

**RAYCHEM-RPG PRIVATE LIMITED**  
**Anti-Bribery and Anti-Corruption Policy**

**ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

RRPL\_CPP\_ABACP

**Effective Date: April 1, 2024**

**POLICY STATEMENT AND PURPOSE**

Our business is built on the trust of our internal and external stakeholders, including our Shareholders, Customers, Vendors, Suppliers, Business Partners, Intermediaries, Employees, Representatives, and the Community at large.

- a. Raychem RPG Pvt. Ltd. and its subsidiaries, joint ventures and any other investments by the Company, for the purpose of this policy (collectively referred to as “**the Company**” or “**Company**”) are committed to maintaining the highest level of professional and ethical standards with all applicable laws and regulations with respect to their business operations in India, including Indian anti-corruption laws, such as the Prevention of Corruption Act, 1988.
- b. To strengthen the ethical foundation of the organization, the Company has adopted a strict zero-tolerance policy against Bribery and Corruption i.e., the Anti-Bribery and Anti-Corruption Policy (“**ABAC Policy**”, “**Policy**”).
- c. The Policy sets out the guidelines on what includes prohibited conduct and behaviors and the expectations of the organization from Employees, Intermediaries, Representatives and Business Partners in their dealings with and for/on behalf of the Company.

**OBJECTIVE**

- a. Our ABAC Policy is designed to ensure compliance with both domestic and foreign laws, prohibiting improper payments, gifts, hospitality, or inducements of any nature to or from any individual, including officials in the private or public sector, customers, vendors, and suppliers.
- b. This ABAC Policy shall serve as a framework to ensure that the Company has robust procedures in place to prevent any involvement in any activity relating to Bribery, Corruption or Facilitation Payments even where the involvement may be unintentional. All Employees, Directors, Officers, Intermediaries, and third parties (*external stakeholders*) are subject to this Policy and are expected to be vigilant and identify any questionable transactions, behavior, or conduct. They are also expected to comply with the procedures outlined in this Policy to address and mitigate any such issues that may arise.

**SCOPE AND APPLICABILITY**

- a. This ABAC Policy is applicable to all the Employees of the Company, Intermediaries, Representatives, Business Partners, or any other person associated with the Company.

**RAYCHEM-RPG PRIVATE LIMITED**  
**Anti-Bribery and Anti-Corruption Policy**

- b. Some states where the Company operates may have their own anti-corruption policy. In such cases, both the local policy and this Policy must be followed. In case of any conflict in terms of the policies, the policy with stricter standards will apply.

**DEFINITIONS**

- a. **“Anti-Bribery & Anti-Corruption (ABAC) Policy”** or **“Policy”** means this Policy read in conjunction with other policies and guidelines issued by the Company from time to time to deal with aspects of anti-bribery and anti-corruption (*the other policies include the Code of Corporate Governance and Ethics, Whistle Blower policy, compliance in tenders, other guidance/policies issued from time to time by the Company*).
- b. **“Anything of Value”** – Anything that has worth or provides value to the recipient. For example - Cash, gifts, hospitality, travel, lodging, favors (*e.g., a job for a family member*), sexual or other favors, commissions, rewards, rebates, charitable donations, political contributions, discounts, loans, business or investment opportunities, or any other advantage. Charitable donations and political contributions are not prohibited under law and may be made within the framework as provided herein.
- c. **“Bribery and Corruption”** or **“Bribe”** means offering, promising, providing, demanding or receiving Anything of Value in exchange for obtaining or retaining business or securing an improper advantage in either the public or private sectors or extortion, embezzlement, or any improper inducement for personal gain or advantage, illegally or unethically or in breach of trust. Bribes or payments received or given include Anything of Value - providing lavish/inappropriate gifts, hospitality, and entertainment, inside information, or sexual or other favors; offering employment to a relative; underwriting travel expenses; abuse of function; or other significant favors. Bribery also includes advantages provided directly, or indirectly through a Business Partner (*defined hereafter*). Bribery and Corruption also include Kickbacks and Facilitation payments (*defined hereafter*).
- d. **“Business Partners”** means and includes a person or entity being a third party with whom the Company does business such as a supplier, vendor, consultant, advisor, agent, distributor, contractor, sub-contractor, services provider, sponsor, or distributor. Further, it includes a person engaged to assist the Company in any function of the business that requires or involves interaction with any level of the government in any of the countries in which the Company operates, or a person who represents the Company, or is responsible for obtaining business or promote the distribution, marketing or sale of products and services of the Company, facilitate the performance of contractual obligations, or obtaining licenses, permits, and similar authorizations for the Company.
- e. **“Cash”** – Any form of legal currency or cash equivalent (*e.g., travelers’ checks, gift cards, bearer instruments*).
- f. **“Company”** means Raychem RPG Private Limited including its subsidiaries, affiliates, and any other investments for the purpose of this policy (*collectively referred to as “the Company” or “Company”*).
- g. **“Employee”** means any individual hired by the Company whether on payroll or contract including the directors, managers, officers, trainees, interns, apprentices, workers/laborers whether in India or in any other country and is obliged to work for the Company or its subsidiaries or affiliates under the terms and conditions of employment but excluding the consultants and advisors or such similar persons hired exclusively externally for advisory services.

**RAYCHEM-RPG PRIVATE LIMITED**  
**Anti-Bribery and Anti-Corruption Policy**

- h. **“Kickback and Facilitation Payments”** refers to a type of negotiated Bribery where a commission is paid to an individual who gives, pays, or promises to give or pay a Bribe as a form of quid pro quo for services rendered or a payment made to secure or speed up routine legal government actions by a Public Official (*e.g. issuing permits or releasing goods held in customs*).
- i. **“Intermediaries”** means and includes, any agent, service provider, consultant, lawyer, accountant, sponsor, distributor, customs brokers/CHA, contractor, or retainer, who is employed on contract or other basis.
- j. **“Public Official or Government Official or Public Servant”** includes (*but is not limited to*) the following:
  - i. Any person holding a legislative, executive, or administrative office of the government (*domestic or foreign*), or acting in an official capacity for or on behalf of a legislative, executive, or administrative office of the government (*domestic or foreign*), whether appointed or elected, whether permanent or temporary, whether paid or unpaid, irrespective of that person’s seniority;
  - ii. Any person in the service or pay of the government or of a corporation established by or under a central, provincial or state statute, or an authority or a body owned or controlled or aided by the government or a government company or any person who is remunerated by the government by fees or commission for the performance of any public duty;
  - iii. Any judge or presiding officer of a court or statutory forum, including any person empowered by law to discharge, whether by himself/herself or as a member of any body of persons, any adjudicatory functions;
  - iv. Any person authorized by a court of justice to perform any duty, in connection with the administration of justice, including a liquidator, receiver or commissioner appointed by such court;
  - v. Any person who performs a public duty, including for a public agency or public enterprise, or provides a public service, as defined in the domestic law of the country and as applied in the pertinent area of law; and
  - vi. Any other person defined as a “Public Servant” under the Prevention of Corruption Act, 1988 or the Lokpal and Lokayuktas Act, 2013 or other applicable, domestic law.
- k. **“Representative”** refers to a person who is authorized to exercise the same powers on behalf of the Company, as if they were an individual member of the Company.

## **GUIDELINES**

- a. **Bribery and Facilitation payments** - The Company explicitly prohibits its Employees, Representatives, Business Partners, Intermediaries, or any other stakeholders dealing with or for or on behalf of the Company from engaging in any form of Bribery and Corruption with Public Officials or Business Partners.

**RAYCHEM-RPG PRIVATE LIMITED**  
**Anti-Bribery and Anti-Corruption Policy**

- b. **Books and Records** - The Company mandates accurate and complete recordkeeping for the transparent and successful operation of the business. Employees and Representatives shall responsibly and accurately report and record all the financial and non-financial transactions required to be recorded in compliance with regulatory requirements. All the internal and external documents of the Company, including details of transactions of payments or gifts or hospitality to and from Business Partners Public Officials, or Intermediaries, shall be accurately reported and recorded. Any off-the-books payments/receipts or any fraudulent accounting practice or purposeful falsification of the Company's books and records to cover up or conceal any Bribe/improper payments are strictly prohibited.
- c. **Gifts and Hospitality** - Business gifts and hospitality are sometimes used in the normal course of business activity. However, if offers of gifts or hospitality (*including entertainment or travel*) are frequent or of substantial value, they may create the perception of, or an actual conflict of interest or an 'illicit payment'. Therefore, gifts and hospitality given or received should be modest in value and appropriate, and in compliance with Indian law read together with these guidelines. Any gifts, rewards, awards, or recognition to the Employees or Representatives of the Company by the Company as per its policies for rewards and recognition of the Employees are excluded from the scope of this Policy.

**i. Gifts**

The Company allows giving gifts of nominal value, such as corporate calendars, pens, mugs, and small food items (*preferably branded with the Company's logo*), to employees of current or prospective clients (*public or private*) or Business Partners.

These gifts must be given in the ordinary course of business and must be in accordance with the guidelines below:

- (i) Such gifts are not intended to induce the recipient to confer any business advantage in return;
- (ii) Such gifts do **not exceed INR 2,500/-** in value (*or its equivalent foreign currency*);
- (iii) No Cash is paid;
- (iv) The Employee or Representative presenting such a gift does so on behalf of the Company only;
- (v) Presenting or giving any gift **in excess of INR 5,000/-** would require **prior written approval from the CCO**. Anything **within the value of INR 2,500/-** would require **Line Manager's approval**. Further, any gift **above INR 2500/- and up-to INR 5,000/-** may be given only with the **approval of Deputy General Manager** in the reporting line.

Gifts received must be in the ordinary course of business and in accordance with the guidelines below:

- (i) Any small value gifts including sweets and flowers on festive occasions from anyone are normally allowed to be accepted by Employees.
- (ii) Company Employees **may receive/accept the gifts** from the Company's current or prospective clients, vendors, or any commercial partners provided that the value of the gift **does not exceed INR 2,000/-** (*or its equivalent foreign currency*).
- (iii) High-value gifts, i.e., any gift in excess of INR 2000/- (*or its equivalent foreign currency*) in extraordinary circumstances, need to be specially approved by the CCO and CEO of the Company before acceptance. Anything within the value to be intimated to the Line Manager.

**RAYCHEM-RPG PRIVATE LIMITED**  
**Anti-Bribery and Anti-Corruption Policy**

In all circumstances, the intention behind the gift should always be considered before giving or receiving any item of value.

**ii. Business Hospitality**

The Company recognizes that there may be situations where reasonable expenses are incurred during interactions or engagements with Business Partners, Public Officials, Intermediaries, or third parties. These expenses could include meals, entertainment, transportation, accommodation, and other similar expenses as per the event. The following guidelines shall be followed for business hospitality:

- (i) Business hospitality should not be extended to the family members or relatives of Business Partners, Public Officials, Intermediaries or third parties who are not connected with the business.
- (ii) Any hospitality that exceeds the scope of the business purpose or is sexually suggestive, exploitative, or of an otherwise inappropriate nature is unacceptable.
- (iii) The entertainment, travel, lodging boarding or any hospitality expenses which are applicable to the employees of the Company are extendable to the Business Partners, Public Officials, Intermediaries, or third parties. Any expenses of such nature can be made within the limits and categories specified for the employees. Deviations shall be approved by the CHRO of the Company and the CCO shall be copied.

Other general rules for giving and receiving gifts or hospitality as set below should be followed:

- (i) Has modest value and does not create a perception (*or an implied obligation*) that the giver is entitled to preferential treatment of any kind;
- (ii) Would not influence, or appear to influence, our ability to act in the best interest of the Company;
- (iii) Gifts prohibited under law or gifts of Cash, or gifts in the nature of Bribe, Kickback or Facilitation payment, or prohibited by recipient's or giver's organization, or gifts in form of some service or non-cash benefits like a promise of employment, funding/arranging for personal holidays, etc. are never appropriate and should never be given or accepted;
- (iv) Violates this Policy or other policies or guidelines of the Company or any applicable law.

**d. Donations**

All donations and political contributions shall be approved by the Board of Directors of the Company.

**e. Sponsorships**

Sponsorships are only permitted if there is a clear business case and for specific objectives which are covered as the part of approved annual business plan of the Company or with prior approval of the Board of Directors of the Company. Reasonable steps must be taken in accordance with the Company's policies and procedures to verify that sponsorships made do not constitute illegal payment to a Public Official, third parties or such other individual or entity in violation of this ABAC Policy.

**f. Dealing with Government Officials**

Only authorized Employees are allowed to interact with Government Officials in the course of the Company's business. Such interactions must adhere to applicable laws and comply with this

**RAYCHEM-RPG PRIVATE LIMITED**  
**Anti-Bribery and Anti-Corruption Policy**

Policy and Government Interaction Policy. Any Employee found indulging in acts of Bribery and Corruption in such interactions will be held accountable under this Policy and applicable laws. Detailed guidelines on interactions with Government Officials can be found in the Government Officials' Interaction Policy [PDF RRPL\\_CPP\\_Government Officials Interaction Policy.pdf](#) .

**APPLICABLE LEGISLATIONS**

All domestic/foreign laws relating to Bribery and Corruption that are in place where the Company and all its stakeholder(s) have or may carry out Company-related work now or in the future shall be applicable.

Some of the laws and regulations that are followed by the Company include but are not limited to:

- a. The Indian Penal Code, 1860
- b. The Prevention of Corruption (Amendment) Act, 2018
- c. Prevention of Money Laundering Act, 2002
- d. Central Vigilance Commission Act, 2003
- e. The Benami Transaction (Prohibition) Act, 1988
- f. The Whistle Blowers Protection Act, 2011
- g. The Lokpal and Lokayuktas Act, 2013

Any other laws and regulation(s) being applicable or required due to the nature of the transaction with the third party (ies) as amended and re-enacted from time to time.

**REPORTING AND REDRESSAL**

The Company expects and encourages its Employees to actively report any potential violations or any event of Bribery and Corruption in the Company they witness or possess knowledge of. Such events of violation of the Policy may be reported as per the Redressal Mechanism [PDF RRPL\\_CPP\\_Redressal Mechanism.pdf](#) and/or Whistle Blower policy of the Company available at ([PDF RRPL Whistle Blower Policy.pdf](#)).

Further, all the stakeholders dealing with the Company are encouraged to report any concerns of Bribery or suspicions of malpractice to the Company as per Redressal Mechanism or Whistle Blower Mechanism at the earliest. The Company will ensure that all reports are handled in a confidential and sensitive manner in accordance with the Redressal Mechanism or Whistle Blower Mechanism. Employees who raise concerns will be protected from detrimental treatment or retaliation.

Investigation and Action - Upon receipt of any complaint related to Bribery and Corruption, the Company shall investigate the matter as per its Redressal Mechanism/ Whistle Blower Mechanism and internal disciplinary action guidelines and mechanisms, following which appropriate disciplinary actions shall be taken by the Company after investigation and establishment of the facts.

**PERIODIC MONITORING, TRAINING, AND EVALUATION**

Chief Compliance Officer and/or designated officers shall diligently monitor the effectiveness and review the implementation of this Policy from time to time, taking into account its suitability, adequacy, and effectiveness in countering Bribery and Corruption. Any identified improvements shall be promptly implemented to enhance the effectiveness of the Policy. Internal control systems and procedures shall be subject to regular audits to provide assurance that they are robust and effective in preventing and detecting Bribery and Corruption.

**RAYCHEM-RPG PRIVATE LIMITED**  
**Anti-Bribery and Anti-Corruption Policy**

To ensure widespread awareness and compliance, the Company shall provide comprehensive training and resources to such Employees, as deemed necessary, to familiarize them with the provisions of this Policy and any other necessary and applicable anti-corruption laws.

**General**

The Compliance Committee of Partners of the Company (“CCP”) or any person designated by the Company reserves the right to vary and/or amend the terms of this ABAC Policy from time to time.

**Publication History:**

**Original Issue Date: April 1, 2024**

<b>Prepared By</b>	<b>Approved by</b>	<b>Approval Date</b>	<b>Issuance Date</b>
Suchi Agarwal	Compliance Committee of Partners (Members: Rajat Bhargava, Pramod Menon, Henno Groell, Viswanath S)	March 28, 2024	April 1, 2024

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**RAYCHEM-RPG PRIVATE LIMITED**  
**Anti-Bribery and Anti-Corruption Policy**  
**DECLARATION**

I, the undersigned do hereby certify that,

1. I have read and understood the Anti-Bribery Anti-Corruption Policy (**ABAC Policy**) of Raychem-RPG Private Limited (**Company**).
2. I also affirm to comply and abide with the requirements of the Policy, during my employment with the Company.
3. I will not engage in, nor attempt to engage in any acts of Bribery or Corruption, as understood in the Policy while discharging my duties for or on behalf of the Company or in any personal capacity during the term of my employment with the Company.
4. In case I come across any instances of non-compliance with the Policy, I shall promptly highlight such non-compliance to the relevant authorities in the Company.

Employee Name

Employee ID

Designation

Department

Date

Signature