

Garware Hi-Tech Films Limited

Anti- Bribery and Anti- Corruption Policy

1. **PREAMBLE:** The Anti-Bribery and Anti-Corruption Policy (“**Policy**”) of Garware Hi-Tech Films Limited (“**GHFL**”/“**Company**”) has been developed in alignment with Company’s code of conduct for employees, various policies (including whistle blower policy), rules and regulations adopted by GHFL and in conformance with the legal and statutory framework of anti-bribery and anti-corruption legislation prevalent in India. For the avoidance of doubt it is clarified that notwithstanding anything contained herein, this Policy is not intended and shall not apply to or prohibit legitimate business expenses, including promotional expenses, transactional expenses, payments to business partners, and other expenditures for legitimate purposes pertaining to the operations of the Company.

2. **POLICY STATEMENT:**

- 2.1. The Policy emphasizes GHFL’s zero tolerance towards bribery and corruption practices. All forms of bribery and corruption are unacceptable and strictly prohibited.
- 2.2. The Policy provides necessary information and guidance on how to recognise and deal with bribery and corruption issues.
- 2.3. The purpose of this Policy is to establish clear rules to ensure compliance with all applicable anti-bribery and anti-corruption laws. It guides us to act fairly and with utmost integrity in all our business dealings and relationships, wherever we operate.

3. **DEFINITIONS**

3.1 “**Anti-Corruption Laws**” shall mean any applicable anti-corruption laws, including the (Indian) Prevention of Corruption Act, Central Act No.49\1988 (“**PCA**”), the U.S. Foreign Corrupt Practices Act of 1977, as amended (“**FCPA**”), the UK Bribery Act, 2010, the applicable financial record keeping and reporting requirements of the U.S. Currency and Foreign Transaction Reporting Act of 1970, as amended, the U.S. Money Laundering Control Act of 1986, as amended, the (Indian) Prevention of Money Laundering Act, 2002., the Central Vigilance Commission Act, 2003, Lok Ayukta Acts of various states and any other anti-money laundering or anticorruption laws in effect in India.

“**Bribe**” means an inducement, payment, reward or advantage offered, promised or provided to a public servant or to any other commercial party in order to corruptly gain any illegal commercial, contractual, regulatory or personal advantage. A business advantage means that GHFL is placed in a better position (financially, economically, or reputationally, or in any other way which is beneficial) either than its competitors or than it would otherwise have been had the bribery or corruption not taken place. Such bribe, when made with the requisite corrupt intent, may be anything of value such as gifts, inside

information, sexual or other favors, corporate hospitality or entertainment, offering employment to a relative, trading information, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function - and can pass directly or through a third party

3.2 **“Corruption”** means any willful conduct by any Company Personnel in connection with Company business, which would violate the Anti-Corruption Laws.

3.3 **“Government Official”** means (i) an officer, agent or employee of a government, government-owned enterprise (or any agency, department or instrumentality thereof) or political party, or public international organization established under an international treaty (ii) an agent, officer, or employee of any entity owned by a government. Retired employees, officers, employees, or any person who are not currently or at the time of the relevant conduct acting in any capacity for or on behalf of either a government, its departments, agencies, instrumentalities, or quasi- or partially-government controlled or owned entities; any public international organisation established under an international treaty to which India is a signatory; or a political party in India, are not considered to constitute “Government Officials.”.

3.4 **“Third Party”** means any individual or organisation with whom Company personnel may come into contact during the course of work for GHFL, and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

4. **APPLICABILITY:** The Policy would be applicable to all individuals working for the Company at any location and at all levels and grades, including directors, employees (whether regular, fixed term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff of the Company, volunteers, interns, and others acting on the Company’s behalf and instructions (**“Company Personnel”**), in the course of their engagement for or on behalf of the Company. Our Company would also recommend adoption of this Policy to the Boards of its subsidiaries, associates and joint ventures.

5. **ANTI BRIBERY AND CORRUPTION STANDARDS:** It is prohibited for GHFL or its directors, officers, contractor, consultants or any other Company Personnels to whether directly/indirectly –

5.1 give or promise to give financial or other inducements, intermediation in giving or receiving financial or other inducements, malpractice, misuse of official authority, facilitate payments, illegal use of the official position by a person to receive benefits in the form of money, property or other assets, services, and any rights to himself or to other persons or illegal provision of benefits or rights by other persons or

- 5.2 offer, give, promise, request and receive payments or make payments to simplify administrative, bureaucratic and other formalities in any form including cash, valuables, services or other benefits or
- 5.3 a payment, gift or hospitality from/to a third party if they know or suspect that it is offered or provided with an expectation that a business advantage will be provided by the Company in return or
- 5.4 threaten or retaliate against another employee or worker who has refused to commit a bribery offence or who has raised concerns under this Policy
- 5.5 or engage in any activity that might lead to a breach of this Policy.

6. GIFT AND HOSPITALITY: This Policy does not prohibit normal and appropriate hospitality to or from third parties.

- a) GHFL doesn't prohibit giving or receiving of gifts by the stakeholders, directly or indirectly, of a modest value, subject to approval matrix and guidelines stated below:

Particulars	Approving authority
Up to INR 2,500 per person*	Head of Department

*Note: The limits prescribed above is applicable for gifts given to an individual per annum.

7. REPORTING VIOLATIONS OF THIS POLICY:

- 7.1 All employees are encouraged to raise concerns about any actual or suspected cases of bribery and corruption at the earliest possible stage.
- 7.2 Where anyone believes that the Guidelines are not being complied with or they are being asked to carry out any act not in compliance with these Guidelines, such concerns must be raised immediately with the immediate superior. If the immediate superior is not the appropriate person, then the employee's concerns must be brought directly to the attention of the Chairman – Audit Committee / Vigil Mechanism Committee or the Compliance Officer. Concerns should be reported by following the procedure set out in “Whistle-Blower” policy
- 7.3 GHFL encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. No directors, officers, employees, consultants, contractors or Company personnels of GHFL will suffer demotion, penalty, or other adverse consequences for refusing to engage in or permit a bribery offence or for raising concerns or for reporting possible wrongdoing, even if it may result in the Company losing business or otherwise suffering a disadvantage.

8. RESPONSIBILITY UNDER THE POLICY:

The members of the Board of Directors and employees of all functions of the Company, regardless of position and designation, must read, understand and comply the principles and requirements of the Policy.

9. CONSEQUENCES OF NON COMPLIANCE WITH THE POLICY:

9.1 Our Company takes the subject of corruption and bribery very seriously. Any violation to this Policy will be regarded as a serious matter and shall result in disciplinary action, including termination, consistent with the applicable law and the employee's terms of employment. Any person / Company Personnels who breaches this Policy will face disciplinary action, which could result in civil and / or criminal proceedings, at the discretion of the Company. GHFL reserves its right to terminate its contractual relationship with other persons if they breach this Policy.

10. PERIODIC REVIEW AND EVALUATION : The Board of Directors of the Company will monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy and effectiveness.

Our Company reserves the right to vary/amend/modify the terms of this Policy from time to time.