



## **Anti-Bribery and Corruption Policy**

### **1. Rationale**

This document sets out the long-standing policy of Highway Concessions One Private Limited on combating bribery and corruption.

### **2. Scope**

This Anti Bribery and Corruption Policy (the "Policy") is applicable to the management and employees of Highway Concessions One Private Limited (the "Company") and its subsidiaries (as applicable), vendors, Contractors, Sub-Contractors, Consultants, representatives, agents and all other persons dealing with the Company.

In this Policy, Bribery is defined as offering, giving or receiving a financial or other advantage to induce or reward the improper performance of a role, duty or function. The definition includes 'Facilitation' or 'Speed' payments.

### **3. Objectives**

The purpose of this Policy is to safeguard and promote legitimate business throughout the organization and to prevent and prohibit corruption, bribery and similar acts in connection with the organization. This Policy aims to obviate risks, in the face of acceleration of Company's business, by strengthening internal controls in order to protect the brand, reputation and assets of the Company from loss or damage resulting from suspected or confirmed incidents of bribery and corruption. This Policy shall be separate from the existing internal policies and code of conduct.

The aim of this Policy is also to avoid prejudicing any person's objectivity, for instance, when a contract is in the course of negotiation and to avoid situations where a customer or supplier may seek to influence him or her or vice versa.

The Policy consists of the Principle and a series of Practical Procedures to give effect to the Principle. The objective of the Policy is to clearly set out the Company's 'Zero Tolerance' approach to bribery and corruption.

### **4. Principle**

The Company will not pay & will not accept bribes, either directly or via third parties, in any circumstances. Breaches or attempted breaches of this principle by an employee will be regarded as an act of gross misconduct.

## **5. Communication**

The Company will communicate the Policy and Practical Procedures and its approach for the implementation of the Policy to its employees and will publish this Policy on its intranet and implement an affirmation process.

It will also communicate its approach to the implementation of this Policy to those that supply material goods & services to it, both, directly by correspondence and also by a clear statement on its website.

## **6. Training & Development**

### **Training and awareness**

Appropriate training will be designed and provided to the Company's staff. An ongoing awareness program to all employees is a key enabler to convey awareness of this Policy, relevant legislations, their obligations & expectations as well as an effective preventive control. Awareness is developed through periodic assessment, training and frequent communications.

### **Affirmation process**

The Company would also have an affirmation process (at least annually) to, acknowledge that the respective employee / Business Unit / Division (as applicable) have read, understood and complied with this Policy.

## **7. Designated Compliance Officer**

The Company will at all times nominate a Compliance Officer of the Company (DCO) to be responsible for overseeing the implementation including monitoring and review of this Anti-Bribery and Corruption Policy, the Principle and Practical Procedures.

The Compliance Officer will be sufficiently senior to be fairly regarded as independently minded and in discharging this role shall report to Audit Committee/ Board of Directors of the Company.

The DCO shall be responsible to implement such process and procedures for implementation of this Policy framework.

## **8. Approval for giving and taking Gifts & Gifts Register**

Small gifts, favors or hospitality of minimal financial value i.e. less than INR 10,000 and gifts often of a promotional nature such as a diary – from customers or suppliers (actual and potential) can be given and / or accepted and kept. Other gifts / favors / hospitality cannot be given or accepted without approval from his or her reporting manager.

The Company will keep records of the gifts and corporate hospitality given and received by its staff over INR 10,000. These records will be reviewed quarterly by the DCO.

## **9. Review and Reporting**

**9.1. Information to Senior Management:-** The DCO will, at-least on a quarterly basis, keep the Senior Management of the Company informed, of the steps taken to implement the Principles and the Practical Procedures of this Policy, of the conclusions of any reviews and of any material findings arising out of the work of implementation of this Policy.

**9.2. Review by Audit Committee / Board of Directors:-** The DCO will monitor, review and at least annually, report to the Company's Board of Directors and/or Audit Committee on the effectiveness of and adherence to the Policy, its Principle, the Practical Procedures and the steps taken by the Company to implement them.

## **10. Document Retention**

All information, documents, data, registers, review reports, etc. along with the results of inquiry / investigation relating thereto, shall be retained by the respective Business Unit / DCO for a minimum period of 5 (five) years or for such number of years as required under the applicable laws, if any.

### **Bribery and Corruption – our public statement**

Highway Concessions One Private Limited is committed to complying with all applicable laws and best corporate governance practices, wherever we operate. It is a core aspect of our mission to act with integrity in all of our operations. The Board of Directors of Highway Concessions One Private Limited expects all employees to comply with both the letter and spirit of the law and governance codes.

Highway Concessions One Private Limited affirms that it will not pay or procure the payment of a bribe or unlawful fee to encourage the proper performance of a task or one which is intended or likely to compromise the integrity of another. Highway Concessions One Private Limited will not accept any payment, gift or inducement from a third party which is intended to compromise our own integrity.

Highway Concessions One Private Limited has communicated this Policy to all its employees, to ensure that its commitment to integrity and legal compliance is followed.

When contracting with a third party, Highway Concessions One Private Limited will insist that they acknowledge its commitment to good governance and that they in turn require the same high standards of those they engage.

Any person who believes that Highway Concessions One Private Limited or its employees are involved in bribery and corruption is encouraged to report his/her concerns to Chairman of the Audit Committee/ Board of Directors of the Company.

**Sd/**

**Neeraj Sanghi**  
**Chief Executive Officer**  
**Highway Concessions One Pvt. Ltd.**