

ADKAMP | MEDIA
MARKETING &
MORE...

**ANTI CORRUPTION
&
BRIBERY POLICY**

Policy Statement

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, and to implementing and enforcing effective systems to counter bribery.

Our employees and associates are prohibited from engaging in any bribery or potential bribery. This includes a prohibition against both direct bribery and indirect bribery, including payments through third parties.

Bribery is a serious criminal offence in countries in which the Company operates, including India, the United Kingdom (UK Bribery Act 2010), the United States of America (Foreign Corrupt Practices Act) and others. Bribery offences can result in the imposition of severe fines and/or custodial sentences (imprisonment), exclusion from tendering for public contracts, and severe reputational damage

We therefore take our legal responsibilities very seriously. We will uphold all laws relevant to countering bribery and corruption.

The purpose of this policy is to:

- a) set out our responsibilities to comply with laws against bribery and corruption; and
- b) provide guidance on how to recognise and deal with bribery and corruption issues.

Applicable to

This policy applies to all individuals working for ADKAMP (a unit of LITAM Advisory Services Private Limited) or any of its subsidiaries and affiliates anywhere in the world (collectively referred to as the "Company") and at all levels and grades. This includes senior managers, officers, directors, employees (whether regular, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as "associates" in this policy). In this policy, third party means any individual or organization that an associate may come into contact with during the course of his/her engagement with the Company, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, business associates (including rainmakers etc.) and government and public bodies including their advisors, representatives and officials, politicians and political parties.

Bribery is:

- a) The offer, promise or receipt of any gift, hospitality, loan, fee, reward or other advantage to induce or reward behavior which is dishonest, illegal or a breach of trust, duty, good faith or impartiality in the performance of a person's functions or activities (including but not limited to, a person's public functions, activities in their employment or otherwise in connection with a business); or
- b) The offer or promise of any gift, hospitality, loan, fee, reward or other advantage to a public official with the intention of influencing

Bribery includes not only direct payments, but also authorizing or permitting an associate or third party to commit any of the acts or take any part in the actions identified in (a) and (b) above.

What is **not acceptable**?

It is not acceptable to:

- a) Give, promise to give, or offer, a payment, gift or hospitality to secure or award an improper business advantage;
- b) Give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to facilitate, expedite, or reward any action or procedure;
- c) Accept payment from a third party knowing or suspecting it is offered with the expectation that it will obtain a business advantage for them;
- d) Induce another individual or associate to indulge in any of the acts prohibited in this policy;
- e) Threaten or retaliate against another associate who has refused to commit a bribery offence or who has raised concerns under this policy;
- f) Give or accept any gift where such gift is or could reasonably be perceived to be a contravention of this policy and / or applicable law; or
- g) Engage in any activity that might lead to a breach of this policy.

Introduction of Code of Conduct and Ethics

This Code of Conduct & Ethics ("Code") details ADKAMP 's (Which is a part of LITAM Advisory Services Private Limited) policies for employees and other stakeholders. ADKAMP is committed to a quality business and reputation that values integrity, respect and truthfulness, and a strong commitment to the highest ethical standards. These principles apply to employee interactions with customers, co-workers, vendors, government and regulatory agencies and the general public. This Code applies to all entities under the umbrella of LITAM Advisory Services Group like ADKAMP, their respective Board of Directors, and employees (collectively "employees"), consultants and other stakeholders. ADKAMP 's employees must be familiar with this Code and adhere to its guidelines.

This Code is not a comprehensive guide of all ethical issues that employees may face, but merely highlights specific problems. In dealing with ethical problems not detailed in this Code, employees are expected to use common sense and their best moral judgment. If an employee has ethical questions, please contact Head of HR Function. This policy may be modified or updated at any time. ADKAMP welcomes employee suggestions on changes in this Code.

Gifts & Hospitality

This policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest, and bona fide corporate hospitality, and if its purpose is to improve our company image, present our products and services, or establish cordial relations.

Gifts and Hospitality:

Must be duly approved. Normal business hospitality must always be approved at the appropriate level of Company management.

Must not be intended to improperly influence. Employees should always assess the purpose behind any hospitality or entertainment. Hospitality or entertainment with the intention of improperly influencing anyone's decision-making or objectivity, or making the recipient feel unduly obligated in any way, should never be offered or received. Employees and Associates should always consider how the recipient is likely to view the hospitality. Similarly associates must also decline any invitation or offer of hospitality or entertainment when made with the actual or apparent intent to influence their decisions

Must not have the appearance of improper influence. Gifts can in some cases influence, or appear to influence, decision-making, for example by persuading the recipient to favour the person who made the gift over his own employer. Associates should think very carefully before making, or receiving, gifts. Gifts can occasionally be offered to celebrate special occasions (for example religious holidays or festivals or the birth of a child) provided such gifts do not exceed USD \$40 (or local equivalent) in value, and are occasional, appropriate, totally unconditional, and in-fitting with local business practices. No gift should be given or accepted if it could reasonably be seen improperly to influence the decision-making of the recipient.

- **Certain gifts are always prohibited.** Some types of gifts are never acceptable including gifts that are illegal or unethical, or involve cash or cash equivalent (e.g. loans, stock options, etc). Furthermore, by way of non-exhaustive example, an invitation to his/her family to join him on a foreign business trip, or the extension of a trip at the customer's expense to include a holiday, are at all times unacceptable, and associates should not participate in such practices.
- **Modest promotional gifts are permitted.** It is acceptable to offer modest promotional materials to contacts e.g. branded pens. Use of one's position with the Company to solicit a gift of any kind is not acceptable. However, the Company allows associates occasionally to receive unsolicited gifts of a very low intrinsic value from business contacts provided the gift is given unconditionally and not in a manner that could influence any decision-making process.
- **Personal payment does not cure.** Associates may never pay on their personal account for gifts or hospitality in order to avoid this policy.

If the gift is anything other than moderate, the gift should be reported to the reporting manager who will decide whether such gift will be retained or returned. If your reporting manager is uncertain how to treat the gift, s/he should seek clarification from Human Resource (HR) contact.

Facilitation payments & kickbacks

The Company prohibits making or accepting, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action by an official. Kickbacks are typically payments made in return for a business favor or advantage. All associates must avoid any activity that might lead to a facilitation payment or kickback being made or accepted.

If you are asked to make a payment on behalf of the Company, you must consider the purpose of the payment and whether the amount requested is proportionate to the goods or services provided. Any request for a facilitation payment should be refused unless you feel you are at risk of injury, of detention, or for your life, if you refuse. If one of these exceptions applies, a receipt should be obtained and the matter reported, as soon as possible, to the Company

Donations

No donation should be made which may, or may be perceived to breach applicable law, or any other section of this policy. All donations must be approved by the Company Corporate and the Company shall keep accurate records of all donations made by the Company

Third Parties

Third parties can put the Company at risk if they do not follow ethical business practices. For that reason, the Company will develop procedures for conducting appropriate risk-based due diligence on third parties, and the implementation of appropriate steps to address any identified risks, to ensure compliance with applicable anti-corruption laws

What to do if you are a victim of Bribery or corruption

If you are offered a bribe by a third party, or if you are asked to make a bribe, or if you suspect that you may be asked to commit such a violation, or if you believe that you or anyone else is a victim of any form of unlawful activity, you must comply with this policy

Training and Communication

Dissemination of this policy for new joiners shall be carried out at the time of induction. This policy will also be shared with all existing associates. If you have any query about this policy, you should contact your reporting manager.

The Company's zero-tolerance approach to bribery and corruption should be communicated to all agents, suppliers, contractors and business partners at the outset of the Company's business relationship with them and as appropriate thereafter.

POTENTIAL SCENERIOS OF RISK – “RED FLGS”

This section contains a list of possible red flags that may arise during the course of business. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any red flags you must report them promptly by following the procedure set out in the Whistle Blower policy:

- a) Being aware that a third party engages in, or has been accused of engaging in, improper business practices;
- b) Learning that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- c) A third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- d) A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- e) A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- f) A third party requests an unexpected additional fee or commission to "facilitate" a service;
- g) A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- h) A third party requests that a payment is made to "overlook" potential legal violations; (i) A third party requests that you provide employment or some other advantage to a friend or relative;
- i) You receive an invoice from a third party that appears to be non-standard or customized.
- j) A third party insists on the use of side letters or refuses to put terms agreed in writing;
- k) You observe that the Company has been invoiced for a commission or fee payment that appears large compared to the service stated to have been provided
- l) A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Company; and/or
- m) You are offered an unusually generous gift or lavish hospitality by a third party

MONITERING AND REVIEW

The head of the Human Resources Department will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvement identified will be made and incorporated as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption

Few examples for Employees

This section contains a list of examples of prohibited bribery. It is not intended to be exhaustive and is for illustrative purposes only.

Offering a bribe

You offer a potential customer tickets to a major sporting event, but only if they agree to do business with us. This would be an offence (by you) as you are making the offer to gain an improper commercial and contractual advantage. The Company may also be found to have committed an offence because the offer has been made improperly to obtain business for us. It may also be an offence for the potential customer to accept your offer.

Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them. It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain an improper personal advantage.

Bribing a foreign official

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process, such as clearing computer hardware through customs. The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. The Company may also be found to have committed an offence.