



## ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Version / Date of applicability:	Prepared by:	Approved by:
31 <sup>st</sup> August, 2018	M. Goutham Reddy / Satya Adamala	Board of Directors

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## 1. INTRODUCTION

Ramky Enviro Engineers Limited (the "Company"), is committed to conducting all aspects of its business in keeping with the highest legal and ethical standards and expects all employees and other persons acting on its behalf to uphold this commitment. In accordance with this commitment, the Company has adopted this Anti-Corruption Policy (the "Policy"), which is applicable to all directors, officers, employees, agents, representatives, and other associated persons of the Company (which may include consultants, advisors and temporary employees) (collectively "Company Personnel").

In brief, the Company will not tolerate bribery, kickbacks, or corruption of any kind, directly or through third parties, whether or not explicitly prohibited by this Policy or by law. Company Personnel are not permitted to give or offer anything of value (including gifts, hospitality, or entertainment) to anyone for the purpose of improperly obtaining or retaining a business advantage. Similarly, Company Personnel may not solicit or accept such improper payments.

This Policy and the internal controls herein have been designed to prevent bribery from occurring, avoid the appearance of wrongdoing and enable the Company to respond promptly and effectively to any inquiries about its conduct. Company Personnel who violate this Policy may be subject to disciplinary action, up to and including termination. The pages that follow provide a general guide to anti-corruption compliance but do not address every potential scenario. Therefore, any Company Personnel who have any questions concerning the requirements of this Policy should consult with the Chief Compliance Officer.<sup>1</sup>

## 2. BRIBERY AND CORRUPTION

Company Personnel must conduct their activities in full compliance with this Policy, the India Prevention of Corruption Act, 1988 as amended (the "POCA"), the U.S. Foreign Corrupt Practices Act, 1977 as amended (the "FCPA"), the U.K. Anti Bribery Act, 2010 as amended (the "UKBA"), the laws of the European Union, OECD principles, and any other anti-bribery laws or regulations applicable to the Company's operations (collectively, the "ABAC Laws").

Under this Policy, Company Personnel are not permitted to give or offer anything of value, directly or indirectly, to any Government Official<sup>2</sup> or any commercial party for the purpose of improperly obtaining or retaining a business advantage. "Anything of value" should be broadly interpreted to include cash, gifts to family members, forgiveness of a debt, loans, personal favors, entertainment, meals and travel, political and charitable contributions, business opportunities and medical care,

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<sup>1</sup> The Chief Compliance Officer ("CCO") is to be named. Until the CCO is appointed, or where the CCO office is vacant, the Risk Management Committee (currently comprised of Goutham Reddy, Mr. Menon and Satya Adamala) shall function in the role of the CCO.

<sup>2</sup> The term "Government Official" includes all officers or employees of a government department, agency (e.g., the Pollution Control Board), or instrumentality; employees or representatives of any municipal corporation; permitting agencies; customs officials; candidates for political office; and officials of public international organizations (e.g., the Red Cross). This term also includes officers or employees of government-owned or controlled commercial enterprises such as state-owned or controlled universities, airlines, oil companies, health care facilities, or other vendors. The term also includes family members and close associates of such individuals (e.g., it is not permissible to give a lavish gift to the sibling, spouse, or child of a government employee if a gift to the individual would be prohibited under this Policy).

among other items. Company Personnel are also prohibited from making “facilitation payments,” those relatively insubstantial payments made to facilitate or expedite routine governmental action.

Simply put, bribes, kickbacks or similar payments are never permitted, whether made to a Government Official or to customers, investors, clients, or other private parties. Similarly, Company Personnel may not solicit or accept such payments.

The following is a non-exhaustive list of behaviours prohibited under this Policy. This list is provided for illustrative purposes only; it is not intended as a full accounting of the conduct prohibited under this Policy:

- Providing cash, gifts, meal, or transportation expenses to visiting Pollution Control Board officials in exchange for a promise to overlook compliance shortfalls or to reduce administrative fines and penalties;
- Providing cash or gifts to customers in exchange for making timely payments on service contracts, even if such payments are allowed under local law;
- Providing municipal corporation officials with gifts and entertainment in exchange for non-public information regarding tenders, such as unpublished technical or commercial factors impacting the tender committee’s decisions;
- Making political or charitable donations in exchange for political favours or other benefits, such as tax breaks and incentives, or preference in selection for government contracts;
- Providing internships or employment to Government Officials or the Company’s business partners, unless pre-approved by the Chief Compliance Officer;
- Collusion with third-parties and business partners to inflate invoices, make provisions, set money aside, or create accounts for the purpose of making improper payments to Government Officials;
- Providing benefits through a third-party that are not allowed directly.

## 2.1 EXCEPTIONS TO THE ABAC POLICY

Exceptions to the ABAC Policy are only permissible in extreme circumstances where Company Personnel are left with no option but to make otherwise prohibited payments in order to protect against immediate loss of life, limb or liberty.

Such incidents should be reported immediately, or as soon as possible, to the Chief Compliance Officer.

## 3. GIFTS, MEALS, TRAVEL AND ENTERTAINMENT EXPENSES

As a general matter, the Company competes for and earns business through the quality of its personnel, products, and services, not with gifts or lavish entertainment. The use of Company funds or assets for gifts, gratuities, or other favors to Government Officials or any other individual or entity (in the private or public sector) that has the power to decide or influence the Company’s commercial activities is prohibited, unless in compliance with the Company’s Gifts and Entertainment Policy, attached hereto as Exhibit A.

Likewise, common sense and moderation should prevail in business entertainment and the payment of travel, and lodging expenses. Company Personnel should provide business entertainment to someone doing business with the Company only if the entertainment is infrequent, modest, intended

to serve legitimate business goals, and otherwise in compliance with the Company's Gifts and Entertainment Policy.

#### 4. RELATIONSHIPS WITH THIRD PARTIES

Anti-corruption laws prohibit indirect payments made through a third party, including giving anything of value to a third party while knowing that value will be given to a Government Official for an improper purpose. Therefore, Company Personnel should avoid situations involving third parties that might lead to a violation of this Policy.

Company Personnel who deal with third parties are responsible for taking reasonable precautions to ensure that the third parties conduct business ethically and comply with this Policy. Such precautions may include conducting an integrity due diligence review of a third party, inserting appropriate anti-corruption compliance provisions in the third party's written contract, requiring the third party to certify that it has not violated and will not violate this Policy and any applicable anti-corruption laws during the course of its business with the Company, and monitoring the reasonableness and legitimacy of the services provided by and the compensation paid to the third party during the engagement.

Accordingly, the Company has established risk-based due diligence procedures applicable to engagements with all third-parties that wish to serve as vendors or service providers for the Company. Prior to entering an engagement with any such third-party, Company Personnel are responsible for ensuring third-parties complete the Third-Party Due Diligence Questionnaire and Certification attached hereto as Exhibit B.

Furthermore, Company Personnel retaining third parties that will be representing the Company before governmental entities must discuss the engagement with the Chief Compliance Officer prior to hiring the third party. In some circumstances, additional risk-based due diligence may be warranted, including but not limited to the engagement of a reputational diligence provider to conduct a background check relating to the third-party, the consultation of the References provided by the vendor in its responses to Exhibit B, or other steps deemed appropriated by the Chief Compliance Officer. All additional diligence steps undertaken should be documented and recorded in records maintained by the Chief Compliance Officer. Any doubts regarding the scope of appropriate due diligence efforts in this regard should be resolved by contacting the Chief Compliance Officer.

Additionally, the Company has prepared template Third-Party Compliance Provisions, attached hereto as Exhibit C, to be inserted in all contracts with third-party agents. Any deviations from the use of such template language must be cleared by the Chief Compliance Officer.

In addition, once a third party is engaged, Company Personnel who deal with third parties must always be aware of potential red flags. Red flags are certain actions or facts which should alert a company that there is a possibility of improper conduct by a third party. A red flag does not mean that something illegal has happened, but rather that further investigation is necessary. Red flags are highly fact-dependent, but some examples of red flags are:

- Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions, or mid-stream compensation payments;
- Requests for payments to an account in a country other than where the third party is located or is working on behalf of the Company;

- Requests for payment to another third party, to a numbered account, or in cash or other untraceable funds;
- Requests for political or charitable contributions;
- The third party is related to a Government Official or has a close personal or business relationship with a Government Official;
- Any refusal or hesitancy by the third party to disclose its owners, partners, or principals;
- The third party uses holding companies or other methods to obscure its ownership, without adequate business justification;
- The third party expresses a desire to keep his representation of the Company or the terms of his retention secret; or
- The third party has little experience in the industry but claims to “know the right people.”

In furtherance of the above, all third-parties retained by the Company should complete, on an annual basis, the Third Party Compliance Certification attached hereto as Exhibit D. The Chief Compliance Officer will review the responses to such certification and determine whether any additional steps are warranted. Any deviations from this practice must be pre-cleared by the Chief Compliance Officer and documented appropriately.

If Company Personnel have reason to suspect that a third party is engaging in potentially improper conduct, they shall report the case to the Chief Compliance Officer, immediately. The Company shall conduct an investigation and stop further payments to the third party if the Company’s suspicions are verified through the investigation.

## 5. EMPLOYMENT/INTERNSHIPS

On occasion, Government Officials or the Company’s business partners may request that the Company provide internships or employment to certain individuals. Offering internships or employment to Government Officials or the Company’s business partners may be viewed as providing an item of value.

This Policy sets forth guidance for handling such requests from Government Officials or the Company’s business partners. If a candidate is interviewed for an internship or employment within the ordinary course of filling a position, the Chief Compliance Officer must be notified of the candidate’s relationship to a Government Official or the Company’s business partner. If a candidate related to a Government Official or a Company business partner is interviewed outside of the ordinary course of filling a position, any internship or employment offer must be pre-approved by the Chief Compliance Officer.

## 6. POLITICAL CONTRIBUTIONS AND CHARITABLE DONATIONS

Company Personnel may not make political or charitable donations, whether in their own name or in the name of the Company, to obtain or retain business or to gain an improper business advantage. Any political or charitable contributions by the Company must be permitted under the law, permissible pursuant to the terms of this Policy, made to a *bona fide* charitable organization, and in the case of



political contributions or charitable contributions connected to any Government Official or government entity made with the prior approval of the Chief Compliance Officer. In certain instances where there is heightened risk of corruption, the Chief Compliance Officer may require diligence to be conducted. The Chief Compliance Officer must be notified if a Government Official solicits a political or charitable contribution in connection with any government action related to the Company or its affiliates. Individual employees or agents may not make political contributions on behalf of the Company or its affiliates.

## 7. RECORDKEEPING AND INTERNAL CONTROLS

This Policy requires that all expenditures made by the Company are accurately reflected in the Company's financial records and that all payments made with Company funds, or on behalf of the Company, have been properly authorized. Company Personnel must follow all applicable standards, principles, laws, and practices for accounting and financial reporting. Company Personnel must be timely and complete when preparing all reports and records required by management. In particular, Company Personnel should ensure that no part of any payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. Company Personnel should use best efforts to ensure that all transactions, dispositions, and payments involving Company funds or assets are properly and accurately recorded in the Company's financial records. No undisclosed or unrecorded accounts are to be established for any purpose. False or artificial entries are not to be made in the Company's books and records for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy. The Chief Compliance Officer is primarily responsible for the oversight and enforcement of this Policy. The Company will conduct periodic audits of its books and records to monitor compliance with this Policy.

## 8. ONGOING COMPLIANCE MONITORING AND TRAINING

As part of the Company's ongoing commitment to anti-corruption compliance, all Company employees must receive and review a copy of the Policy (along with the Gifts & Entertainment Policy and Whistleblower Policy). All Company employees must then certify in writing annually that they (1) have reviewed the Policies; (2) agree to abide by the Policies; and (3) agree to report any potential violations of the Policies to the Chief Compliance Officer. A copy of such certification to be completed annually by all Company Personnel is attached as Exhibit E.

In addition, the Company will offer periodic anti-corruption compliance training programs to educate Company employees about the requirements and obligations of ABAC laws and this Policy. All Company employees must participate in such training and the Chief Compliance Officer must retain attendance records establishing compliance with this requirement.

## 9. REPORTING INCIDENTS OF MISCONDUCT

The Company takes its commitment to anti-corruption compliance very seriously and expects all Company Personnel to share this commitment. The Company therefore expects and requires any Company Personnel who have knowledge of, or reason to suspect, any violation of this Policy to contact the Chief Compliance Officer immediately. Reports may be made anonymously. If any Company Personnel fail to report known or suspected violations, then the relevant Company Personnel may be subject to disciplinary action, up to and including termination.

The Company has designated the following email address and hotline for purposes of reporting concerns regarding potential violations of this policy: [ethics.reel@ramky.com](mailto:ethics.reel@ramky.com). Hotline No: +91-

[8096875557](#). Additional information regarding the reporting of concerns is contained within the Company's Whistleblower Policy, attached hereto as Exhibit F.

It is the Company's policy that, if the report of known or suspected violations is made honestly and in good faith, no adverse employment-related action will be taken against any Company Personnel in retaliation for reporting a violation or suspected violation of anti-corruption laws or this Policy.

All concerns raised by Company Personnel shall be treated with strict confidence and the Company shall take disciplinary action up to and including termination for anyone who threatens or engages in retaliation, retribution, or harassment of any other person who has reported or is considering reporting a violation of the Policy.

All questions regarding this Policy should be directed to the Chief Compliance Officer.

Please note:

*The Company may revise the Anti-Bribery and Anti-Corruption Policy based on evolving applicable legislations or implement such other policies or procedures as deemed suitable to carry out the purposes of its vision to conduct business in an ethical environment and comply with the POCA, FCPA, UKBA, OECD principles, or any other anti-bribery, anti-corruption laws or regulations.*

*As and when any changes are made in the Policy or any matter related thereto, change(s) will be communicated to Stakeholders as appropriate.*