



**Evonith Metallics Limited (“EML”)
(Formerly Uttam Galva Metallics Limited)**

**ANTI-BRIBERY POLICY AND ANTI-CORRUPTION POLICY
(Applicable from 30th December, 2020)**

1. INTRODUCTION

Foreword to the Evonith Group Management

"Ethical behaviour in business – in every sphere and with all constituents – has been the bedrock on which the Group has built and operates its enterprises. This has been an article of faith for the Group ever since its inception, a fundamental element of our cherished heritage and the essence of our way of life.

- 1.1 This Anti-Bribery and Anti-Corruption Policy (the "Policy") applies to Evonith Metallics Limited ("EML") (Formerly Uttam Galva Metallics Limited) in relation to business ethics and anti-corruption.
- 1.2 EML is committed to ensuring that no bribes, kickbacks or similar gifts, payments or advantages are solicited from or given to any person, whether in the public or private sector, for any purpose. This Policy is intended for the following purposes:
 - to assist employees to recognize circumstances which may give the appearance of corruption or unethical business conduct;
 - to avoid conduct which is clearly prohibited; and
 - to encourage employees to promptly seek guidance where it is not.
- 1.3 Bribery normally involves paying or offering money, or something else of value, to obtain or keep an improper advantage, or to induce or reward someone for acting improperly. Someone acts improperly if they act in a way they are not supposed to, for example an employee acting in breach of duties he owes to his employer or a public official acting for his own personal benefit rather than in the public interest. A gift or other advantage would also be improper if you believe that the recipient would not be allowed to accept it, whether as a matter of law or because of the rules of his/her employer's organisation. Bribes often involve payments (or promises of payments) but may also include providing lavish/inappropriate gifts and hospitality or other significant favours. Bribery includes advantages provided directly, as well as indirectly through an intermediary.
- 1.4 We uphold all laws relevant to countering bribery and corruption, applicable to us in the conduct of our business across all jurisdictions in which we operate, including wherever applicable, the U S Foreign Corrupt Practices Act (FCPA), the UK Bribery Act (UKBA) and the India Prevention of Corruption (Amendment) Act, 2018 (PCA).
- 1.5 It would also be pertinent to note the impending amendments introduced upon enactment of the Prevention of Corruption (Amendment) Act, 2018 in India which are intended to strengthen the legislative framework of the PCA and include:
 - 'supply' side of bribery (i.e. bribe giving) covered by making it a substantive offence under the PCA;
 - The law covers both direct bribery by a corporation/partnership as well as bribery through a third party; and
 - a company could be held liable under the PCA as an offender if any person 'associated' with the company gives a bribe. However, a company would be able to defend itself by proving that it had in place adequate procedures (such as a robust ABAC program) designed to prevent persons associated with it from undertaking such conduct.

1.6 This Policy contains the following sections:

- **Scope of the policy and EML's ethical conduct requirements**
- **Regulatory compliance** - *understanding bribery*
- **Gifts and donations** - *Policies on giving and receiving gifts and hospitality*
- **Government agencies** - *Additional guidance when dealing with government officials and agencies*
- **Political non-alignment (and charitable donations)**
- **Third party representation** - *ethical considerations on appointing third parties*
- **Reporting concerns** - *where you can go to for help*
- **Monitoring, review and training** - *Commitment to monitoring and training*

1.7 Questions in relation to this Policy should be directed to the General Counselor, in his absence, Senior Management.

1.8 In addition to the PCA, the following laws in India also presently apply to offences relating to or resulting in corruption and bribery and resolutions available in case of occurrence of corruption or bribery:

- i) Indian Penal Code, 1860 ("IPC");
- ii) Prevention of Money Laundering, 2002;
- iii) Central Vigilance Commission Act, 2003;
- iv) Lok Ayukta Acts of various states.

2. SCOPE OF THE POLICY AND EML'S ETHICAL CONDUCT REQUIREMENTS

2.1 The employees to comply fully with all applicable laws and regulations in the territories where we conduct business, and to adhere to high standards of ethical conduct.

2.2 This Policy applies to EML, all its subsidiaries and controlled affiliates, and all their directors, officers and employees (including temporary staff and consultants) and employees serving as directors (or equivalent) of non-controlled affiliates ("Employees").

2.3 This Policy shall also be implemented by all joint ventures and subsidiaries of joint ventures in respect of which EML has sole control. [For joint ventures/subsidiaries jointly controlled by EML and others, EML should discuss with its joint venture partner(s) how the principles set out in this Policy can best be implemented.]

2.4 EML also expects all third parties representing the Company, including consultants, agents, sales representatives, distributors, advisor, and independent contractors, to comply with this policy and the principles set out in this Policy. EML may, in some cases, expressly require such third parties to comply with aspects of this Policy.

2.5 This Policy sets out minimum standards to help EML and Employees prevent, detect and report public corruption and commercial bribery.

2.6 The ultimate responsibility for upholding the policy rests with each Employee. If an Employee violates these standards, he or she can expect a disciplinary response, up to and including termination of employment. A serious breach may lead to summary dismissal. Breach of applicable anti-corruption laws may also result in criminal, civil and regulatory penalties for EML and/or our Employees, including fines and imprisonment, and severe reputational damage for EML. Compliance with the Policy is therefore of fundamental importance.

3. REGULATORY COMPLIANCE - UNDERSTANDING BRIBERY

3.1 All countries prohibit the bribery of their own public officials. Many prohibit the bribery of overseas officials and criminalise bribery in the private sector. The compliance with ethical standards, therefore mean that Employees must not offer or accept bribes, kickbacks or other illegal payments. What "bribery" means is defined in paragraph 1.3 above.

3.2 Employees and other representatives of EML are therefore strictly prohibited from:

3.2.1 **offering, promising, giving or authorising**, directly or indirectly, any bribe or kickback to or for the benefit of any person (whether in the public or private sector) in order to obtain or keep any improper business or other advantage for EML, for themselves, or for their family, friends, associates or acquaintances, or otherwise using improper means to influence the actions of others;

3.2.2 **soliciting, accepting or receiving** (whether for EML's benefit, their own benefitor that of their family, friends, associates or acquaintances) any bribe or kickback from any person (whether in the public or private sector); or

3.2.3 **acting as an intermediary** for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback.

3.3 In addition, EML will not approve or be party to payments or gifts if a third party could reasonably *perceive* that they have been made to win or retain business improperly, or to improperly influence a business decision. If in doubt, consider whether you would be embarrassed if your colleagues or anyone outside EML became aware of what you are proposing to do.

3.4 As well as complying with the specific prohibitions in this Policy, [Employees are required to be vigilant and take appropriate judgment in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.] Any questions in relation to particular arrangements or payments should be directed to the General Counsel.

4. GIFTS AND DONATIONS

4.1 Giving, solicitation or receiving gifts, cash gifts, payments or any other benefits can create a bribery problem if they influence, or appear to influence, the impartiality with which representatives of the company, customers, suppliers or other business contacts, government officials or regulators are expected to carry out their duties.

4.2 Improperly influencing people by providing them with inappropriate gifts or hospitality is likely to be illegal and may result in civil and criminal penalties.

4.3 For these reasons, a gift or hospitality may only be given or received if:

4.3.1 It does not create an appearance of impropriety;

4.3.2 The value of such gifts should not be more than Rs.1000/- If the value of the gifts either given or accepted is more than the above value, the giver and receiver of such gifts shall immediately inform the details of such incidence to the CEO

- 4.3.3 of the Company.
 - 4.3.4 It does not breach any laws or any rules of the recipient's organization that you know about;
 - 4.3.5 It imposes no sense of obligation on the receiver and results in no special or favoured treatment.
 - 4.3.6 It is easy to justify the receipt of the gift or entertainment.
 - 4.3.7 It is not concealed in any way;
 - 4.3.8 the offer of a gift or entertainment does not coincide with a significant decision affecting EML so that there may not be a risk or appearance of improper influence; and
 - 4.3.9 It is modest (both when considered individually and in aggregate over a 12-month period), appropriate and consistent with reasonable business practice, and pre- approval has been sought from your immediate manager if the value is more than the thresholds as provided hereinabove by the Management.
- 4.4 If in doubt when considering whether to offer or accept a gift, consider whether [you would be embarrassed if your manager or colleagues or anyone outside EML became aware of the entertainment or gift. If you still have any doubts about the appropriateness of gifts or entertainment, you should contact the General Counsel.

5. GOVERNMENT AGENCIES

- 5.1 These requirements are an extension of the gifts and donations clause (see section 4 above).
- 5.2 EML companies may interact with government agencies in a number of roles, including as shareholders, as regulators, as customers, as suppliers or as policymakers. In most countries, giving gifts and donations to government functionaries and agencies is illegal, and attracts civil as well as criminal penalties. Therefore, EML and employees must take additional precautions when dealing with government functionaries and agencies in any capacity.
- 5.3 In particular:
 - 5.3.1 Employees should always be truthful and accurate when dealing with government officials and agencies.
 - 5.3.2 Government officials or employees should not be engaged to perform legal, consulting or other services related to a matter within the scope of their official duties, or the duties and responsibilities of the agency by which the individual is employed.
 - 5.3.3 Employees should not make any payments or give gifts or entertainment to government officials for their personal benefit. This includes not just people acting in an official capacity on behalf of a foreign government, agency, department or state-owned company, but also representatives of international organisations, foreign political parties and candidates for foreign public office.

- 5.4 When doing business with a government agency or with a representative of a government agency, the company should always maintain detailed records of all transactions. No payments or gifts can be made to government officials. Employees must always consult with General Counsel before carrying out any entertainment of government officials.
- 5.5 Business managers should be fully aware of the laws relating to the provisions of hospitality, payments or gifts to government officials of the country in which they are operating.

Facilitation payments

- 5.6 Facilitation payments are a sum of money paid to a government official with the purpose of expediting or facilitating the performance by a government official of a routine governmental action. Facilitation payments are typically demanded by low level and low-income officials to obtain services which, under normal conditions, should be provided in any event.
- 5.7 Facilitation payments are a form of bribery. They are prohibited in most countries. They are criminal under the UK Bribery Act. EML's policy is that such payments are prohibited even if they are common place in a particular country.

High risk situations

- 5.8 You should be particularly careful in the sorts of circumstances set out below that you, and anyone else who is representing the company, does not act in breach by providing a benefit to a government official to obtain favourable treatment:
 - 5.6.1 When the company is not in compliance with rules and regulations, or deviates from contractual provisions – there is a risk that you might be asked by a government official for a bribe in order to 'fix' the problem.
 - 5.6.2 When there are intentional or unintentional misstatements in cost allocations, certifications and reports.
 - 5.6.3 When an intermediary interface with the government on behalf of EML – the company may be legally responsible for the acts of that intermediary.
 - 5.6.4 When appointing contractors, suppliers and providers of goods and services on the recommendation of government officials or agencies – there may be a risk that this is a way for the government official to benefit, for example if she or he has an interest in the contractor.
 - 5.6.5 In the appointment of former government functionaries as consultants.

6. POLITICAL NON-ALIGNMENT (AND CHARITABLE DONATIONS)

Political donations

- 6.1 EML in compliance with the internal guidance and policies may make monetary payments or contributions in kind to local political party members or candidates, even as a contribution towards charitable activities undertaken by them either directly or indirectly, as a charitable contribution or otherwise.

Charities and NGOs

- 6.2 Any charitable contributions made on behalf of company shall be following Corporate Social Responsibility policy framed by the Company. However, the Company may make charitable donations for humanitarian needs and other factors, including emergency situations and disaster relief. Such contributions must be made in compliance with our Company's Corporate Social Responsibility Policy. However, it is important that we pay special attention when making donations such that they shall be made without demand or expectation, so that our donations would not be considered inducements, as this would be a violation of the anti-corruption laws and internal control standard.
- 6.3 The contribution is always made to the charity and not to any individual, except where donations or grants are provided directly to affected victims of natural disasters, pursuant to our Company's CSR policy. Only such charitable contributions shall be made that are legal and ethical under local laws and practices.
- 6.4 The Board will ensure that donations are appropriately scrutinised by considering the background and reputation of the person or entity seeking the contribution, including whether it has any links to political parties or government officials, and considering the purpose of the donation.

7. THIRD PARTY REPRESENTATION

- 7.1 In addition, most anti-corruption laws impose liability on companies which become involved in the direct *or indirect* payment of bribes. Thus, EML may incur criminal and civil liability where third party service providers make unlawful payments in the course of their work on its behalf. This exposure can be criminal, civil and/or reputational, and may arise even where Employees did not themselves authorise any bribe.
- 7.2 It is therefore very important that Employees take steps to ensure that improper payments or advantages are not offered or made, or solicited or received, on their behalf by third party representatives. Examples of third party representatives might include: consultants, agents, sales representatives, distributors, contractors and suppliers, lawyers, tax advisers, introducers of business, other agents and service providers involved in sales and marketing, brokers, political lobbyists, and other professionals.
- 7.3 EML is committed to promoting anti-corruption policies amongst any third-party representatives it engages. Consequently, the prohibitions on bribery in this Policy apply to third parties engaged to represent EML's interests.
- 7.4 Where third parties are retained by EML
- 7.5.1 Employees should act independently and objectively when engaging third parties.
- 7.5.2 Due diligence should be conducted on third parties in appropriate cases, including: considering their background and reputation, understanding and documenting the services they will be providing, and determining that they are being paid a reasonable and justifiable amount in light of those services.
- 7.5.3 Where relevant, EML's expectations in relation to anti-corruption compliance should be communicated to the third party; this may involve agreeing contractual prohibitions on the third-party paying bribes.

7.5.4 There should be appropriate review and monitoring of the activities the third party is undertaking on EML's behalf.

8. REPORTING CONCERNS

8.1 The Management require that their Employees not sit silently when they have a reporting concern. The point of raising a concern is not to get a friend into trouble, but to protect a colleague or neighbour from potential harm and the company from reputational damage. One of the most important responsibilities of every employee is to raise a concern about a possible violation of any of the clauses of the policy or the law.

8.2 If any Employee has general questions about the application of this Policy, he or she should contact the General Counsel or in his absence, Senior Management.

8.3 Employees who have any concerns about ethics or potentially improper actions should report to the General Counsel or in his absence, Senior Management.

8.3.1 Disclosures should be made to the chairman of the Audit Committee and all disclosures will be appropriately investigated.

8.3.2 No unfair treatment will be meted out to an Employee who raises concerns under the Whistleblower Policy. This means the Employee will be supported in providing evidence about his concerns and protected from threats or any abuse of power or other unfair treatment as a result of having raised a good faith concern.

8.4 Any attorney, auditor or consultant working for the company may report evidence of a material violation of the law, breach of fiduciary duty or any similar violation by the company or any of its agents to the Management.

9. PENALTIES

9.1 Failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action or conducting the enquiry of such incidence by the management of the Company. The objective of such an investigation would be to determine the facts, through interviews with concerned participants and/or review of documents. Based on the outcome of the investigation and if necessary, corrective actions shall be prescribed or suggested to appropriate managers, officers and employees for implementation.

9.2 All internal investigations shall follow principles of natural justice and shall ensure that the relevant person is provided with an opportunity to make his/her case before the investigation team.

9.3 If it appears in the opinion of the Board that any director, officer, employee, consultant or contractor of Ascendant may have violated such laws, then ANTI-BRIBERY & CORRUPTION POLICY, the management shall have right to refer the matter to the appropriate regulatory authorities, which could lead to civil or criminal penalties for Ascendant and/or the responsible person.

10. MONITORING, REVIEW AND TRAINING

- 10.1 The Board of Directors of EML has overall responsibility and oversight for the implementation and monitoring of this Policy.
- 10.2 The Board may direct the Management to take any such action as it thinks appropriate to review, audit or monitor compliance with this Policy.
- 10.3 The Management should be made aware of any transactions which involve any "red flag", the provision of gifts and entertainment which require pre-clearance and any payments or gifts which may give rise to bribery concerns. Such transactions will thereby be monitored for corruption and related risks.
- 10.4 EML is committed to training its Employees in relation to anti-corruption issues and its procedures and controls. All Employees will be given access to this Policy. Where relevant, appropriate training will be provided to new and existing Employees.
- 10.5 The Management shall have the rights to modify this policy as and when required.

❖ **This Anti Bribery Policy was formulated and recommended by the Audit Committee at its meeting held on July 30, 2021 and approved by the Board at its meeting held on July 30, 2021.**