in order to protect against loss of life, limb or liberty. In such circumstances, you may make the payment and it is your immediate responsibility to contact your Manager and the Chief Vigilance Officer of the Company as soon as possible after the event, so that the incident can be properly recorded, reviewed and accounted for with the authorities.

8. Charitable Donations

As part of its corporate citizenship activities, HTL may support local charities or provide sponsorship, for example, to sporting or cultural events. We only make charitable donations that are legal and ethical under local laws and practices and also within the corporate governance framework of the organization.

9. Political Activities

We are apolitical, advocate government policies on sustainability and do not contribute financial or in-kind to political parties, politicians and related institutions in any of the countries.

We do not make contributions to political parties, political party officials or candidates for political office. Payment or use of corporate assets of any type as payment, directly or indirectly to any person, business, political organization or public official for any unlawful or unauthorized purpose is prohibited.

You should not make any political contribution on behalf of HTL, use any HTL resources to assist a candidate or elected official in any campaign or coerce or direct another employee to vote a certain way. You should never attempt to offer any incentives to public officials in the hopes of influencing the decision of that individual.

10. Business Relationships

HTL expects all Third Parties doing business with HTL to approach issues of bribery and corruption in a manner that is consistent with the principles set out in this Policy.

HTL requires all Third Parties to cooperate and ensure compliance with these standards, to continue the business relationship. HTL, its employees and associates shall implement a program to provide appropriate information on this Policy to all Third Parties engaged in business relationship with HTL.

In the event of any doubt on the integrity of a Third Party, it is the responsibility of the employee / anyone covered under this policy to contact his / her Manager and / or the Chief Vigilance Officer of the Company thru' email as soon as possible.

11. Offset and Similar Obligations

Many government contracts (particularly in defence/ aeronautics sector) require companies to make offset commitments. The purpose of these offset commitments is to invest in the country and create local jobs.

Similarly, a government in a country or a particular state giving a grant or other facilities to HTL may require preference to be given to the residents of such country or state in any hiring. All these transactions per se do not violate this Policy.

In case there is an iota of doubt regarding any violation of this Policy at any stage of the transaction, you are strongly encouraged to connect with the Chief Vigilance Officer of the Company.

12. Reporting Violation of this Policy

All those covered under this policy, must ensure that he / she shall read, understand and comply with this Policy. If anyone has any doubts or concerns about this policy, he / she should contact his / her Manager or Head of the HR Department.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for HTL or under HTL's control. You are required to avoid any activity that might lead to or suggest a breach of this Policy.

All those covered under this policy must notify his / her Manager and / or Chief Vigilance Officer of the Company thru' email as soon as possible if you believe or suspect that a breach of or conflict with this policy has occurred or may occur in the future.

Every person to whom this Policy applies if proved beyond doubt to have breached this Policy will face disciplinary action, which could result in dismissal / removal. We reserve our right to terminate our contractual relationship with you if you breach this Policy.

13. How to Raise Concern

Every person, to whom this Policy applies to , is encouraged to raise their concerns about any bribery issue or suspicion of malpractice at the earliest possible stage. If he / she is unsure whether a particular act constitutes bribery or corruption or if he / she has any other queries, these should be raised with their respective Manager and / or the Chief Vigilance Officer of the Company thru' email.

14. Protection

Those who refuse to accept or offer a bribe or those who raise concerns or report another's wrong-doing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith 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 such treatment, he / she should inform their Manager or the Chief Vigilance Officer of the Company thru email immediately.

15. Who is responsible for the Policy?

The Chief Operating Officer has overall responsibility for ensuring that this Policy complies with our legal and ethical obligations and that all those under our control comply with it.

Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, undertake training on how to implement and adhere to it and also monitor compliance of it.

HR department will ensure timely trainings and dissemination of this Policy to all those covered under the policy at the time of induction and at regular interval of time.

The HR Team is responsible for this Policy and for monitoring its use and effectiveness (and dealing with any queries on its interpretation).

Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend regular training on how to implement and adhere to it.

Every person to whom this policy applies is responsible for the success of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrongdoing.

16. Waiver and Amendment of the Policy

We are committed to continuously reviewing and updating our policies and procedures based on the learning. This is so even when HTL enters new market / sector / country which may pose a risk under this Policy.

The HR Team will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made by modification in this Policy as soon as possible with the approval of the Chief Operating Officer of the Company.
