



BSV
bringing life to life

Anti-Bribery and Anti-Corruption Policy

OWNERS AND APPROVERS

Role	Name	Designation	Sign & Date
Owners	Anupama Pai	Head – Legal and Secretarial	-
Approvers	Board of Directors		21 st April 2023.

REVISION HISTORY

Version No.	Issue date	Date of revision	Change control no. for reference	Summary of changes (from previous version to this version)

Table of Contents

THE PURPOSE	4
THE PRINCIPLES	4
OBLIGATION TO COMPLY	4
ANTI-BRIBERY AND ANTI-CORRUPTION LAWS	4
PRACTICAL PROCEDURES	5
GLOSSARY	11

1. The Purpose

- 1.1. Bharat Serums and Vaccines Limited's (the "**Company**" or "**BSV**") is committed to conducting its business in accordance with the highest legal and ethical standards. The Company takes a zero tolerance approach towards bribery and corruption, and expects all employees and third parties acting on its behalf to uphold this commitment, including by conducting their activities in full compliance with this Anti-Bribery and Anti-Corruption Policy (the "**Policy**"), the Indian Prevention of Corruption Act, 1988 ("**PCA**"), U.S. Foreign Corrupt Practices Act 1977 ("**FCPA**"), the UK Bribery Act, 2010 ("**UKBA**") and similar applicable anti-bribery and anti-corruption laws.
- 1.2. This Policy provides information and guidance on how to deal with bribery and corruption issues and provides guidance to act professionally, fairly and with utmost integrity in all business dealings and relationships, wherever BSV operates.

2. The Principles

- 2.1. BSV strictly prohibits giving or promising, directly or indirectly, anything of value, including money or any financial or other advantage, to any person for improper purposes.
- 2.2. BSV also prohibits the receipt or solicitation, directly or indirectly, of anything of value, including money or any financial or other advantage, from any person for improper purposes.
- 2.3. In essence, BSV will not pay and will not accept bribes (in the form of cash or kind or any services), either directly or via third parties, under any circumstances. Breaches or attempted breaches of this principle by any person connected directly or indirectly with BSV will be regarded as an act of gross misconduct and will lead to immediate disciplinary action.

3. Obligation to Comply

- 3.1. This Policy is mandatory for all employees of BSV, including senior managers, officers and directors, whether permanent, fixed-term, or temporary (hereinafter referred to as "**Employees**"); and for all third parties working with or on behalf of BSV, including suppliers, dealers, agents, transporters, consultants, customers, vendors, contractors, and all other business partners (hereinafter referred to as "**Business Associates**").
- 3.2. This Policy also must be adopted by all subsidiary companies of BSV and by its joint venture partners.
- 3.3. The prevention, detection, and reporting of bribery in any form is the responsibility of all BSV Employees and Business Associates. BSV has implemented a whistleblower mechanism and policy (the "**Whistle Blower & Vigil Mechanism Policy**") so as to assist BSV Employees and Business Associates with reporting any suspicion of bribery and corruption. Any failure to comply with the Whistle Blower & Vigil Mechanism Policy will be treated seriously and may result in disciplinary action.

4. Anti-Bribery and Anti-Corruption Laws (a brief background)

- 4.1. BSV upholds all laws relevant to countering bribery and corruption applicable to it in the conduct of its business across all the jurisdictions in which BSV operates including *inter alia*, wherever applicable, the FCPA, the UKBA, and the PCA. Different statutes adopt different standards to determine whether or not a particular act or omission is an offence thereunder; however, the Company will adopt the most restrictive approach to ensure applicable with all applicable statutes.

- 4.2. The FCPA makes it a federal crime for companies or individuals to bribe government officials in non-U.S. countries, like India, in order to obtain or retain business, or to secure improper business advantages. The FCPA also requires companies to keep accurate books and records and to have an adequate system of internal financial and accounting controls.
- 4.3. The UKBA prohibits bribery in both the public and private sectors. Also, the UKBA strictly prohibits any form of facilitation payment.
- 4.4. The PCA prohibits all forms of bribery. Bribery includes obtaining, accepting or attempting to obtain any undue advantage which is not limited to pecuniary gratifications and can take the form of cash or gifts to an individual or family members or associates, inflated commissions, fake consultancy agreements, unauthorized rebates, non-monetary favours, and false political or charitable donations. It is illegal to, directly or indirectly, offer or receive a bribe and to give bribes to a public servant as a direct offence i.e. the act of giving any undue advantage to another person (directly or through a third party) to induce or reward any public servant to perform or improperly perform any public duty, an offence by itself. Facilitation payments are also prohibited under the PCA.

5. Practical Procedures

5.1. Bribe, Facilitation Payments, or Kickbacks:

- 5.1.1. BSV strictly prohibits all forms of Bribery¹ and corruption whether involving, but not limited to, Public Officials² or Healthcare Professionals³ (“HCP”), or private sector persons or companies, whether directly or indirectly (either using Company’s funds or personal funds, or whether acting directly or through an agent).
- 5.1.2. BSV Employees and Business Associates shall not directly or indirectly offer or pay, or authorize an offer or payment, of money or anything of value to a Public Official, HCP, or any other person or entity (including in the private sector), which is intended to influence the judgment of the recipient in exercising his or her job responsibilities; or is intended to secure preferential treatment or an improper advantage for BSV.
- 5.1.3. BSV Employees and Business Associates shall not directly or indirectly request or accept any money or item of value, which is intended to influence his / her judgment or conduct; or intended as gratification for a decision or act in a way that benefits the person or entity giving the item of value.
- 5.1.4. BSV Employees and Business Associates shall not make or accept Facilitation Payments⁴ or Kickbacks⁵ of any kind. All BSV Employees and Business Associates must avoid any activity that may lead to, or suggest that a Facilitation Payment or Kickback will be made or accepted by BSV. It is to be noted that Facilitation Payments are corrupt payments and are not allowed under both the PCA and the UKBA, notwithstanding that the FCPA allows them in certain circumstances.

5.2. Gifts, Hospitality, and Entertainment

¹ “Bribery” as defined in the Glossary

² “Public officials” as defined in the Glossary

³ “Healthcare Professionals” as defined in the Glossary

⁴ “Facilitation Payments” as defined in the Glossary.

⁵ “Kickbacks” are typically payments made in return for a business favour or advantage.

5.2.1. Business gifts, hospitality, and entertainment are sometimes used in the normal course of business activity. However, if offers of gifts or hospitality (including entertainment or travel) are frequent or of substantial value, they may create the perception of, or an actual conflict of interest or an 'illicit payment'.

5.2.2. As a general guide, the giving or receiving of gifts or hospitality may be acceptable if it meets all the following requirements:

- Is bona-fide and made in the normal course of business and does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business, better prices, or improved terms of sale or service;
- Complies with local laws and customs (including cultural and religious festivals) and is not prohibited under applicable law;
- Is not offered to a recipient in a position to influence a pending business or regulatory decision;
- Would not influence, or appear to influence, or cause a conflict of interest for the gift giver or receiver;
- Does not include cash or cash equivalents, gold or other precious metals, gems or stones, or stock or stock equivalents;
- Does not include any form of services or non-cash benefits such as promise of employment;
- Disclosure of the same does not cause embarrassment to the giver or receiver or to the Company;
- Is fully documented and supported by original receipts and accurately recorded in the books of accounts;
- Is given openly, not secretly and in a manner that avoids the appearance of impropriety;
- Must be reasonable, and not viewed as lavish, regardless of actual monetary value and justifiable.

5.2.3. Prior approval of the Compliance Officer should be obtained by the Employees and Business Associates before providing and receiving any gifts, hospitality, or entertainment to or from the current or prospective customers, their employees or agents or any person (including but not limited to Public Officials, HCPs, or private sector persons or companies) with whom the Company or its Business Associates have a contractual relationship, or intend to negotiate an agreement. In case any Employee or Business Associate receives or offers a hospitality, gift, or entertainment, it should be declared via a written record for review by the Compliance Officer.

5.3. **Political and Charitable Contributions**

5.3.1. The Company shall act in accordance with the constitution and governance systems of the India or any other country and do not seek to influence the outcome of public elections, nor to undermine or alter any system of government.

5.3.2. The Company may make political contribution that are legal and ethical under local laws and practices. No political contribution must be offered or made without seeking the prior approval of the Compliance Officer.

5.3.3. The Company may make charitable contribution for humanitarian needs and other factors, including emergency situations and disaster relief. Such charitable contributions must be approved by the Board of the Company and must comply with applicable laws.

5.3.4. It is important to pay special attention when making any charitable contribution to ensure

that they are made without demand or expectation, so that they would not be considered inducements, as this would be a violation of the applicable anti-corruption laws and this Policy. All charitable contributions need to be made in good faith and in compliance with this Policy.

5.3.5. Before making any such charitable contribution, it must be ensured that:

- Such contributions are not dependent on, nor made to win, a business advantage.
- The contribution is always made to the charity and not to any particular individual, except where donations or grants are provided directly to affected victims of natural disasters, in compliance with the applicable laws.
- Contributions should be given to entities where the end use of the contribution is known and/or controlled.
- Contributions should only be made to charitable organizations which are registered under the laws of their respective countries.
- As far as possible, background checks on the charitable organizations should be carried out in all cases, especially to ensure that the charity does not act as a conduit to fund illegal activities in violation of anti-money laundering laws, anti-terrorism laws, and other applicable laws.
- Only such charitable contributions shall be made that are legal and ethical under local laws and practices
- All such donations or contributions are documented with a receipt.

5.3.6. If you see actual or suspected misconduct you should immediately report it to Compliance Officer.

5.4. **Books, Records, and Internal Control Requirements**

5.4.1. Accurate and complete recordkeeping is essential to the successful operation of our Company, as well as to our ability to meet our legal and regulatory obligations. Every Employee and Business Associate of the Company has a responsibility to be accurate, complete, and honest in what he/she reports and records to meet regulatory requirements, as well as in all internal and external documents of the Company, including accounting records, time cards, expense reports, invoices, payroll records, safety records, business records, performance evaluations, etc.

5.4.2. Expenses, regardless of value, must never be hidden or purposefully misclassified. Many serious global bribery and corruption matters are found to involve inaccurate record-keeping. To prevent this, international anti-corruption laws generally require detailed and accurate accounting records for all transactions, including cash transactions. All Employees and Business Associates of the Company must ensure that the Company maintains accurate books, records, and financial reporting.

5.4.3. The Company must maintain an effective system of internal controls and monitoring of the transactions. It is the responsibility of every Employee and Business Associate to be knowledgeable about these procedures and ensure compliance with them.

5.4.4. All financial records must be maintained and must evidence the business reason for making payments to or receiving payments from third parties. All accounts, invoices, memoranda, and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, should be prepared and maintained with accuracy and completeness. It must be ensured that the Company can meet all legal, tax and regulatory requirements.

5.4.5. If you see actual or suspected misconduct you should immediately report it to Compliance Officer.

5.5. Conflicts of Interest

5.5.1. Employees must not permit any situation in which their personal, familial, or financial interests, conflict or even appear to conflict with the Company's interests, whether directly or indirectly. All Employees have a duty not to compromise the Company's legitimate interests and to advance such interests when the opportunity to do so arises in the course of employment.

5.5.2. Employees are prohibited from taking any opportunity for one's own benefit while performing functions on behalf of the Company. The following are examples of actual or potential conflicts:

- You, or a member of your family, receives improper personal benefits as a result of your position in the Company;
- You use Company property for your personal benefit or use;
- You engage in activities that interfere with your loyalty to the Company or your ability to perform your job responsibilities effectively;
- You work simultaneously (whether as an employee or a consultant) for a competitor, customer or supplier;
- You, or a member of your family, has a financial interest in a customer, supplier, competitor or another third party;
- You divulge or use the Company's confidential information – such as financial data, customer information – for your personal purposes;

5.5.3. If you become aware of a conflict described above, or any other conflict or potential conflict, or have a question as to a potential conflict, you should consult the Compliance Officer.

5.5.4. Conflicts of interest will not be tolerated and may result in disciplinary action.

5.6. Use of Third-Party Agents, Consultants, and Other Intermediaries (Business Associates)

5.6.1. Anti-corruption laws prohibit indirect payments made through Business Associates, including giving anything of value to Business Associate while knowing that value will be given to a Public Official, HCP, or a private sector person or company, for an improper purpose. Therefore, every Employee of the Company should avoid situations involving Business Associates that might lead to a violation of this Policy.

5.6.2. Every Employee of the Company who deals with Business Associates is responsible for taking reasonable precautions to ensure that the Business Associates conduct business ethically and comply with this Policy. Such precautions include, *inter alia*:

- Appropriate third-party due diligence procedures / background checks as prescribed by the Company must be conducted and properly documented. Such due diligence / checks are required at the start of a new engagement or business relationship and at any time such engagement or relationship is being renewed or extended;
- Appropriate anti-bribery and anti-corruption provisions incorporated in the contracts in consultation with our Company's Legal team and Compliance Officer, including the right to audit the Business Associate's books and records, as well as a clause on termination if the Business Associate fails to abide by the anti-bribery and anti-corruption terms;

- The completion of, on an annual basis, a 'Third Party Compliance Certification' as prescribed by the Compliance Officer;
 - Appropriate monitoring of the reasonableness and legitimacy of the services provided, including compensation paid and out-of-pocket expenses reimbursed to the Business Associate during the engagement.
- 5.6.3. Furthermore, Employees retaining Business Associates that will be representing the Company before Public Officials or HCPs must discuss the proposed contract with, and receive approval from, the Compliance Officer prior to hiring such Business Associates.
- 5.6.4. In addition, once Business Associates are engaged, Company Employees 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 Business Associate. 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 illustrations of red flags are highlighted below:
- Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, or unusual commissions;
 - Multiple change orders issued without any documented business justification;
 - Excessive and out of ordinary out of expenses being reimbursed to Business Associate without any supporting documentations;
 - Requests for political or charitable contributions;
 - The Business Associate is related to a Government Official or has a close personal or business relationship with a Government Official;
 - Any refusal or hesitancy by the Business Associate to disclose its owners, partners, or principals;
 - The Business Associate has little experience in the industry but claims to “know the right people”.
- 5.6.5. If any individual has reason to suspect that Business Associate is engaging in potentially improper conduct, they shall immediately report the case to the Compliance Officer.
- 5.6.6. Business Associates are responsible for the successful implementation of the principles set forth in this Policy and should ensure they use it to disclose any suspected concerns or wrongdoing.
- 5.7. Employment and Internships**
- 5.7.1. The Company may receive requests from Public Officials, HCPs or Business Associates for providing internships or employment to certain individuals. Such requests should be carefully handled as offering such internships or employment may be viewed as bribe or favor.
- 5.7.2. If a candidate is interviewed for an internship or employment within the ordinary course of filling a position, the Compliance Officer must be notified of the candidate's relationship to the Public Official, HCP, or Business Associate. If a candidate related to a Public Official, HCP, or Business Associate is interviewed outside of the ordinary course of filling a position, any internship or employment offer must be pre-approved by the Compliance Officer.
- 5.8. Compliance Procedures**
- 5.8.1. The Policy is based on the Company's core values, good business practices and

applicable law. To achieve optimal legal and ethical behavior, the individuals subject to the Policy must know and understand the Policy as it applies to them and as it applies to others. You must champion the Policy and assist others in knowing and understanding it.

- Compliance. Everyone is expected to become familiar with and comply with the requirements of the Policy.
- Screening of Staff. The Company shall exercise due diligence when hiring and promoting Employees, Business Associates and, in particular, when conducting an employment search for senior management. The Company shall make reasonable inquiries into the background of each individual.
- Access to the Policy. The Company shall ensure that Employees and Business Associates may access the Policy on the Company's website. In addition, each Employee and Business Associate will be provided with a copy of the Policy, which they must sign and acknowledge as part of their employment or business agreements. New Employees and Business Associates will receive a copy of this Policy as part of their on-boarding process.
- Training: Mandatory training will be provided of all BSV Employees so that they are aware of our obligations under relevant laws, our own policies, their own obligations under their contract of employment. Appropriate posters in all offices should be displayed for employee awareness.
- Investigation. When an alleged violation of the Policy is reported, the Compliance Officer will take prompt and appropriate action after conducting a thorough internal investigation. Considering the criticality of case, nature of violation and seniority of BSV employee involved, the Compliance Officer to consider involvement of external counsel and external forensic investigation firm and to ensure appropriate & timely reporting to the internal and external stakeholders, regulators, etc.
- Disciplinary Actions. The Human Resources Department in consultation with the Compliance Officer shall be responsible for implementing the appropriate disciplinary procedure in accordance with the Company's policies.

5.9. Reporting of violations under this Policy

5.9.1. All Employees and Business Associates of the Company must report any violation or suspected violation of this Policy to the Compliance Officer or via the procedure set out in the Whistle Blower & Vigil Mechanism Policy.

5.9.2. The Company strictly prohibits any Retaliation⁶ against any person who raises genuine concerns under this Policy. Persons who retaliate will be subject to disciplinary action up to and including termination of employment or engagement.

5.10. Exception(s)

5.10.1. All exceptions to this policy must be approved by the Compliance Officer.

⁶ "Retaliation" as defined in the Glossary.

6. Glossary

Terms	Definitions
Bribery	<p>“Bribery” means the offering, promising, giving, receiving, soliciting or accepting a financial or other advantage, or anything of value, with the intention of influencing or rewarding the behavior of a person in a position of trust to perform a public, commercial or legal function, or to obtain or retain a commercial advantage. Bribery includes any attempt to do any of the foregoing as well. Bribes are payments made in the form of money or anything else of value in return for a business favour or advantage.</p>
Facilitation Payments	<p>“Facilitation Payments” are unofficial payments made to public officials in order to secure or expedite the performance / non-performance of a routine or necessary action. They are sometimes referred to as ‘speed’ money or ‘grease’ payments or ‘good-will money’. The payer of the facilitation payment usually already has a legal or other entitlement to the relevant action.</p>
Healthcare Professional (“HCP”):	<p>Health Care Professional means members of the medical, dental, pharmacy, and nursing professions, and any other persons who, in the course of their professional activity, are qualified or permitted to prescribe, supply, administer, purchase, recommend, reimburse, pay for or acquire a medicine, or influence or authorize any of the foregoing. The term also includes health service managers and administrative or clinical support staff who provide support to HCPs, as well as any Business Associates of any entity that is owned by or comprised of HCPs. Examples of HCPs are physicians, nurses, medical assistants, pharmacists, paramedics, product formulary committee members, clinical investigators, and public and private hospital associates.</p>
Public Official (Government Official or Public Servant)	<p>A public official would include (but not be limited to) the following:</p> <ul style="list-style-type: none"> • Any person holding a legislative, executive or administrative office of the government (domestic or foreign), or acting in the official capacity for or on behalf of a legislative, executive, or administrative office of the government (domestic or foreign), whether appointed or elected, whether permanent or temporary, whether paid or unpaid, irrespective of that person’s seniority; • Any person in the service or pay of the government or of a corporation established by or under a central, provincial, municipal, or state statute, or an authority or a body owned or controlled or aided by a government or a government company, or that is remunerated by the government by fees or commission for the performance of any public duty; • Any judge, including any person empowered by law to discharge, whether by himself / herself or as a member of any body of persons, any adjudicatory functions; • Any person authorized by a court of justice to perform any duty, in connection with the administration of justice, including a liquidator, receiver or commissioner appointed by such court; • Any person who performs a public duty, including for a public agency or public enterprise or public international organization (e.g., the United Nations or International Monetary Fund), or provides a public service, as defined in the domestic law of the country and as applied in the pertinent

Terms	Definitions
	area of law; and <ul style="list-style-type: none"><li data-bbox="505 359 1349 390">• Any other person defined as a “public official” under applicable law.
Retaliation	Retaliation means terminating, demoting, suspending, threatening, harassing, victimizing, or, in any other manner, discriminating against or subjecting to any form of detriment, anyone who reports any violation of this Policy.