

# **Camlin Fine Sciences Limited**

## **Anti-Bribery & Anti-Corruption Policy**

*(The Board of Directors of Camlin Fine Sciences Limited has adopted this Policy at its meeting held on February 13, 2023. This Policy shall be applicable to Camlin Fine Sciences Limited and all its subsidiaries.)*

## Introduction

Camlin Fine Sciences Limited and its subsidiaries (collectively, “**CFSL**” or the “**Company**”) are committed to conducting business ethically and in compliance with all applicable laws and regulations with respect to their operations across the world.

This document is an integral part of CFSL’s actions aimed at preventing bribery and corruption in the conduct of its business operations, referred to as the Anti-Bribery Management System (“**ABMS**”).

This document sets out CFSL’s policy (“**Policy**”) prohibiting bribery and corruption in the conduct of its business operations, and the key responsibilities of CFSL Personnel and Business Partners for ensuring implementation of the Policy.

The objective of this Policy is to ensure that appropriate procedures are in place across CFSL’s operations to avoid any violations of applicable Anti-Corruption Laws.

The key objectives of the ABMS are to prevent bribery-related risks by implementing processes, training and awareness activities that ensure:

- a. Compliance with applicable Anti-Corruption Laws;
- b. Awareness of CFSL’s emphasis on ethical business practices and its zero-tolerance approach towards conduct that is in breach of this Policy;
- c. Effective Implementation of the ABMS through incident reporting, investigation, and remediation.

## 1. Scope and Exclusion:

This Policy applies to:

- 1.1. All directors, officers, employees (whether permanent, fixed-term, casual or temporary), interns, trainees, seconded staff, and personnel resources provided by third parties on a contractual basis working for CFSL (“**CFSL Personnel**”).
- 1.2. All individuals or organizations that provide goods or services to, for, or on behalf of CFSL, including but not limited to suppliers, contractors and sub-contractors, intermediaries, consultants, representatives, agents, and advisers (“**Business Partners**”).

## 2. Key Concepts and Definitions:

- 2.1. “**Anti-Corruption Laws**” means all anti-bribery and corruption laws and regulations applicable to the Company, including, and only to the extent so applicable, the following legislation and all successor legislation: (i) the Indian Prevention of Corruption Act 1988; and (ii) any other applicable law concerning bribery, corruption or money laundering in any jurisdiction (including the Republic of India).

- 2.2. “Audit Committee”** of Camlin Fine Sciences Limited (“**Audit Committee**”) to handle complaints and the resolution process for “**Protected Disclosures**” as described in the CFSL Vigil Mechanism and Whistle-blower Policy.

The Audit Committee shall handle any substantive complaints received alleging misconduct relating to or violations of Anti-Corruption Laws.

Audit Committee shall play the role of an independent anti-corruption compliance function with direct access to CFSL’s board of directors.

- 2.3. “Board”** means the Board of Directors of Camlin Fine Sciences Limited, as may be constituted from time to time.

- 2.4.** A “**Bribe**” or “**Bribery**” is any inducement, payment, reward or advantage offered, promised, provided, or authorized to be provided, directly or indirectly, to any person or entity with the intent to improperly influence the recipient to take any action, or abstain from taking any action, that would result in a commercial, contractual, regulatory or personal advantage. This includes kickbacks and so-called “facilitation payments,” which are small payments made to Government Officials to expedite the performance of non-discretionary tasks.

Bribes are not limited to money and can include anything of value, such as, for example, gifts, favors, business contracts, corporate hospitality, an offer of employment, the payment or reimbursement of travel expenses, charitable donations, or social contributions.

- 2.5. “Corruption”** is any unlawful or improper behavior that seeks to gain an advantage through illegitimate means, including bribery, fraud, extortion, collusion, embezzlement, and money laundering.

- 2.6. “Gifts”** means anything of value offered to or received by an individual or members of their family, including cash and non-cash items.

- 2.7. “Government Official”** means any officer, employee, director, or other representative of any government or Governmental Entity in any jurisdiction, or any person acting in an official capacity for or on behalf of any such Governmental Entity, or any candidate for political office or any political party (or its officials).

- 2.8. “Governmental Entity”** means:

- (a) any national, regional, local, or foreign government, international authority (including, in each case, any central bank or fiscal, tax or

monetary authority), governmental agency, authority, ministry, commission, instrumentality, division, or department, the government of any prefecture, state, province, country, municipality or other political subdivision thereof, and any governmental body, authority, board or commission, or any instrumentality or officer acting in an official capacity of any of the foregoing, including any court, arbitral tribunal or committee exercising any executive, legislative, judicial, regulatory or administrative functions of government (collectively “**Governmental Authority**”).

- (b) any commercial company, enterprise or other entity that is majority owned or controlled by any government (whether wholly or partially) or any public international organisation (including the United Nations and the World Bank).

**2.9. “Hospitality”** includes business courtesies such as meals, refreshments, invitations or tickets to recreational, cultural or sports events or venues, and any travel or accommodation.

**2.10. “Joint Venture” or “JV”** means a business relationship undertaken for a specific business purpose by CFSL and one or more unaffiliated parties who contribute tangible and intangible assets to, and/or jointly manage, the relationship. Throughout our business, JVs take many forms:

- 2.10.1. A JV **may** involve the incorporation of a separate legal entity, distinct from its individual shareholders;
- 2.10.2. Alternatively, a JV **may** be unincorporated, the structure being set out in a written JV Agreement and governance typically provided by an executive committee of the participants; and
- 2.10.3. JVs are in some cases operated by CFSL or by another participant.
- 2.10.4. JVs **may** be controlled by CFSL, or they **may not** be controlled by CFSL. Controlled JVs are within the scope of this Policy and the ABMS, and we make good faith efforts to implement this Policy and the ABMS, or substantially similar standards, within non-controlled JVs.

### **3. CFSL Requirements:**

#### **3.1. Policy Statements:**

- 3.1.1. CFSL is committed to doing business with integrity and transparency and has a zero-tolerance approach to non-compliance with this Policy or applicable Anti-Corruption Laws.
- 3.1.2. CFSL prohibits all forms of Bribery and Corruption in the conduct of its business operations.

- 3.1.3. CFSL Personnel and Business Partners are prohibited from paying, offering, promising, or authorizing Bribes in any form, whether directly or indirectly. Bribery of both Government Officials and private parties is prohibited.
- 3.1.4. CFSL Personnel and Business Partners are also prohibited from soliciting or accepting Bribes.
- 3.1.5. This Policy **shall** be reviewed periodically to ensure alignment with CFSL's anti-bribery and anti-corruption objectives.
  - 3.1.5.1. If such a review identifies a need for any change in the policy, the Board **shall** critically evaluate the impact of proposed changes.
  - 3.1.5.2. Consequential changes in this Policy **should** be approved by the Board and submitted for noting in next Audit Committee Meeting.
  - 3.1.5.3. Any structural changes **shall** require Board's approval.
- 3.1.6. Any solicitation or extortion is strictly prohibited. CFSL Personnel and Business Partners are required to report any improper solicitation, extortion, or other concerns pertaining to potential Bribery or the functioning of the ABMS. The confidentiality of such reports will be maintained, and CFSL has a strict policy against retaliation.
- 3.1.7. CFSL **shall** evaluate the performance of the ABMS on a regular basis and continually work towards improving the effectiveness of the Policy.
- 3.1.8. CFSL **shall** periodically review and test each of the Company's material compliance policies and procedures, in order to evaluate their effectiveness in preventing and detecting violations of Anti-Corruption Laws or the Company's compliance policies and procedures.
- 3.1.9. CFSL **shall** at all times ensure the allocation of sufficient resources to implement, maintain, and enforce the elements above as well as any other elements that may be necessary under the circumstances to meet the requirements of this Policy.

## **3.2. Gifts and Hospitality:**

- 3.2.1. CFSL Personnel and Business Partners are prohibited from directly or indirectly providing, offering, promising, or authorizing Gifts or Hospitality to bias a decision, obtain or retain business, secure any improper advantage, whether to a Government Official or a third party, or in any other circumstance that may give rise to a violation

of Anti-Corruption Laws.

- 3.2.2. This Policy does not prohibit providing or accepting items of nominal value such as calendars, pens, mugs, books, bouquets of flowers, packs of sweets or dry fruits (e.g., during the Diwali period), or other modest gifts in the ordinary course of business. However, CFSL Personnel are required in all cases to assess whether Gifts or Hospitality are appropriate in the circumstances and consistent with this Policy.
- 3.2.3. The giving or receiving of Gifts and Hospitality **shall** only be acceptable under this policy if:
  - 3.2.3.1. They are not lavish or otherwise inappropriate in the context of a business relationship.
  - 3.2.3.2. In the case of Gifts and Hospitality with a value greater than INR 10,000, prior approval has been obtained from CFSL's Managing Director or Executive Director or Chief Financial Officer.
  - 3.2.3.3. They comply with applicable law; and
  - 3.2.3.4. They are given openly, not secretly or in a manner that risks creating an appearance of impropriety.

### **3.3. Charitable Contributions, Donations and Sponsorships**

CFSL **may** support local charities or provide donations or sponsorships (e.g., for sporting or cultural events). CFSL has implemented a review and approval process to ensure that such contributions, donations and sponsorships are legal, ethical, and not used for improper purposes. As such, any charitable contribution, donation or sponsorship requires the prior approval.

### **3.4. Political Contributions**

Political contributions include any use of corporate funds, resources, or facilities to support a Governmental Official, politician, or political organisation, party, candidate, campaign, or initiative. Political contributions may only be made where they are permitted by applicable law and approved in advance.

### **3.5. Facilitation Payments**

A facilitation payment is a payment to a Government Official to secure or expedite a routine, non-discretionary action, such as providing a permit, visa, or other government services. Facilitation payments are illegal under the Anti-Corruption Laws of various countries (including India), and they are

prohibited under this Policy.

### **3.6. Business Partner Due Diligence**

- 3.6.1. CFSL requires its Business Partners to comply with Anti-Corruption Laws and the standards set forth in this Policy. It is the responsibility of all CFSL Personnel to ensure that the Business Partners with whom they interact are aware of and commit to comply with this Policy, including by securing appropriate contractual commitments, communicating CFSL's ethical requirements to Business Partners, and monitoring the activities of Business Partners and payments made to them.
- 3.6.2. CFSL **shall** assess the risk profile of all proposed engagements of Business Partners and conduct a reasonable and proportionate level of checks to verify each Business Partner's experience, background, and reputation before entering into any relationship.

### **3.7. Hiring**

Prior to CFSL employing any former or current Government Official, approval from CFSL's Managing Director shall be required, and such employment will be offered to legally employable officials, and the hiring processes **must** be objective and based on merit. An individual must never be hired as a favor or inducement to a Government Official, customer, or other third party.

### **3.8. Responsibilities of CFSL Personnel**

- 3.8.1. All CFSL Personnel **shall** ensure that they have read, understand, and comply with this Policy. They **must** at all times avoid any activity that might lead to, or suggest, a breach of this policy.
- 3.8.2. The prevention, detection and reporting of any form of Bribery and Corruption are the responsibility of all CFSL Personnel. CFSL Personnel **shall** report, pursuant to the mechanisms described in Section 3.12 below, all improper solicitations, including if they are offered a Bribe, or are asked to give one, suspect that another person (including any Business Partner) has paid a bribe on the Company's behalf, or if they believe that they are a victim of extortion or any other form of unlawful activity.
- 3.8.3. CFSL Personnel **must** accurately record payments or any other type of compensation made to a third party in CFSL's corporate books, records, and accounts. CFSL Personnel **must not**:
  - 3.8.3.1. Establish or use any undisclosed or unrecorded company funds, such as 'off-book' accounts, for any purpose;
  - 3.8.3.2. Make false, misleading, incomplete, inaccurate, or artificial entries in CFSL's books and records;

3.8.3.3. Use personal funds or third parties, including Business Partners, to circumvent CFSL's procedures and controls, or to do anything that is prohibited by this Policy.

3.8.4. CFSL Personnel **must** only deal with Business Partners that they believe are legitimate businesses and that have a reputation for integrity. Any signs that a representative is unethical or may be paying Bribes **should** not be overlooked.

3.8.5. Transactions that are transparent reduce the risk of Bribes or kickbacks. CFSL Personnel **must** ensure that all contracts accurately reflect the economics of the underlying agreements. Unusual arrangements such as side agreements, prepayments, or unexplained payments to unrelated third parties or offshore locations **should not** be accepted, as such arrangements may be used to conceal Bribery or other crimes such as money laundering or tax evasion. If payment terms are confusing or present red flags, they **should** be questioned and reported to the Chief Compliance Officer.

3.8.6. This policy **should** be read in conjunction with CFSL's Code of Conduct.

### 3.9. Training

CFSL **may** provide appropriate training and resources to ensure that all CFSL Personnel and Business Partners are familiar with the provisions of this Policy and applicable Anti-Corruption Laws,

### 3.10. Investigations

CFSL shall maintain an effective process for responding to, investigating, and documenting allegations (whether anonymous or otherwise) of violations of applicable Anti-Corruption Laws or this Policy.

The Audit Committee shall either initiate investigations itself or issue directives to other functions or external advisers to investigate matters.

Business and functional leaders shall ensure that any violation of this Policy of which they are notified or otherwise become aware is immediately reported to the Audit Committee. Such reports should include the reasons for suspicion and available evidence. They will be kept confidential.

The Audit Committee shall maintain records of each reported instance of a violation of this Policy, the investigative steps taken in response, the results of such investigations, and any remedial actions taken as a result.

### 3.11. Disciplinary action for non-compliance

Adherence to this Policy **shall** be monitored within the businesses.

3.11.1. CFSL Personnel who violate this Policy shall be subject to disciplinary actions which may include one or more of the following:

- 3.11.1.1. Counselling
- 3.11.1.2. Formal apology
- 3.11.1.3. Censure
- 3.11.1.4. Recovery of financial losses incurred
- 3.11.1.5. Down-gradation of Designation or Grade
- 3.11.1.6. Reduction in compensation
- 3.11.1.7. Withholding of Promotion
- 3.11.1.8. Voluntary resignation
- 3.11.1.9. Termination of services

3.11.2. In exceptional cases, as determined by the Audit Committee, any other penalty may be imposed.

3.11.3. Business Partners that violate this Policy **may** be subject to consequences including the immediate termination of business relationships with CFSL.

### **3.12. Reporting Mechanism**

3.12.1. CFSL Personnel, Business Partners, and any other third parties who are or become aware of or suspect a violation of this Policy and / or Anti-Corruption Laws should report the same to the Audit Committee and may choose to disclose their identity or remain anonymous. The Audit Committee can be contacted:

3.12.1.1. by email to [secretarial@camlinfs.com](mailto:secretarial@camlinfs.com), or

3.12.1.2. by telephone – 022-6700 1000 Ext. 431 or

3.12.1.3. by letter addressed to the Audit Committee, marked “Private and Confidential”, and delivered to the Chairman of the Audit Committee, Camlin Fine Sciences Limited, In G.S. Point, 5<sup>th</sup> Floor, CST Road, Opp. University Campus Gate No. 1, Kalina, Santacruz East, Mumbai – 400 098.

3.12.2. Moreover, in exceptional cases (i.e., those involving serious violations), Protected Disclosures may be made directly to the Chairman of the Audit Committee as follows:

3.12.2.1. by email to [secretarial@camlinfs.com](mailto:secretarial@camlinfs.com), or

3.12.2.2. by letter addressed to the Audit Committee, marked “Private and Confidential”, and delivered to the Chairman of the Audit Committee, Camlin Fine Sciences Limited, In

G.S. Point, 5<sup>th</sup> Floor, CST Road, Opp. University Campus Gate No. 1, Kalina, Santacruz East, Mumbai – 400 098.

3.12.3. For further information concerning these reporting mechanisms, please consult CFSL’s Vigil Mechanism and Whistle-blower Policy.

### 3.13. Protection Against Retaliation

3.13.1. Those who refuse to accept or offer a Bribe, or who raise concerns about the conduct of others, are sometimes worried about possible retaliation. CFSL encourages openness and **shall** support anyone who raises concerns in good faith under this Policy or any applicable Anti-Corruption Laws, even if they turn out to be mistaken.

3.13.2. We are committed to ensuring that no one suffers any detrimental treatment because of refusing to take part in Bribery or Corruption, even if doing so results in a loss of business.

3.13.3. CFSL **shall** not tolerate any retribution or retaliation against anyone for raising a concern in good faith about a potential violation of this Policy, or for cooperating with an investigation. When a concern is raised, CFSL **shall** maintain confidentiality to the extent permitted by applicable law.

### 3.14. Review & Governance

3.14.1. Observations and suggestions emanating from any interactions as well as learnings from handling of Bribery-related issues **should** be leveraged for continual improvement of the ABMS program.

## 4. Version Control:

Versions	Release Date	Summary of changes
V1.0	February 13, 2023	1. First Release