

Annexure-2: Anti-Bribery and Anti-Corruption Policy

We are committed to the prevention, deterrence and detection of fraud, bribery, and all other corrupt business practices. We are bound by various laws, including anti-bribery laws like the UK Bribery Act, 2010 and Foreign Corrupt Practices Act. Company is committed to upholding laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. The policy forbids employees and associated persons from offering or accepting bribes in any form – monetary or otherwise.

This Policy is applicable to employees and business partners of company.

“Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical or a breach of trust.”

POLICY TERMS FOR EMPLOYEES

The UK Bribery Act ("UKBA") prohibits company and its associated persons

- From offering, promising, or giving any financial or other advantage to bring about the improper performance by another person of a relevant function or activity,
- To influence a foreign public official in performance of his or her official functions with an intention to obtain or retain business or an advantage in the conduct of business.
- Receipt of bribe is also covered by the act and is an offence under it. Stated more concisely the UKBA prohibits payment and receipt of bribes directly or indirectly through associated person.
- Employees shall not offer or provide an undue monetary or Facilitation payments, other advantage to any person or persons, including public officials, customers or employees, any associated persons, in violation of laws and the officials’ legal duties in order to obtain or retain business.
- Agreements with consultants, brokers, sponsors, agents, or other intermediaries shall not be used to channel payments to any person or persons, including public officials, customers, or employees, and thereby circumvent the Company’s policies regarding bribery and corruption.

GIFTS AND ENTERTAINMENT

Gifts

As part of our overriding philosophy and good governance, HZL (the Company) discourages all its team members from receiving gifts except those of insignificant commercial value. Team members include all employees/retainers/advisors etc of the company and all its subsidiaries.

Individuals should make every effort to refuse or return gifts having commercial value. Under exceptional circumstances if gifts are to be accepted then the same should be reported to the immediate superior and deposited with the Company Secretary. Perishable gift items cannot be carried home. It has to be consumed in office with your other office staff. Company Secretary should circulate details of such gifts to the Company CEO/ COO, Unit Head on desired intervals.

Offering gifts is a legitimate contribution to building good business relationships. It is important, however, that gifts never unduly influence business decision making or cause others to perceive an undue influence.

- It is prohibited to offer loans, cash or personal cheques, gifts that may be illegal (anything offered to a government official in breach of local or international bribery laws) and gifts of an inappropriate nature. The test to be applied while giving gifts is whether they could be

intended, or even be reasonably interpreted, as a reward or encouragement or inducement for a favour or for preferential treatment. If the answer is yes, the gift is prohibited.

- Never personally pay for a gift in order to avoid complying with entity's code of conduct
- Never offer gifts from any entity involved in a bid or tender with entity.

Entertainment

Bona fide hospitality and promotional, or other business expenditure which seeks to improve the image of a commercial organisation, better to present products and services, or establish cordial relations, is recognised as an established and important part of doing business.

It is your responsibility to use good judgement in this area. As a general rule, you may give or receive entertainment to or from customers or suppliers only if the entertainment would not be viewed as an inducement to or reward for any particular business decision. Entertainment expenses should be properly accounted for on expense reports.

POLITICAL CONTRIBUTION

No funds or assets of the Company may be contributed to any political party or organisation or to any individual who either holds public office or is a candidate for public office except where such a contribution is permitted by applicable law and has been authorised by the Chairman or the Board of Directors or shareholders as the case may be.

POLICY TERMS FOR Business Partners

- The Business Partners shall not, directly or through intermediaries, take any recourse to any unethical behaviour (implicit or explicit), or offer or promise any personal or improper advantage in order to obtain or retain a business or other advantage from a third party, whether public or private, including with any employee of the Company.
- Business Partners shall not offer or accept bribe or use other means of obtaining undue or improper advantage, offer or accept any kickbacks, and shall not take any actions to violate or cause its business partners to violate any applicable anti-bribery laws and regulations including the Foreign Corrupt Practices Act of USA (FCPA), Bribery Act of United Kingdom and Prevention of Corruption Act of India.
- Business Partners shall not take any advantage of any family/ social/ political connections to obtain favourable treatment or for the advancement of business or obtaining any favours. Merit shall be the sole attribute of association with the Company.
- Business Partners shall not enter into a financial or any other relationship with a Company employee that creates any actual or potential conflict of interest for the Company.
- The Business Partners is expected to report to the Company any situation where an employee or professional under contract with may have an interest of any kind in their business or any kind of economic ties with them.
- Business Partners shall not offer any gift, hospitality, or entertainment for the purpose of obtaining any advantage, order, or undue favour.
- Unfair Trade Practices: Business Partners shall desist from any unfair or anti-competitive trade practices.