

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

### **1. OBJECTIVE**

- 1.1 GMR Group believes that for an organization to succeed, grow and excel, it needs to be anchored to its values and beliefs and motivate all its Employee(s) to consistently display these values and beliefs in the course of their interactions.
- 1.2 This Anti-Bribery and Anti-Corruption Policy (hereinafter referred to as the "**Policy**") as articulated below, embodies GMR Group's values and beliefs and endeavours to lay down guidelines for Employee(s) and Value Chain Partner(s) to follow in their day to day work life.
- 1.3 All Employee(s) and Value Chain Partner(s) are requested to read and imbibe this Policy and follow it in letter and spirit, so as to maintain the highest standards of values and beliefs in their conduct to achieve organizational objectives. The GMR Group's values and beliefs shall act as the guiding principle in the enumeration, interpretation and periodic review of this Policy. The Employees of GMR Group shall ensure compliance with this Policy and the Applicable Laws shall prevail in case of conflict or inconsistency between the provisions of this Policy and the Applicable Laws. All entities of GMR Group shall adopt this Policy and the Joint Ventures will be encouraged to adopt this Policy or similar or more comprehensive policy.
- 1.4 This Policy shall be read in conjunction with Code of Business Conduct and Ethics.

### **2. PURPOSE, SCOPE AND APPLICABILITY**

- 2.1 The GMR Group is committed to and continuously strives to follow the doctrine of 'Zero-Tolerance to Corruption and Bribery', in all its businesses and functions in line with its Values and Beliefs.
- 2.2 The GMR Group is dedicated to ensure compliance to all Applicable Laws, including those relating to bribery and corruption, to protect its image and reputation.
- 2.3 This Policy applies to all the Employee(s) and Value Chain Partners .(hereinafter referred to as "Personnel")
- 2.4 This Policy also applies to all other individuals, working for the GMR Group Trusts, Joint Venture(s) or persons or entities acting on the GMR Group's behalf in negotiating with third parties.
- 2.5 Every individual or entity to whom this Policy applies, is bound to exhibit honest and ethical conduct in his/her/its official/business dealings and relationships, both in letter and in spirit. Non-compliance of this Policy or indulging into any act of bribery or corruption, actual or potential, shall be strictly dealt with by the GMR Group apart from legal / penal consequences.

### 3. Governing Legislations

This policy has been prepared after giving specific attention to the requirements of the relevant laws to prevent/counter acts of bribery and corruption in the conduct of its business across jurisdictions as per the Applicable Law(s) of the land where the GMR Group operates and forbids Employee(s) and Value Chain Partners from indulging in such acts.

In setting out the principles, due consideration has been paid to Indian and International laws including the following:

- i. Prevention of Corruption Act, 1988 and Prevention of Money Laundering, 2002 – as amended from time to time;
- ii. UN Convention on Corruption;
- iii. UK Bribery Act; and
- iv. US Foreign Corrupt Practices Act.

### 4. DEFINITIONS:

In this Policy, all capitalized terms unless context otherwise requires means ,:

**“BRIBERY” means** an inducement offered, or promised or provided to any person in authority (private or public) for obtaining any undue advantage or benefits, either,

- i) to obtain or retain business for self or anyone else, including any connected commercial organization, or
- ii) obtain or retain advantage in the conduct of ongoing business of self or anyone else, including any connected commercial organization.

Bribery could be monetary or any other undue advantage or benefits in the form of gifts, favour, service, travel and entertainment expenses, facilitation payments, kickbacks, donation, offering employment, hospitality, entertainment, employment for nominees, education expenses of self/dependents, etc.

**“CORRUPTION” means** corruption including wrong doing on the part of an authority or those in power, any commercial organization or its associates / representatives through means that are illegitimate, immoral or incompatible with ethical standards.

**“Undue Advantage” means** unfair advantage, by way of any gratification which is considered unreasonable or excessive and it includes but is not restricted to expensive club memberships, lavish hospitality, loans / money taken by employees from vendors whether interest free or lower interest rates etc.

**“Gratification” means** doing/receiving a favor, but not limited to pecuniary gratification.

**“Public Servant” means** any executive, official, or employee of legislative, or judicial office (either appointed or elected) or person in the service or pay of, or remunerated by the central/federal or

state/provincial Government or local authority or undertaking fully or partially owned by the Central/federal or State/provincial Government or local authority.

**“Business Associate(s)”** means any individual or organization, that comes in contact or transacts business or dealing with the GMR Group and also include actual and potential customer(s)/client(s), supplier(s), vendor(s), service provider(s), business contact(s), contractor(s), sub-contractor(s), lessor(s), lessee(s), agent(s), consultant(s), representative(s), adviser(s), and Government and Public Bodies (including their advisers, representatives and officials, politicians and political parties).

**Intermediaries(s)"/ Third Party(ies)** mean any individual or organization, that contacts or transacts business or deals on behalf of the GMR Group and also includes actual and potential customer(s)/client(s), supplier(s), vendor(s), service provider(s), business contact(s), contractor(s), sub-contractor(s), lessor(s), lessee(s), agent(s), consultant(s), representative(s), adviser(s), and Public Bodies (including their advisers, representatives and officials). Intermediaries can be a corporate body or a natural person on which a GMR Group relies to detect business opportunities, conduct business intelligence, facilitate contact (organisation of meetings, encounters, etc.) or puts it in touch with customers, prospects or suppliers in order to finalise a contract or to answer calls for tenders on behalf of one of the Group Entities.

**“Facilitation and Kickback Payments”** means unofficial payments made to Public Servant(s), generally in order to expedite or secure the performance or improper performance of public duty.

**“Value Chain Partners”** mean consultant(s), agent(s), advisor(s) contractor(s), sub-contractor(s), dealer(s), distributor(s), franchisee(s) and sponsor(s) of the GMR Group.

Capitalized terms not defined in this Policy shall have the meaning assigned to them in the Code of Business Conduct and Ethics or other relevant Applicable Laws.

## 5. PRINCIPLES AND GUIDELINES

- i) **Gifts** –Except in connection with and specifically pursuant to programs officially authorized by the GMR Group, no Personnel shall give or accept, directly or indirectly, take or offer any money, objects of value, or favors / discounts from any person or company or entity that has or is doing or seeking business with the GMR Group.
- ii) **Travel and Entertainment Expenses** – A Personnel may incur reasonable/moderate expenses towards travel and entertainment expenses of clients, Business Associate(s) or Public Servant or their relatives (provided their rules/regulations do not prohibit so).  
 However, it is not permissible to provide entertainment with the intention to improperly influence one’s decision-making or objectivity, or making the recipient feel unduly obligated in any manner. Similarly, the Personnel may accept or receive hospitality of nominal value from clients, vendors etc. but, should decline any invitation or offer of entertainment, when made with the actual or apparent intent to influence their decisions.
- iii) **Facilitation and Kickback Payments** – The GMR Group prohibits any Facilitation and Kickback Payments of any kind.
- iv) **Offering Employment** – The GMR Group would not give any preference during recruitment to any associate, or relative of any Public Servant or Business Associate(s).

- v) **Procurement Process** – To ensure adherence to the GMR Group’s procurement processes as detailed in the Procurement Policy and Suppliers Code of Conduct and Business Ethics, including internal control systems right from the very start of the process of procurement. Supplier selection should never be based on any undue consideration or in violation of GMR Group’s Conflict of Interest Policy. There should be fairness, objectivity and transparency all through the process of procurement. Maintenance of complete, clear and unambiguous documentation, as provided in the relevant policies, also specifying details of Employee(s) associated therewith.
- vi) **Mergers & Acquisitions** – Prior to any merger or acquisition, adequate due diligence should be conducted covering the reputation, integrity and compliance of anti-bribery & anti-corruption procedures by the concerned GMR Group / business / entity, to avoid any actual or potential legal and business risk. At the stage of proposed acquisition / merger, or at any subsequent stage, the GMR Group will conduct suitable audits, re-evaluate third parties and train new employees.
- vii) **Use of Business Associate(s), Third parties and other Intermediaries** – Any act of Bribery or Corruption by Business Associate(s)/Third Party(ies) /Intermediaries, in respect of the assigned business of the GMR Group, may entail serious legal / penal consequences for the GMR Group, even if the impugned acts had been conducted of its own by the said Business Associate(s)/Third Party/Intermediaries , without the knowledge or consent of the GMR Group. It is therefore necessary and expedient to be careful in the selection and engagement of Business Associate(s)/Third Party(ies) /Intermediaries, that is, those people or entities who act on behalf of the GMR Group.  
All dealings with the Business Associate(s)/Third Party (ies) /Intermediaries shall be carried out by GMR Group in line with the highest standards of integrity and in compliance with the relevant laws and regulations, besides following GMR values and ethical standards.
- viii) **Political, Community and Charitable Contributions** - Political contributions from the funds, properties or other resources of the GMR Group approved by the Board and in compliance with Applicable Laws are only allowed. Contribution be made in alignment with the GMR Group’s Corporate Social Responsibility (“CSR”) activities as Charitable donations for humanitarian needs and other factors, including emergency situations and disaster relief. While making donations it should be ensured that the same shall be made without demand or expectation, and not as an act of inducement.
- ix) **Sponsorships** - Sponsorships are closely allied to some of the CSR activities undertaken by the GMR Group for betterment of the community and as a gesture of goodwill. These could range from sponsoring educational scholarships to local sports teams. Any sponsorship must be for genuine business or charitable objectives without any element of quid pro quo. Any such sponsorship must be transparent, duly approved, properly documented and duly reported as per all relevant policies.
- x) **Interaction with Value Chain Partners / Customers** – Authorised Personnel may render customary hospitality to Value Chain Partners / customers for bona-fide purposes and appropriate records thereof to be maintained.  
Adequate care needs to be exercised in offering discounts and rebates during the normal course of business. While this is a common industry practice, the wide variety of arrangements and the relative complexity of some of them creates a degree of risk that could be used to disguise improper inducements to the concerned individual.

## 6. Specific acts strictly prohibited under this Policy

No Personnel or any other person / entity to whom this Policy applies, shall directly or indirectly:

- i) Give, promise to give or offer, any undue advantage, in any form, to any Public Servant or any one on his behalf with the intention or in consideration of inducing the said Public Servant to perform improperly a public duty or as a reward thereof.

Provided that normal business courtesies which are extended in a routine manner or on special occasions are not deemed to be undue favors under this Policy (provided applicable rules/regulations do not prohibit so).

- ii) Accept or solicit any payment, advantage, gift or hospitality from a Business Associate(s) with actual or perceived expectation that it will obtain a business advantage for them;
- iii) Get done any prohibited act through any Business Associate(s) , which is not permissible for the said Personnel to himself/herself undertake;
- iv) Induce or force any other employee(s) to indulge in any of the acts prohibited in this policy;
- v) Threaten or take retaliatory action against any other employee(s) who refuses to be involved in any act of bribery or who raises concern against such acts under the Whistle Blower Policy;
- vi) Engage in any activity that might lead to breach of any of the provisions of this Policy.

Above mentioned factors are only illustrative in nature and in no way limit applicability of this Policy. In case of any gap or ambiguity, the provisions of the extant laws shall prevail.

## **7. Penalties for Violations**

- i) Non adherence to the provisions of this Policy of violation of the extant laws by any Employee of the GMR Group shall entail appropriate action as per the relevant disciplinary policy besides legal / penal consequences.
- ii) Value Chain Partners such as consultants, vendors, service providers or third parties to whom this Policy applies, who violate this policy are liable to be dealt with suitably under the relevant Codes/Contracts and Law(s) as applicable.

## **8. AUDIT PROCEDURES TO VERIFY COMPLIANCE**

In line with the Policy, the GMR Group will get audits conducted by Internal Audit Department or through external auditors, from time to time to **inter-alia** to assure that these are effectively countering bribery and corruption.

## **9. REPORTING OF CONCERNS AND VIOLATIONS**

Every person to whom this Policy applies, is encouraged to raise valid concern(s) about any Bribery or Corruption issue or suspicion of malpractice at the earliest possible stage. The GMR Group has formulated the Whistle Blower Policy with a view to providing a mechanism for the Personnel to raise concern(s) on any violation of GMR Group's Policies.

## **10. COMMUNICATION AND TRAINING**

10.1 COMMUNICATION: Communication regarding channels for reporting such violations needs to be publicized regularly. The main channel for raising concerns is through the GMR Ethics Helpline (Toll Free Number 1800 1020 467 & Email : gmr@ethicshelpline.in).

10.2 TRAINING: Regular training and awareness sessions on this Policy shall be made to all employees and concerned stakeholders.

## 11. Business relationship

- i) Every Personnel should read and understand all the terms and conditions of this Policy and shall ensure compliance thereof.
- ii) In case of any doubt, an Employee or Personnel may obtain necessary clarification/guidance from the respective HR department.
- iii) Prevention, detection and reporting of bribery/corruption is the responsibility of each person working for the GMR Group or on its behalf or under its control. Every Personnel is bound to ensure against commission of any act that might lead to or suggest a breach of this Policy.
- iv) Every Personnel shall ensure that every Business Associate(s) within its work area is fully briefed on this policy and have made a formal commitment to abide by it and that any fees and commissions agreed to will be appropriate and justifiable remuneration for legitimate services rendered.
- v) In the event of any doubt on the integrity of a Business Associate(s), it is the duty and responsibility of every Personnel to act and/ or notify in accordance with the GMR Group's Whistle Blower Policy.

## 12. Who is Responsible for the Policy

The respective Business Unit Heads or Corporate Function Heads shall have the overall responsibility for ensuring that all the provisions of this Policy are complied by-their Business Unit or Function

- The Audit Committee shall have oversight over the concerns raised in this regard through the Whistle Blower Mechanism.
- Process Owner: Head - HR

## 13. Periodic Review and Evaluation

- This Document is subject to appropriate modification, as and when so required. The Policy will be reviewed and audited from time to time.

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