



Anti-corruption
and
Anti-bribery
Policy

NIRAMAI Health Analytix Pvt Ltd

Version 1.0



1. Policy Statement

NIRAMAI Health Analytix Pvt Ltd (“NIRAMAI” or the “Company”) is committed to the prevention, deterrence and detection of fraud, bribery and any other corrupt business practices. It is NIRAMAI’s policy to conduct all of its business activities with honesty, integrity and the highest possible ethical standards in all its dealings and relationships.

2. Scope and applicability

This Anti-bribery and Anti-corruption Policy (“Policy”) applies to all individuals working for NIRAMAI anywhere in the world and at all levels and grades, including but not limited to directors, senior executives, officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers, volunteers, interns, agents, or any other person associated with NIRAMAI (collectively referred to as “associates” or “you” in this Policy).

In this Policy, “Third Party(ies)” means any individual or organization, who / which come into contact with NIRAMAI or transact with NIRAMAI and also includes actual and potential clients, suppliers, business contacts, partners, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures and government & public bodies (including their advisers, representatives and officials, politicians and political parties).

3. Definition

A “bribe” is an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to directly or indirectly offer a bribe or receive a bribe. It is also a separate offence to bribe a government/ public official. “Government/ public official” includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory. A bribe may be anything of value and not just money -- gifts, inside information, sexual or other favors, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function -- and can pass directly or through a third party. Corruption includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards.

“Red flags” that may indicate bribery or corruption are set out in Annexure A to this Policy.

Employees or members of their immediate families (spouse, mother, father, son, daughter, brother, sister or any of these step- or in-law relationships, whether established by blood or marriage including common law marriage) should not provide, solicit or accept cash or its equivalent, entertainment, favors, gifts or anything of substance to or from competitors, vendors, suppliers, customers or others that do business or are trying to do business with NIRAMAI. All relationships with those who NIRAMAI deals with should be cordial, but must be on an arm’s length basis. Nothing should be accepted, nor should the employee have any outside involvement, that could impair, or give the appearance of impairing, an employee’s ability to perform his/her duties or to exercise business judgment in a fair and unbiased manner.

4. Gifts and hospitality

This Policy does not prohibit normal, reasonable, modest and appropriate gifts, hospitality, entertainment and promotional or other similar business expenditure, such as calendars, diaries, pens, a pack of sweets or dry-fruits and invitations to theatre and sporting events (given and received), to or from Third Parties. No gift must be accepted if it could reasonably be seen improperly to influence the decision-making of the recipient.

To avoid committing a bribery offence, the gift or hospitality must be:



- Reasonable, totally unconditional, moderate in value, justifiable and in-fitting with local business practices in all the circumstances
- Intended to improve the image of NIRAMAI, better present its products and services or establish cordial relations

5. What is not acceptable?

It is not acceptable for any employee of NIRAMAI (or someone on his / her behalf) to:

- a. Give, promise to give or offer, any payment, gift, hospitality or advantage with the expectation or hope that an improper business advantage will be given or received or to reward a business advantage already given
- b. Give, promise to give or offer, any payment, gift or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure
- c. Accept or solicit any payment, advantage, gift or hospitality from a Third Party that you know or suspect is being offered with the expectation that it will obtain a business advantage for them
- d. Threaten or retaliate against, another employee who has refused to commit a bribery offence or who has raised concerns under this Policy
- e. Induce another individual or associate to indulge in any of the acts or omissions mentioned in this section
- f. Engage in any activity that might lead to a breach of this Policy

The points stated above are illustrative in nature and in no way intend to limit the applicability of this Policy.

6. Facilitation payments and kickbacks

Neither an employee of NIRAMAI nor any person acting on behalf of NIRAMAI shall make and shall not accept facilitation payments or “kickbacks” of any kind. “Facilitation Payments” are typically small, unofficial payments (sometimes known as “grease payments”) made to secure or expedite a routine government action by a government official. “Kickbacks” are typically payments made to commercial organizations in return for a business favor/ advantage, such as a payment made to secure the award of a contract. You must avoid any activity that might lead to or suggest that a Facilitation Payment or Kickback will be made or accepted.

If you are asked to make a payment on behalf of the Company, you shall at all times be mindful of the purpose of payment and whether the amount is proportional to the goods or services provided. A receipt of payment should be sought at all times. In case of suspicions, concerns or queries, raise the matter with your manager or HR team.

7. Charitable donations

The Company does not make contributions to political parties to influence any decisions or gain a business advantage. We only make charitable donations that are legal and ethical under local laws and practices.

8. What we expect of an Employee

Every associate must ensure that he / she has read, understand and at all times must comply with this Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for NIRAMAI or under NIRAMAI’s control. Associates are required to avoid any activity that might lead to or suggest a breach of this Policy.

Associates must notify his / her Manager or consult HR team as soon as possible if you believe or suspect that a breach of or conflict with this Policy has occurred or may occur in the future. Please note that a failure to report an actual or suspected breach of this policy is itself, a breach to this policy.



Any associate who breaches this Policy will face disciplinary action, which could result in dismissal. We reserve our right to terminate our contractual relationship with you if you breach this Policy. Any breach of this Policy would also result in imposition of large fines/ imprisonment on the individual/ the Company as the case may be or termination of contract with a Third Party.

9. Record-keeping

Associates must ensure all expenses claims relating to hospitality, gifts or expenses incurred to Third Parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept “off-book” to facilitate or conceal improper payments.

Employees must follow all the procedures laid out in other policies (available in the respective intranet portal) which help in anti-bribery and corruption due diligence on suppliers, potential joint venture parties, clients and other Third Parties.

10. How to raise a concern

Every person, to whom this policy applies too, is encouraged to raise their concerns about any bribery issue or suspicion of malpractice at the earliest possible stage. If he / she is unsure whether a particular act constitutes bribery or corruption or if he / she has any other queries, these should be raised with their respective Manager and/or consult the HR team.

11. What to do if you are a victim of bribery and corruption?

If you are offered a bribe by a third party, you are asked to make one, suspect that this may happen in the future or believe that you are a victim of another form of corruption or other unlawful activity, you should comply with section 8 above.

12. Protection

Those who refuse to accept or offer a bribe or those who raise concerns or report another’s wrong-doing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future. If any employee believes that he / she has suffered any such treatment, he / she should inform your Manager or contact the HR team immediately.

13. Who is responsible for the Policy?

The board of directors has overall responsibility for ensuring that this Policy complies with our legal and ethical obligations and that all those under our control comply with it.

Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, undertake training on how to implement and adhere to it and also monitor compliance of it.

The Compliance/ HR team is responsible for this Policy and for monitoring its use and effectiveness (and dealing with any queries on its interpretation).



Dissemination of this policy shall be carried out at the time of induction. Every person to whom this policy applies is responsible for the success of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrong-doing.

14. Waiver and amendment of the policy

We are committed to continuously reviewing and updating our policies and procedures based on the learning. Therefore, this document is subject to modification. Any amendment or waiver of any provision of this Policy must be approved in writing by the Company's Board of Directors. The Policy will be reviewed and audited from time to time which requires cooperation from all concerned.



Annexure A

Potential risk scenarios: “red flags”

The following is a list of possible red flags that may arise during the course of your engagement with NIRAMAI and which may raise concerns under anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for NIRAMAI, you have responsibility to report them promptly to your Manager and/or the HR team.

- a. You suspect or become aware that a Third Party engages in, or has been accused of engaging in, improper business practices
- b. You learn that a Third Party has a reputation for paying bribes or requiring that bribes are paid to them or has a reputation for having a “special relationship” with foreign government officials
- c. A Third Party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us
- d. A Third Party requests payment in cash and/or refuses to sign a formal contract or to provide an invoice or receipt for a payment made
- e. A Third Party requests that payment is made to a country or geographic location different from where the third party resides or conducts business
- f. A Third Party requests an unexpected additional fee or commission to “facilitate” a service or an RFP
- g. A Third Party demands lavish entertainment, hospitality or gifts before commencing or continuing contractual negotiations or provision of services
- h. A Third Party requests that a side payment (not an SLA credit for an SLA violation) be made to “overlook” potential legal violations
- i. A Third Party requests that you provide employment or some other advantage to a friend or relative
- j. You receive an invoice from a Third Party that appears to be nonstandard or customized
- k. A Third Party insists on the use of side letters (i.e. agreed terms in a letter or other document outside the written contract between the parties) or refuses to put the agreed terms in a written contract
- l. You notice that we have been invoiced for a commission or fee payment that appears large given the services stated to have been provided
- m. Third Party requests/ requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- n. You are offered an unusually generous gift or offered lavish hospitality by a Third Party
- o. You become aware that a colleague, other employee or contractor working on our behalf requests a payment from a Third Party (such as a client) to expedite an activity (such as an inspection or paperwork) or to “overlook” potential legal or regulatory violations