

INDO COUNT INDUSTRIES LIMITED

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Version No.: 1.1

Version Date: 25-12-2023

Approved by: Board of Directors

A. OBJECTIVE

This Anti-Bribery and Anti-Corruption Policy ('Policy') sets forth Indo Count Industries Limited's ('ICIL' or 'the Company') commitment to ensure that ICIL, its affiliates, and others acting on ICIL's behalf abide by and ensure compliance with various legislations and standards of behavior. The Company takes a zero tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever the Company operates.

This Policy has been framed in accordance with all applicable laws, regulations and relevant statutory provisions in relation to countering bribery and corruption applicable to the Company in the conduct of its business, including the Indian Prevention of Corruption Act, 1988 ("PCA"), and other applicable Indian statutes, as amended from time to time. The Company commits to abide by the principles of this Policy in letter and in spirit.

B. SCOPE OF APPLICABILITY

This policy is applicable to directors, employees (whether regular, fixed-term or temporary), consultants, contractors, trainees, interns, agents, or any other person associated with us, or any of our subsidiaries or their employees, wherever located ('Associated Persons').

C. POLICY STATEMENT AND PRINCIPLES

1. ICIL commits to uphold all applicable laws in the countries we operate relevant to countering bribery and corruption practices in all its forms, including conflicts of interest, forgery, fraud, money laundering, insider trading, and related to any of the aforementioned practices.
2. ICIL prohibits all forms of bribery, kickbacks and corruption practices involving, but not limited to, Government Officials and private sector persons or companies.
3. ICIL prohibits acceptance of personal benefit gifts / vouchers, gratuities, tips, cash, samples etc. from anyone dealing with the Company.
4. ICIL prohibits the making or accepting of payments of any kind or any favors to facilitate or expedite official business or work.
5. ICIL prohibits any offer, promise, grant, authorisation, demand, or acceptance of any promise, bribe, kickback, illegal gratuity, illegal payment, or other illegal goods and services of any value directly or indirectly, to or from any person, organization, or Government representative.



6. ICIL prohibits charitable contributions in exchange for any improper favor or benefit. However, transparent contributions with proper records and receipts from the any charity having proper tax treatments are permitted.
7. ICIL prohibits all political contributions using Company funds, unless the political contributions are legal under applicable law, are consistent with this Policy, and approved in advance by the Board of Directors.
8. ICIL may allow sponsorship to strengthen the Company's brand image. However, due care should be taken to avoid any perception of bribery or corruption, anti-trust or anti-competitive practices.
9. ICIL has put in place appropriate controls and systems to prevent, monitor, record and report issues pertaining to this Policy within and relevant to the Company.
10. ICIL promotes a culture of merit, honesty, transparency and integrity within the Company.

D. POLICY EXCEPTIONS

The Company acknowledges the below exceptions:

1. Exchange of gifts or souvenirs of a nominal value (e.g. bouquets, pens, calendars, diaries etc.) which are customarily given on special events/ occasions and are infrequent in nature. In any case, such gifts shall not be lavish or in the form of cash or cash equivalents, and any such instances and offers or receipt (whether accepted or not by any person directly or indirectly) should be immediately reported in writing to the Corporate HR Head or by sending an email to the designated email ID ethics@indocount.com. All Associated Persons need to exercise sound judgment in identifying inappropriate, frequent or material gifts and shall avoid the same to maintain integrity and independence. The limit on the approximate value of any acceptable gift is Rs. 1,500/- within India and equivalent USD 50 outside India. Expensive gifts and offers of cash must be categorically refused.
2. Associated Persons may take part in customary business lunches, dinners or social gatherings. However, the acceptance of gifts and social meals should not impact or compromise the objectivity of the Associated Persons in taking Company decisions.
3. The guidelines in this Policy supplement and should be read in conjunction with the Code of Conduct, the Supplier Ethics and Compliance Policy and the Whistleblower Policy.



E. REPORTING OF CONCERNS

1. Every Associated Person(s) is encouraged to raise concerns about any bribery issue or any case of corrupt practices or any breach of this Policy or applicable law at the earliest in line with below matrix.

If they are unsure whether a particular act constitutes bribery or corruption or if they have any other queries, the same may be clarified with their respective reporting manager.

Location/level	Authorised person
Plants - Up to Senior Manager	Plant Heads
Other than Plants - Up to Senior Manager	Corporate HR Head
Above Senior Manager- Up to Vice President	Compliance Officer
Senior Vice Presidents and KMPs	Executive Chairman / Executive Vice Chairman

Any aggrieved Associated Person is free to raise concerns directly to the Compliance Officer by either writing an email to ethics@indocount.com or by sending a sealed letter addressed to the Compliance Officer at the Corporate Office.

2. No Associated Person(s) who in good faith report a violation of this Policy shall suffer any harassment, retaliation or adverse employment consequences.
3. Any complaint not made in good faith as assessed as such by the Compliance Officer / Investigation Committee shall be viewed seriously and the complainant shall be subject to disciplinary action. Further, no action shall be taken on such frivolous complaints.

F. INVESTIGATION

1. Enquiry or investigation of any reported concern for potential violation of this Policy shall be conducted by an Investigation Committee under the guidance of the Compliance Officer. The objective of such an enquiry or investigation would be to determine the facts of the matter.
2. All investigations shall follow the principles of natural justice and shall ensure that the relevant Associated Person is provided with an opportunity to make his / her case before

the Investigation Committee.

3. Experts with the right knowledge and skills may be appointed to assist with the investigation of the reported concern.
4. The investigation process and the subsequent reports will be kept confidential and shall be shared only with such persons who have a “need to know” under applicable law or under the Company’s standard investigation process.

G. CORRECTIVE ACTION

If necessary, corrective actions shall be prescribed or suggested to appropriate managers, officers and employees for implementation.

H. DISCIPLINARY ACTION

The Compliance Officer and / or the Investigating Committee as the case may be, after considering inputs from relevant stakeholders, shall recommend appropriate disciplinary action to the Executive Chairman/Executive Vice Chairman, including but not limited to suspension and termination of service of the defaulting Associated Person(s). The Compliance Officer shall also recommend if the violation is potentially against criminal or civil laws and if the same should be notified to the relevant Authorities under the applicable law.

I. REVIEW AND IMPLEMENTATION OF THE POLICY

The Compliance Officer shall monitor the implementation of this policy. The Board of Directors shall review this Policy on a periodic basis and recommend appropriate revisions as and when required.