



A2Z GROUP

ANTI-BRIBERY AND CORRUPTION POLICY



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KEY TERMS AND DEFINITIONS

- **Anti-Bribery Laws and Anti-Corruption Law:** The *Prevention of Corruption Act, 1988* (as amended in 2018), the *Bharatiya Nyaya Sanhita, 2023*, the *Companies Act, 2013*, and the *Foreign Contribution (Regulation) Act, 2010* (FCRA) prohibit offering, giving, receiving, or soliciting bribes, kickbacks, or any undue advantage in public or private sectors.
- **Business Partner or Third Parties:** Any individual or entity, including vendors, suppliers, contractors, consultants, agents, distributors, joint venture partners, or representatives, that has a business relationship with the company. These parties are expected to comply with applicable anti-bribery and anti-corruption laws.
- **Employee:** Any individual employed by the company on a full-time, part-time, contractual, or temporary basis, including interns, consultants, and directors, who performs work or services under the company's direction and control.
- **Entertainment:** Any hospitality or recreational activity, such as meals, event tickets, or travel, provided to an individual with the intent of fostering goodwill in a business relationship. Entertainment must comply with applicable company policies and should not be used to gain an unfair business advantage.
- **External Auditors:** Independent professionals or firms engaged to review and assess the company's financial records, internal controls, and compliance with legal regulations and company policies.
- **Facilitation Payments:** Small, unofficial payments made to government officials or other authorities to expedite routine, non-discretionary actions, such as processing permits, visas, or providing basic services. These payments are prohibited under the company's anti-bribery policy and Indian laws.
- **Gifts:** Any item of value, including cash, vouchers, discounts, loans, travel, or goods, given without an expectation of reciprocity. Gifts must be reasonable, transparent, and in compliance with the company's ethics policy and Indian laws.
- **Government Official:** Any individual working for or representing a government entity, department, agency, public sector undertaking, political party, tribal authority, or regulatory body, including elected officials, judges, law enforcement officers, or employees of state-owned enterprises. This also includes officials of foreign governments and international organizations.
- **Integrity Compliance Programme:** A structured set of internal policies, procedures, and training initiatives designed to prevent, detect, and address bribery, corruption, fraud, and other unethical practices within the company. The programme promotes a culture of ethical conduct, ensures compliance with applicable laws and regulations, and aligns with the company's core values of transparency, accountability, and integrity.



- **Misconduct:** Any act or omission by an employee or associated party that violates company policies, ethical standards, or legal obligations. Misconduct includes but is not limited to fraud, corruption, collusion, coercive practices, negligence, insubordination, misuse of company assets, harassment, or any behaviour that harms the organization's reputation or operations.
- **Senior Management and Board of Directors:** Individuals holding the position of Head of Department (HOD) or higher across all departments, as well as Directors of each company or subsidiary within the A2Z GROUP.



ANTI-CORRUPTION & BRIBERY POLICY

A2Z GROUP is committed to conducting business with integrity, transparency, and the highest ethical standards. We maintain a zero-tolerance policy toward any non-compliance with anti-bribery and anti-corruption regulations (hereinafter referred to as “ABC Policy”). Misconduct of any kind—including fraud, corruption, collusion, and coercive practices—is strictly prohibited. Bribery, in any form, including improper payments or undue advantages, has no place in our business operations. A2Z GROUP is dedicated to full compliance with all applicable anti-bribery and anti-corruption laws across all jurisdictions in which we operate.

This Policy is complemented by our Code of Business Conduct & Ethics, Internal Controls, and other policies and procedures comprising the Integrity Compliance Program. This Policy is applicable to all individuals working at all levels and grades, including Directors, Senior Executives, Officers, Employees (whether permanent fixed term or temporary), Consultants, Contractors, Trainees, Interns, Agents, Business Partner, Service Provider, Professional Associate, third parties including those acting on behalf of A2Z Group including subsidiaries, Associates and Joint Ventures.

The below mentioned practices and any other form of Bribery not mentioned here-in are prohibited:

- *Bribery*: The offering, giving, receiving, or soliciting of anything of value to influence the actions of an individual in a position of power. Bribery can take the form of cash, gifts, favours, entertainment, or other benefits provided with the intent to obtain an unfair business advantage.

Example: A contractor offers an official an expensive gift in exchange for approving a substandard project without proper inspection.

- *Fraud*: any act of deception intended to result in financial or personal gain. It includes misrepresentation of facts, falsification of records, and fraudulent financial transactions.

Example: An employee submits false invoices for services that were never rendered, intending to embezzle company funds.

- *Corruption*: abuse of entrusted power for private gain. It includes bribery, nepotism, and misuse of company resources for personal benefit.

Example: A procurement officer accepts a bribe from a supplier to favor their company in a bidding process, despite a better offer from another vendor

- *Collusion*: when two or more parties conspire to deceive or gain an unfair advantage, often leading to financial or reputational harm to an organization.

Example: Competing vendors secretly agree to submit artificially high bids to ensure that one of them wins a contract at an inflated price.

- *Coercion*: use of threats, or intimidation to gain advantage or force someone into an illegal act.

Example: A manager threatens an employee with termination if they refuse to alter financial records to hide losses.



1. Categorization Of Risk For Vendors And Employees

Vendors and employees will be categorized as either High-Risk or Low-Risk, based on their level of interaction with government officials and the potential exposure to corruption.

High-Risk: Any vendor or employee who interacts with government officials, regulatory bodies, or is involved in high-value procurement processes. High-risk employees include those in Procurement, Business Development & Sales, Human Resources, Finance & Accounting, and Legal & Compliance.

Low-Risk: Vendors and employees engaged in routine transactions with minimal exposure to corruption risks.

- **Employee and Vendor Master**

Each employee and vendor will have a designated risk category in the company's master database, ensuring that high-risk entities are subject to enhanced due diligence.

- **Raising a Concern & Consequences of Breach**

Employees and vendors are required to report any suspicious activities via a confidential whistleblowing mechanism. Breaching the ABC Policy can result in disciplinary action, termination, and potential legal consequence.

- **Monitoring & Review**

Compliance Function Team conducts quarterly reviews to ensure adherence to ABC policies. External auditors evaluate compliance measures and suggest improvements annually. A centralized register is maintained to track all gifts and hospitality offered or received post approval from the Administrative Head.

- **Prohibition & Enforcement**

The company strictly prohibits bribery, facilitation payments, and unethical transactions. Posters and awareness materials are displayed across all company sites PAN India to reinforce compliance expectations.

2. Some Frequently Asked Questions (FAQs) for reference

1) What should I do if I am offered a gift by a vendor during a business meeting?

If the gift is of nominal value (such as company-branded stationery), it may be acceptable. However, if the gift is expensive or could be seen as an attempt to influence business decisions, you should politely decline and report it to your manager or compliance team.

2) Is facilitating a payment to expedite a government process considered bribery?



Yes. Any payment made to a government official to speed up a service—such as approvals, licenses, or customs clearance – is considered a facilitation payment and is strictly prohibited under this policy.

3) Can I take a client or vendor out for a meal?

Reasonable business meals that do not create a conflict of interest or the appearance of undue influence are generally acceptable. However, extravagant, or repeated entertainment from the same vendor should be reported and documented.

4) What if my supervisor instructs me to process a questionable payment?

If you suspect that a payment is improper, do not proceed. Raise the concern with the compliance team or use the company's whistleblowing mechanism to report the issue confidentially.

5) How do I report a bribery or corruption concern?

You can report concerns through the company's confidential whistleblowing channel, which ensures protection against retaliation. All reports will be investigated thoroughly while maintaining confidentiality.

3. Some Case Studies for reference

Case Study 1: Bribery in Procurement

Scenario: A procurement manager is approached by a vendor who offers a commission in exchange for awarding them a high-value contract. The manager accepts the offer and alters the bidding criteria to favor the vendor.

Breach: This constitutes bribery and corruption, as the decision was influenced by a personal benefit rather than merit.

Consequence: Upon investigation, the procurement manager was terminated, and the vendor was blacklisted from all future contracts. The case was also reported to authorities for legal action.

Lesson: Employees must act in the company's best interest and report any attempts of bribery or undue influence.

Case Study 2: Improper Gifts and Hospitality

Scenario: A finance executive receives an expensive watch from a third-party service provider as a 'token of appreciation.' The executive does not disclose the gift and later approves a financial transaction favoring the provider.



Breach: Accepting an expensive gift without disclosure is a violation of the ABC Policy, as it creates a conflict of interest.

Consequence: The executive was subjected to disciplinary action, and the provider was flagged for further review.

Lesson: All gifts or hospitality exceeding a nominal value must be reported to avoid conflicts of interest.

4. Training and Circulation

All personnel to whom this policy is applicable must read and understand the same and ensure to abide by it in their day-to-day activities. Time to Time training refreshers may be envisaged as required. To reinforce this commitment, the HR Head will send an annual email to all employees, reiterating our zero-tolerance stance and the importance of adhering to the ABC policy. Together, we will uphold ethical responsibility and business excellence.

5. Amendment to the Policy

The Company reserves the right to add/delete/amend any part(s) of this Policy without any changes in legislations, Company's Philosophy, vision, business plans or otherwise as deemed necessary.