

ANTI-BRIBERY AND CORRUPTION POLICY (“ABC”)


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Table of Contents

S.No.	Contents	Page
1.0	Preamble	3
2.0	Objective	3
3.0	Scope	3
4.0	Guidelines	4
(4.1)	Zero Tolerance Approach to Bribery	4-5
(4.2)	Dealing with Public Officials	5-7
(4.3)	Third Parties	7-8
(4.4)	Gifts, Meals, and Entertainment	8-10
(4.5)	Political Donations and Lobbying	10-11
(4.6)	Charitable Donations	11-12
5.0	Record-Keeping	12
6.0	Reports and Complaints	12-13
7.0	Disciplinary Action for policy violation	13
8.0	Reference Policies	14
9.0	Key Contacts	14

1.0 Preamble:

Crest Digitel Private Limited (CDPL), the Company, is committed to high ethical standards, doing open and fair business, following best practices of corporate governance, and supporting the business reputation at the appropriate level. It is committed to providing the best of services in the utmost professional manner by ensuring every transaction and service reflects the Code and our core values.

This Policy should be read in conjunction with the Code of Business Conduct and Ethics (“the Code”), which serves as a guide for how you should conduct yourself as a member of Crest Digitel’s team.

2.0 Objective

The aims and objectives of the Policy are to inter alia:

- encourage directors and employees to
 - o act honorably and with integrity in all business dealings of the Company.
 - o identify and address appropriately any potential conflicts of interest.
 - o initiate steps to ensure that no financial or other inducements are offered or accepted by or on behalf of the Company.
- encourage Directors and employees to be vigilant and to act diligently in good faith.
- form a common understanding for all stakeholders that the Company opposes bribery and corruption in any form.

Ethical conduct is the core foundation of our business, and it is imperative that our brand stands for integrity, trust, and ethical standards.

3.0 Scope

The policy applies to

- all directors, employees, and temporary workers¹ and associates (on third Party payroll)
- partners including vendors and representatives or any other persons/individuals, who may be acting on behalf of the Company.

¹ For purposes of the Policy, “temporary workers” include non-full-time employees and consultants and contractors etc. that work on our premises. The business group retaining a temporary worker is responsible for ensuring that the temporary worker certifies their commitment to comply with the Policy.

4.0 Guidelines

4.1 Zero Tolerance Approach to Bribery

Do not give or receive bribes, including facilitation payments.

Ethical Conduct is a part of our core value and is an expectation of all our employees. Our employees holding themselves to the highest standards of ethical conduct and behavior is what enables the Company's reputation for uncompromising ethics. We will protect this above all else. It is vital for us to maintain this reputation as it generates confidence in our business from our customers, clients, service providers, investors, stakeholders, and other people – which means it is good for our business.

We have a zero-tolerance approach towards bribery. This commitment comes from the highest levels of management, and one must meet this standard. We do not and will not pay bribes or offer improper inducements to anyone for any purpose. Nor do we or will we accept bribes or improper inducements or anything that could be perceived as such. We expect the same from our customers, business partners and third parties we retain or who perform services or deliver business on our behalf. Bribery and corruption are not to be accepted in any form.

A bribe is anything of value that is offered, promised, given, or received with the intention of influencing a decision, inducing a person to act or to reward a person for having acted to gain an improper or unfair advantage in promoting, enhancing, obtaining, or retaining business. It is important to understand that a corrupt act has occurred even if:

- A bribe does not succeed.
- A person authorizes or provides direction for a bribe, but no bribe is ultimately offered or paid.

“Anything of value” includes, but is not limited to:

- Cash, cash equivalents (such as gift certificates/cards), stock, non-arm's length loans or forgiveness of a debt.

Gifts, meals, hospitality, entertainment, and travel - on behalf of the Company, its

employees, and representatives offered to third parties, shall be subject to the Gift & Entertainment policy of the Company.

- Charitable contributions or sponsorships; if made to a charity at the direct request of a government official or private business partner, could be considered an indirect bribe made to obtain or retain business or to secure other improper business advantage.
- Political contributions.
- Job offers or internship awards, directorships, secondments - offers can present a risk of violating anti-bribery or anti-corruption laws and regulations. The Ethics Committee must be consulted prior to making such offers.
- Procurement and service contracts.
- Phony jobs or “consulting” relationships.
- Excessive discounts or rebates.

Facilitation payments are also a form of bribe and are, therefore, not permitted. Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials or other third parties to perform routine functions they are otherwise obligated to perform, such as issuing permits, approving immigration documents, or releasing goods held in customs. This does not include legally required or permitted administrative fees for expedited service.

Please refer to the company’s Anti-Bribery and Corruption Program that outlines the actions we take to prevent and detect bribery in our business.

4.2 Dealing with Public Officials

Interactions with public officials require enhanced scrutiny and sensitivity.

Laws and regulations are strict while dealing with public officials. Reasonable corporate hospitality that is acceptable with other business associates might not be allowable when public officials are involved. Before such expenses are incurred, obtain approval from the Ethics Committee.

A Public Official is any:

- Individual elected or appointed to a governmental entity who holds legislative, administrative, or judicial positions, official or employee of government, official or employee of a company wholly or partially controlled by government such as

- state-owned companies. Candidate for political office, political party or an official of a political party.
- person acting in an official capacity for any of the above regardless of rank or position,
 - persons who perform public functions, such as professionals working for public pension plans, public health agencies, water authorities, planning officials and agents of public international organizations, such as the United Nations or World Bank,
 - employees of government-owned or controlled businesses, including sovereign wealth funds and state-owned utility companies. For example, if a government has an interest in a bank and exercises control over the activities of that bank, then the banking officials are likely to be considered public officials. Third parties acting at the direction of these individuals and entities should also be considered public officials.
 - any other persons so defined in the applicable laws of the jurisdictions in which we operate.

The definition of what could constitute a bribe to a public official is broad and can occur even when the benefit being offered is small, such as gifts, entertainment and even business meals.

There is increased sensitivity and scrutiny of dealings with public officials because this has traditionally been an area where bribery activity is more likely to occur. Be cognizant of these risks in your dealings and interactions with public officials and consider how your actions may be viewed. For example, payments, gifts, or employment to close relatives of public officials have been treated by enforcement authorities as direct payments to the public officials and, therefore, may constitute violations of law. Similarly, hiring public officials or applicants related to, or referred by, public officials should be subject to enhanced review to ensure that the related risks are appropriately mitigated.

Hiring public officials or persons referred by public officials requires enhanced scrutiny.

Hiring public officials or applicants related to, or referred to by, public officials could be seen as a bribe in certain situations and should be subject to enhanced review to ensure that the related risks are appropriately mitigated. Consult the company's Ethics Committee for procedures related to identifying and mitigating these risks.

In practice, situations can be complex, and this Policy does not cover every circumstance that you may encounter. If in doubt, please contact the company's Ethics Committee for assistance.

4.3 Third Parties

Third parties are not permitted to pay bribes on our behalf or on behalf of our parent company.

The Company cannot avoid liability by using a third party to give or receive a bribe. A third party includes, but is not limited to service providers, consultants, agents, representatives, suppliers, contractors, sub-contractors, and other partners.

We must clearly convey to third parties representing the Company that we expect them to comply with our Anti Bribery and Corruption Policy. In some jurisdictions, Company and the Parent Company can be scrutinized and/or prosecuted of a criminal offence if it fails to detect and prevent bribery conducted on its behalf by a third party even if no one in the Company had actual knowledge of the bribe. Employees should avoid doing business with third parties who do not have a zero-tolerance approach to bribery.

Whenever the Company seeks to engage a third party, the following guidelines apply:

- Due diligence should be performed to ensure that the third party is a bona fide and legitimate entity; is qualified to perform services for which it will be retained and maintains standards consistent with the legal, regulatory, ethical, and reputational standards of the Company.
- This due diligence could include meeting with them to better assess their business practices and anti-bribery and corruption policies/controls and making inquiries into their reputation and past conduct. Further, employees are expected to inform these persons (and associated companies) of the company's anti-bribery policy. Agreements with third parties must be in writing and should contain provisions including anti-bribery language when appropriate.
- Cooperation between the Company and third parties must be authentic and legitimate. Crest Digitel requires its partners to comply with the Crest Digitel Code of Conduct for Business Partners, their own codes of conduct (if any), the principles of honesty and integrity, and this Policy.
- It is forbidden to utilize, aid, abet or conspire with a third party to engage in bribery.
- Third parties are forbidden from paying bribes on behalf of the Company or when working with the Company in any capacity. This prohibition includes bribes in the form of gifts or hospitality offered to Crest Digitel employees when the gift or

hospitality offered does not comply with common business practices.

Other risk mitigation strategies, such as including anti-bribery language in agreements, should also be implemented, as appropriate and in consultation with internal legal function and Ethics Committee.

Please refer to the company's Third-Party Due Diligence Procedures as indicated in the policies and procedures of SCM for further details.

4.4. Gifts, Meals, and Entertainment

When we use the term "gift," we mean not only the actual act of giving something of value to another; it also refers to any offer of a gift or promise to give a gift in the future. When in doubt, apply the broadest possible meaning to the term. The giving or receiving of gifts, meals and entertainment should be proportionate and reasonable for the circumstances, for legitimate purposes only, and not with a view to improperly inducing a third-party to misuse their position as a quid pro quo for official action or with linkage to an official decision and comply with the Gifts and Entertainment Policy.

Under no circumstances should Crest Digitel employees, motivated by a corrupt intent, be allowed to offer gifts or hospitality directly or indirectly to public officials, customers or partners or solicit gifts or hospitality from partners. Crest Digitel employees must always bear in mind the company's Anti-Bribery Policy and evaluate if the company's reputation will be affected when giving or accepting gifts and hospitality.

Make sure the following requirements are met before giving or accepting gifts and hospitality:

- **Proper intent:** The purpose should be to establish and maintain a good business relationship. Gifts and hospitality should not be used to obtain or retain business, secure any other improper advantage, or influence general business processes or decisions. If the gift is being given as a normal business courtesy, without any intent to influence the recipient's decision making or to create an unfair business advantage for Crest Digitel, the gift may be permissible. If, however, the gift is being given to obtain or retain business or an advantage in the conduct of business, to influence the recipient's decision making, or to gain an unfair business advantage for Crest Digitel, then the intent behind the gift is improper and it is prohibited.
- **Right timing:** Avoid giving or accepting gifts and hospitality during sensitive periods, such as at or near the time the recipient is making a decision that involves Crest Digitel's business interests often creates an appearance of impropriety. This is the most important evaluation in terms of whether the gift or business courtesy is improper. It

may be perceived as a bribe in return for a favorable decision and should also not be provided. Use special caution and seek advice from your supervisor and Ethics committee.

- **Reasonable value:** Comply with common business practices and do not give or accept excessively generous gifts, cash, or cash equivalents. Do not give or accept other types of prohibited gifts. A gift that is disproportionate in value with respect to either the recipient or the circumstances in which it is given creates the appearance of impropriety. In most circumstances, gifts of nominal value do not create an appearance of impropriety. If the gift is small enough that it is unlikely to improperly influence the recipient, it is most likely allowable. No cash payments should be given or received. In addition, gifts should not be given to or received from public officials or their relatives except for Diwali gifts pre-approved by the Ethics Committee. Employees should not give or receive high value/profile items, or high value/profile events that are outside customary business norms, without prior written authorization from the Ethics Committee. A log of all high value/profile items given or received to/from third parties, including public officials in Diwali Season should be maintained, including the identity of participants, location, value, and description of business purpose.
- **Frequency:** Gifts, meals and entertainment that are repetitive, no matter how small, may be perceived to be an attempt to create an obligation to the giver and should not be provided. Gift upon gift to the same recipient could lead an independent bystander to conclude that the purpose of the serial gifting is improper. Frequent gifts or business courtesies can create the appearance of impropriety even where any one of the individual gifts would not raise such questions. Employees should not pay for gifts, meals, and entertainment personally to avoid having to report or seek approval.

Meals and entertainment (e.g. sporting events or the theatre, concerts, rounds of golf) given to or received from persons who have a business relationship with the company are generally acceptable, but again only if the meal or entertainment is reasonable in value, appropriate to the business relationship, infrequent, does not create an appearance of impropriety, is otherwise in accordance with applicable laws and regulations, and if a representative from the sponsoring organization (the party paying for the meal or entertainment) is present at the event. For the avoidance of doubt, if a representative from the sponsoring organization is NOT present at the event, the meal or entertainment would be considered a gift.

Travel (e.g., for site visits) and related items given or received should follow the same principles as for gifts, meals, and entertainment. When travel or related items are given,



payment should be made directly to the service provider (as opposed to providing reimbursement to the individual), whenever possible. Under no circumstances should cash or per diem reimbursements be provided.

If you are in doubt as to whether gifts, meals or entertainment proposed to be given or received are proportionate and reasonable for the circumstances, please consult your supervisor or Ethics Committee.

4.5. Political Donations and Lobbying

Do not offer or make contributions to political parties, officials and/or any other individual in relation to such political parties.

Crest Digitel does not directly or indirectly participate in the political activities of any political party, nor does Crest Digitel sponsor local political parties, their candidates, associated persons, or affiliates. Financing of political parties, political campaigns and/or candidates for public office, with Crest Digitel resources are prohibited. Political donations made by individuals on their own behalf and unrelated to the company's business should comply with local laws and regulations.

Do not engage in any lobbying activities on behalf of the company without specific authorization.

The company encourages its employees, associates, and directors to take an active role in public service. However, any participation in this regard is to be undertaken as an individual and not as a representative of the company or the parent company.

Lobbying activities include attempts to influence the passage or defeat of legislation and may trigger registration and reporting requirements. In many jurisdictions, the definition of lobbying activity is extended to cover efforts to induce rulemaking by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other arrangement.

You must not engage in lobbying activities on behalf of the company without the prior written approval of the company's Ethics Committee designated to approve such activities. No lobbying activities on behalf of the parent company are permitted without prior written approval of the designated representative of the parent company.

4.6. Charitable Donations

Do not solicit or offer donations to clients, suppliers, vendors, public officials, or others in a manner which communicates that a donation is a prerequisite for future business or that the offer of a donation is intended to obtain or retain business and a business advantage.

We encourage our directors, officers, and employees to contribute personal time and resources to charities and not-for-profit organizations. However, unless the solicitation is supported by the company, you are prohibited from using the company name or company resources for solicitation of donations.

Charitable contributions can take the form of:

- Soliciting donations on behalf of the company
- Donating time, funds, or property
- Using work time or Crest Digitel facilities or services for, or to assist charitable organizations.
- Providing a share of revenue to a state-owned enterprise established for charitable purposes.
- Raising funds in support of community activities

Unfortunately, there can be a risk of corruption associated with contributions made to certain charitable organizations. Corruption can arise where the charitable entity is non-existent, a front or shell enterprise, or associated with a government official and/or his or her family. Crest Digitel has always pursued balanced growth and committed to fulfilling our social responsibilities rather than blindly maximizing commercial interests and scale. It is forbidden to use charitable contributions and donations to disguise corrupt activities. Effective measures must be taken to ensure transparency and legitimacy in making charitable contributions and donations.

All requests for corporate donations to charities and other non-profit organizations (e.g., schools, hospitals, libraries, etc.) should be guided by the Corporate Social Responsibility Policy. Charitable donations made by individuals on their own behalf should have no relationship to company business and must comply with local laws and regulations.

To help ensure that our practices are reasonable, appropriate, and otherwise in accordance with applicable regulatory requirements, the making of certain solicited

donations must be logged and/or preapproved. If a public official request you to donate to a particular charity, please consult with the Ethics Committee before agreeing to or making the donation.

5.0 Record-Keeping

Record all our transactions in a complete, accurate and detailed manner so that the purpose and amount of the transaction is clear.

At Crest Digitel, appropriate documents should be provided in a transparent and honest manner to support business decisions and archived as required. It is required to follow our internal processes and controls to ensure our records accurately and fairly reflect all transactions. Do not create any undisclosed, secret, or unrecorded funds, liabilities or assets and never misreport or mischaracterize information that relates to our business. It is required that all transactions/financial expenditures and assets disposed of, be recorded in account books and financial records in an authentic, complete, and accurate manner in line with the document retention policy, to facilitate future inspection. One purpose of these provisions is to prevent companies from concealing bribes and to discourage fraudulent accounting practices.

6.0 Reports and Complaints

Internal reporting is critical to the company's success, and it is both expected and valued. You are required to be proactive and promptly report any suspected violations of this Policy, or any illegal or unethical behavior of which you become aware, including, but not limited to, any situations where a public official or other party requests or appears to request an inappropriate benefit. The confidentiality of reported violations will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to applicable law. No retribution or retaliation will be taken against any person who has filed a report based on the reasonably good faith belief that a violation of the Policy has occurred or may occur in the future.

Anyone who may have a concern relating to any issue or suspicion of any non-compliance, malpractice or any other illegitimate arrangement must report the issue to the Ethics Committee at the earliest possible stage. Directors / CEO should promptly report violations to the Chair of their Board of Directors.

Alternatively, whistleblower can send a mail directly to the Ethics Helpline, the details are as below:

Reporting channels	Contact information
Phone	1800 200 5478
Email	crestdigital@ethicshelpline.in
Web Portal	www.crestdigital.ethicshelpline.in
Post Box	P. O. Box No 71, DLF Phase 1, Qutub Enclave, Gurgaon - 122002, Haryana, India

Any doubtful act which later may or may not be proven to be a violation of this policy must also be reported or consulted to determine possibilities of any non-compliance. The confidentiality of reported violations will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to applicable law. No retribution or retaliation will be taken against any person who has filed a report based on the reasonably good faith belief that a violation of the Policy has occurred or may in the future occur.

Refer Whistleblower Policy and Code of Business Conduct and Ethics.

7.0 Disciplinary Action for Policy Violations

Please note that we reserve the right to take disciplinary action for Policy violations that fit the nature and particular facts of the violation. This could, in the most severe circumstances, include immediate termination for cause and, if warranted, legal proceedings may be brought against you

8.0 Reference Policies

- This policy should be read in conjunction with the following policies:
- Code of Business Conduct and Ethics
- Whistle-Blower Policy
- Interaction with Public Officials Policy
- Gifts, Entertainment and Hospitality Policy
- Third Party Management Policy
- CSR Policy

9.0 Key Contacts

If you have any questions on this Policy or the Anti-Bribery and Corruption Program, please contact the below mentioned **Ethics Committee Members**:

Sanjay Nandrajog, CEO
sanjay.nandrajog@crestdigital.com

Varun Saxena, Vice President
varun.saxena@brookfield.com

Ritu Aggarwal, Head Legal & CS
ritu.aggarwal@crestdigital.com

Dolly Grover, CHRO
dolly.grover@crestdigital.com

Bhaskar Choumal, Head Risk
bhaskar.choumal@crestdigital.com

Management reserves the right to modify or terminate this policy without prior notice.



ANTI BRIBERY AND CORRUPTION POLICY (“ABC Policy”) ACKNOWLEDGEMENT

Crest Digitel Private Limited employees are required to read and agree to the Anti Bribery and Corruption (ABC) Policy. Anti Bribery and Corruption (ABC) Policy of Crest Digitel Private Limited may also be viewed at <https://crestdigitel.lucidtech.com>

STATEMENT OF COMPLIANCE

I agree and undertake to always abide by all the terms and conditions of the Anti-Bribery and Corruption (ABC) Policy during the term of its association with Crest Digitel Private Limited (‘the Company’) and shall not act in contravention of the same.

I shall not offer any bribe to any person for whatsoever reason and purpose.

I shall not offer any gifts (outside organization’s permissible limit/scope) to any person for whatsoever reason and purpose.

I acknowledge and accept that I on becoming aware of any such corruption or corrupt practices, without any delay, inform about the same to the CHRO or Head- Risk or reporting Channels given below:

Reporting channels Contact information.

Phone 1800 200 5478

Email crestdigitel@ethicshelpline.in

Web Portal www.crestdigitel.ethicshelpline.in

Post Box P. O. Box No 71, DLF Phase 1, Qutub Enclave, Gurgaon - 122002, Haryana, India

I am fully aware that if it is found that I have willfully kept secret knowledge about such practices, strict disciplinary action may be taken against me.

I represent and warrant that if there is any association with any political party(s), I shall keep the Company informed and shall not make any political contribution for any purpose on behalf of the Company.

Employee Code:

Employee Name:

Department/Function:

Employee Signature:

Date: