



Anti-Bribery & Corruption Policy (ABAC Policy)

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Anti-Bribery & Corruption Policy (ABAC Policy)

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	<h2>Introduction</h2>
	<p>Bribery and Corruption violates stakeholder’s trust, threatens national and international socio-economic development and substantially impedes fair trade. Bribery occurs when an offer or payment is made or a payment, gift, or favour which is considered a crime in eyes of law, is sought or accepted to influence a business outcome. Bribery and corruption may involve government officials or private/ commercial individuals and can be direct or indirect, through third parties and joint venture partners. Aragen Life Sciences Limited (Aragen) prohibits any payments in the name of facilitation payment and considers it as a bribe.</p> <p>Aragen is committed to maintaining highest standard of corporate governance and ethical business conduct. Aragen prohibits any direct or indirect involvement in acceptance or payment of bribes or use of company funds or assets for any illegal, improper, or unethical purpose. This commitment must be reflected in every aspect of business. Therefore, there is an obligation to prevent bribery by complying with this policy.</p>
	<h2>Objective</h2>
	<p>Aragen is committed to prevent, deterrence and detection of bribery & all other corrupt business practices. It is Aragen’s endeavour to conduct all of its business with highest ethical standards, wherever it operates throughout the world and not engage in bribery or corrupt practices. This document outlines Aragen’s anti bribery and corruption policy, (hereafter referred to as ‘Aragen ABAC Policy’) and procedures for prevention of bribery.</p> <p>In the event of any conflict or inconsistency between the provisions of this policy and the national/international laws and regulations, the latter shall prevail.</p>
	<h2>Scope</h2>
	<p>This policy is applicable to all internal and external stakeholders working for or acting on behalf of Aragen and are required to read, understand and adhere to this policy. This policy applies to all transactions of Aragen in India or abroad. In addition, Aragen’s Policy Review Committee as constituted and amended from time to time is required to enforce the policy and ensure that stakeholders are aware of, understand, and adhere to the requirements of this policy.</p> <p>No stakeholder can waive compliance with this policy.</p>
	<h2>Definition</h2>
	<p>The following terms are used in this document:</p> <p>A. Anything of Value</p>

“Anything of Value” covers just about any form of benefit, which includes, but is not limited to:

- Cash or cash equivalents, gifts or prizes;
- Employment offers or promises of future employment (to an individual or any of his/her relatives);
- Favorable terms on a product or service or product discounts;
- Entertainment/hospitality (payment of travel, hotel or restaurant bills, living expenses, or costs of trips or resort stays);
- Use of vehicles or vacation homes;
- Discounted or free tickets to events;
- Services, personal favors, or home improvements;
- Sponsorships
- Political or charitable donations
- Sexual favors/ Adult entertainment
- Opportunity to buy direct shares (“friends and family shares”) in a company with a connection to Aragen.

B. Bribe/Bribery

To “bribe” or “bribery” means directly or indirectly offering, promising, giving, accepting or soliciting ‘Anything of Value’ (which could be financial or non-financial), and irrespective of location(s), in violation of applicable law to an individual, a government official or an employee of a commercial enterprise for the purpose of obtaining or retaining business, to win a business advantage, or to influence a decision regarding Aragen. This also includes obtaining licenses or regulatory approvals, preventing negative government actions, reducing taxes, avoiding duties or custom fees, or blocking a competitor from bidding on business.

C. Improper payments

Any payments constituting the receipt or payment of bribes or giving, offering, authorizing or promising to give money or anything else of value to any person, including any government official, for the purpose of improperly influencing any act or decision of a person, or to otherwise gain an improper benefit.

D. Corrupt Practice

Any offering, giving, receiving, or soliciting directly or indirectly of ‘Anything of Value’ to influence improperly the actions of another party. Any other misconduct related to fraud, cartels and other anti-trust/anti-competition offences, collusion, coercive practices or money laundering shall tantamount to a Corrupt practice.

E. Stakeholders

This includes internal stakeholders like Aragen employee(s), officer(s), project trainee(s), temporary/ contractual staff, and member(s) of the Board. This includes external stakeholders like, consultant(s), vendor(s), any third party(ies) working or acting on behalf of Aragen, for Aragen, representative(s), agent(s), employees of joint venture(s) / subsidiary(ies)/ agency(ies)/ society(ies), if any acting for or on behalf of Aragen

F. Facilitation Payment

Any payment to a government official designed to secure or speed up any government action by a government official. These are generally known as “Routine government actions”. Some examples are provided below:

- Obtaining routine permits and licenses
- Processing passports, visas and work orders
- Providing police protection
- Mail pickup or delivery
- Providing phone service, power and water supply, loading and unloading cargo,
- Scheduling inspections or transit of goods across country; Expediting shipments
- through customs
- Please note that “routine government action” does not include:
 - Any decision by a government official to award new business; or
 - To continue business with a particular party; or
 - To secure an advantage with respect to a discretionary approval / licenses.

G. Third parties

Includes any individual or entity acting as a vendor to or supplier of Aragen, acting on behalf of Aragen, under the supervision of Aragen, or jointly with Aragen, engaged in order to market or deliver services, in connection with Aragen’s business. Such individuals or entities may include but are not limited to consultant(s), advisor(s), lawyer(s), surveyor(s), retainer(s), specialist valuer(s), academic institution(s), contractor(s), software supplier(s), agent(s), and/or other specialist(s). Third parties are further categorized based on the purpose for which they are engaged. These categories include joint business relationship partner(s), subcontractor(s), commercial associate, vendor(s) or supplier(s).

H. Government Official

“Government/ Public Official” shall include:

- An officer or employee, regardless of rank, of any national, provincial, regional or local government agency or department (whether domestic or foreign), including but not limited to police agencies, customs officials, local tax officials, issuers of government permits, approvals or licenses and/or immigration officials;
- An officer or employee of any company, business or commercial enterprise or entity that is owned or controlled in whole or in part by any government;
- A political candidate or a political party or any officer or employee of a political party;
- An officer or employee of a public (quasi—governmental) international organization (such as the United Nations, World Bank, International Monetary Fund, International Olympic Committee, or African Union);
- Any private person acting in an official capacity for or on behalf of any government or public international organization (an official advisor to the government or a consultant responsible for making procurement recommendations to a government);
- Spouses, family members / relatives of any of the individuals specified above.

I. Government/ Public Entity

Any agency, instrumentality, subdivision or other body of any national, state or local government including government committees or commissions and regulatory agencies or government-controlled businesses, corporations, companies or societies. Even if a Company is not wholly owned by the State, it may be considered an "instrumentality" of a government if the government exercises substantial control over the Company. State-owned banks, power companies, utilities, universities, banks and hospitals are examples of government instrumentalities. It includes public entities like (a) a municipal state, regional or national government entity or agency thereof; (b) an entity that is wholly or partially owned by a government agency, such as a public hospital; or (c) a public international organization.

J. Relative

For the purposes of this policy, relative of an individual is defined as the individual's spouse, mother, father, son, daughter, brother, sister or any of these steps or in law relationships whether established by blood or marriage.

Governing Legislations

Aragen and all its stakeholders who have or may work for or on behalf of Aragen need to adhere to national/ international laws relating to bribery and corruption

applicable to Aragen. Some of the laws and regulations, which may be applicable to Aragen, includes but not limited to, as below:

A. Indian Laws

- The Indian Penal Code, 1860
- The Prevention of Corruption Act, 1988 along with Prevention of Corruption (Amendment) Act, 2018
- The Integrity Pacts propounded by the office of the office of the Central Chief
- Vigilance Commissioner and which Integrity Packs forms part of the Bids/ Tenders of Public Sector Enterprises in India
- Prevention of Money Laundering Act, 2002
- The Benami Transaction (Prohibition) Act, 1988
- The Whistle Blowers Protection Act, 2014
- The Lokpal and Lokayukta Act, 2013
- Competition Act, 2002
- Any other laws and regulation(s) being applicable or required due to nature of transaction with the third party (ies)

As amended and re – enacted from time to time

B. International Laws

Some examples of the international laws and regulation prohibiting bribery, fraud and corruption are:

- i. USA: The Foreign Corrupt Practice Act.
- ii. UK: The United Kingdom Bribery Act.

C. International Organizations/Conventions

Anti - corruption Ethics and Compliance of Business Policies of:

- OECD (Organization for Economic Co - operation and Development.
- UNODC (The United Nations office or Drugs and Crime)
- The World Bank
- Inter - American Convention Against Corruption
- United Nations Convention Against Corruption
- Counsel of European Criminal Law convention on Corruption.
- Asian Development Bank
- Japan International Cooperation Agency
- African Development Bank

Policy

Aragen expects all its relevant stakeholders (both internal and external) to adhere to the policy. The Company prohibits anyone acting on its behalf, directly or indirectly, from making or receiving improper payments.

The following including, but not limited to, are examples of improper payments:

- Payments (direct and indirect) towards (other than those expressly required to be made and codified under applicable law or regulation) securing licenses, permits, renewals, and any other approvals/clearances in order to operate in a county, state, country or other jurisdiction;
- Payments made with the intent to influence any act or decision of a Governmental Official/ employee of public sector or individual in the private sector in his or her official capacity; and
- Payments made with the intent to induce a Governmental Official to use his or her influence to affect or influence any act or decision of a government or government instrumentality.

This ABAC Policy also covers the receipt of a bribe by, or for the benefit of, Aragen's employees, suppliers, agents, consultants, distributors, and business partners. The nature of payments where corruption, including bribery, can most often occur include:

- A. Gifts and Entertainment;
- B. Hospitality;
- C. Facilitation Payments;
- D. Business Relationships
- E. Political, Community and Charitable Contributions.
- F. Other misconduct
- G. Employment of former public officials or their relatives

A. Gifts and entertainment

Gifts and entertainment of reasonable nature, bona-fide, consistent with local trade practices and which are in compliance with ABAC laws and company policies are acceptable. One must be mindful of not violating the law or policy by offering or receiving excessively lavish/ unreasonable gifts that may be perceived as bribes or may influence the decision of the recipient. This policy applies to gifts and entertainment provided or received by the Company and/or its stakeholders covered by this policy.

Aragen recognizes that inexpensive gifts, celebratory events and entertainment provided that they are not excessive or create an appearance of impropriety, are acceptable and do not violate this policy.

To determine whether an offered gift or entertainment is acceptable, the following should be adhered to:

- Is moderate and reasonable (Cash, cash equivalents, bullions, etc. are prohibited)
- Must be bona fide and customary business expense incurred in the normal course of business
- Not designed to influence the judgment or encumber the independence of the person receiving the said courtesy
- Must comply with the ABAC laws applicable to the company and its stakeholders and must adhere to the Company's Business Code of Conduct & Ethics (CoC) policy and ABAC policy
- Receipts are adequately supported and thoroughly documented in the Company's records.

Giving of gifts: Prior to giving any gift, Aragen's stakeholders are required to follow guidelines outlined in the below schedule -

Category of recipient	Value of gift*	Required approvers
Non-government/non-public officials	In case of centralized procurement, up to INR 2,000/- per person per calendar year	No pre-approval from the Department Head/Policy Committee Head required. Normal approvals as per expense process to be obtained.
	In case of direct spend by the concerned Department, up to INR 1,000/- per person per calendar year	
Government/Public officials	Reasonable and customary festive gifts in the form of flowers, sweets, fruits, dry fruits, Aragen branded stationery (such as pen, calendar, key chain, diary, etc.) commensurate with the occasion	Pre-approval from the Department Head/Policy Committee Head by submitting 'gift declaration form' (Annexure A - Gift Declaration Form)

Monetary Value for the gifts should not exceed INR 2,000 on any occasion per person per calendar year in case of centralized procurement and INR 1,000 in case of direct

spend by the concerned Department. However, if the monetary value of such gifts exceeds to the amounts prescribed above on any occasion, then a pre-approval from Department head/ Policy Review Committee head is required in **Annexure A - Gift Declaration Form**.

Receipt of gifts: We discourage our internal stakeholders from accepting gifts or favours from external stakeholders. Receipt of gifts *other than* reasonable and customary gifts (such as sweets / dry fruits / flowers / stationary, etc.) during festivals shall be reported to his/her Manager.

Further, any gifts or entertainment provided on behalf of Aragen should be accurately recorded and disclosed. Adequate supporting documentation such as original receipts, requisite approvals, names and designation etc. should be maintained by the respective departments.

All procurement related to giving of gifts shall be made centrally according to the procurement process of Aragen.

In no event, the Company or any person/ entity acting on its behalf shall provide gifts or entertainment to, or receive them from, a Government Official (or their close families/ family members or business associates) which may violate applicable laws and this policy.

B. Hospitality

Hospitality including meals, accommodation, transport and other hospitality events may be offered or received when it is considered reasonable, customary, legal and accurately recorded.

The following are select instances where Aragen's stakeholders should exercise additional diligence when accepting or offering any Hospitality:

- During business negotiations with external parties for obtaining business/awarding contracts
- Any interaction with government officials for obtaining approvals / permissions, etc.

Pre-approval is required from the Policy Review Committee for all hospitality provided to government employees / entities. In addition to such pre-approvals, below stated procedures shall also be followed:

- All expenses shall be accurately recorded in the books of accounts along with adequate supporting documentation.

- A separate Hospitality request form (refer **Annexure B – Hospitality Request Form**) shall be approved and maintained to record such hospitality provided.

In cases where the Company is required to provide Travel, Lodging & Boarding to any government official by virtue of a statutory or contractual obligation or reasonable customary industry practice, e.g., facility during ongoing audits etc, the same can be provided after prior approval from respective BU/ Functional head and approval of the Policy Review Committee shall not be required for the same. The respective business team needs to ensure that the amounts are reasonable and shall be adequately documented along with the supporting for such expenses.

For detailed guidance on Travel, Lodging & Boarding, refer to 'Aragen Domestic Travel Policy / Aragen International Travel Policy'

C. Facilitation Payments

Aragen Management discourages its stakeholders to make any facilitation payments. In case a demand is received for payment to perform routine government actions, one should:

- i. Refuse to make such payment without official receipt issued on a government letterhead and inform that the same is not permissible as per company policies;
- ii. Report to the Head of the Policy Review Committee regarding demand for such payment;
- iii. In case of exceptional circumstances, such as threat to personal safety, medical emergency, extortion, duress etc. facilitation payments may be made. Post such payments, the same shall be brought to the notice of the Head of the Policy Review Committee who shall ensure that these expenses are appropriately recorded in the books along with reasons.

D. Business Relationships

In the conduct of business, Aragen may be required to maintain business relationships with stakeholders including governing bodies and government officials and the stakeholders are expected to adhere to this policy.

Aragen may interact with Government departments/ entity and third party(ies) and while dealing with them the stakeholders shall demonstrate highest standards of integrity and transparency. During interaction, the stakeholders shall ensure that -

- appropriate approvals are in place for the given business dealing.

- private funds shall not be used/accepted when dealing for or on behalf of Aragen/ any of its stakeholders.

This policy prohibits any corrupt offers, requests, demands, promises and payments made/ received through third party(ies) or agents.

E. Political Contributions/ Donations/ Sponsorships

Political Contributions:

Aragen does not allow political contributions on its behalf, directly or indirectly. However, contributions permitted under Companies Act, 2013 (Act) are allowed, provided required approvals under the Act including the approval of Board of Directors is duly obtained. Instance of such contributions may take many forms, directly or indirectly, including but not limited to:

- direct provision of cash contributions to political campaigns,
- provision of material resources or services including personnel or labour to governmental / public entity
- donations to political action groups or non-governmental organizations with a political agenda,
- funding of or purchase of seats at political fund raisers or parties,
- contribution to charity of the government official's choice,
- sponsoring political conferences or events;
- gift, loan, advance or deposit of money or anything of value for the purpose of influencing any election for international, national, regional or local office or a ballot initiative; and
- payment of debt incurred in connection with any election or ballot initiative.

Contributions/ Donations/ Sponsorships:

Contributions, donations, sponsorships shall be made by or on behalf of Aragen only in community projects or charities approved by Chief Executive Officer or the Policy Review Committee. Contributions for projects that qualify as CSR activities under Companies Act, 2013 shall be approved by CSR Committee in conjunction with the Policy Review Committee. Thorough due diligence of the CSR projects/ CSR partners shall be performed to ensure that they do not violate any applicable laws or policies of Aragen. Any contribution(s), donation(s) or sponsorship(s) made to specific entities or charities at the request of customers, Governments or Third Parties shall have prior approval from the Policy Review Committee.

Chief Executive Officer/ the Policy Review Committee/CSR Committee (as applicable) shall ensure that:

- Charity is legitimate;

- Due diligence of the recipients, CSR projects, CSR partners, etc. is performed in line with Aragen TPDD Policy;
- Payment shall not be diverted to or otherwise benefit any government official(s), their families or entities connected to them;
- Contribution(s), donation(s) and/ or sponsorship(s) shall be transparent and accurately recorded in the company's records;
- Fund arrangement, if any, shall comply with all applicable laws; and
- Contribution(s), donation(s) and/ or sponsorship(s) shall not be given/ received in exchange for a favorable decision by/ for the requestor

This section should be read in conjunction with Aragen's 'CSR policy'.

F. Other misconducts

Aragen strictly prohibits misconduct in the form of fraud, cartels and other anti-trust/anti-competition offences, collusion, coercive practices or money laundering. Aragen stakeholders should refrain from such misconducts and should immediately reported any misconducts observed to the Policy Review Committee. The Business Unit Heads and Function Heads should ensure that not to form any kind of cartel or engage in anti-competitive behaviour while bidding for tenders.

G. Employment of former public officials or their relatives

- Any employment of former public officials or their relatives is required to undergo a well-documented hiring process and due diligence. Any such relationship requires pre-approval of Chief Human Resources Officer Further, Aragen does not permit employment of any current public officials or public officials on "cooling-off period" as per applicable laws.

(The prospect employee should adhere to the cooling-off period prescribed by their respective government departments which may be minimum of 6 months. The Board shall provide pre-approval for any such hiring)

Record Keeping

This policy requires that internal stakeholders ensure that accurate books, records and financial reporting is maintained to avoid any non-compliance with applicable laws and Aragen's policies. Any 'off-the book' payments/ receipts, any form of fraudulent accounting or purposefully misclassified expenses/ income or falsification of books and records to conceal or layer any improper payment/ receipt are prohibited and may attract legal action by Aragen.

Aragen's Finance team shall thoroughly review all transactions related to travel and entertainment expenses (of internal/ external stakeholders), gifts, hospitality expenses, donations, etc., and may refuse payment or reimbursement of any unreasonable or unsupported expenditure, despite being previously approved by the relevant functional head.

Contractual Provisions

Contracts between Aragen and its stakeholders (internal/ external) should in principle include appropriate provisions protecting the Company from corrupt activities. These provisions will typically include, but are not limited to:

- a) Requirements of anti-bribery anti-corruption (ABAC) representations, warranties and covenants relating to compliance with ABAC laws and regulations;
- b) Avoidance of relationships and activities with disreputable individuals and party(ies); and
- c) Right to terminate because of any violation of ABAC laws and regulations or the representations, warranties and covenants of the agreement related to such matters.
- d) Rights to obtain annual statements and conduct audits of books and records of the third party(ies) to ensure compliance with these representations, warranties and covenants.

Periodic ABAC related declaration (refer **Annexure C - Employee ABAC declaration**) to be obtained. The Policy Review Committee to retain declaration related documents.

Annual Third Party sign off on ABAC Declaration (refer **Annexure D - Third Party ABAC Declaration**) to be obtained. The Policy Review Committee to retain declaration related documents.

This section shall be read in conjunction with Aragen's 'Third Party Due Diligence' policy.

Responsibilities

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 wrongdoing.

Consequences of non-compliance of policy

Violations of this policy will not be tolerated. Any employee who violates this Policy will subject to disciplinary action up to and including termination of employment.

Reporting of violations & queries

A. Reporting violations

Employees who are or become aware of or suspect a violation of this Policy and/or the Anti-corruption Laws are under an obligation to report the same to the Company. Violations or suspected violations should be reported by contacting the Ombudsperson/the Policy Review Committee by sending an email to whistleblower@aragen.com which will get auto forwarded to the Ombudsperson/the Policy Review Committee.

Protection: Aragen is committed to protecting the identity of employees who report suspected bribery or corruption to the maximum extent possible and will be protected from any adverse action taken against them as a result of their disclosure. Safe reporting channels and clear procedures mentioned above are to ensure that employees feel safe and comfortable reporting concerns.

Non- Retaliation: Aragen strictly prohibits any form of retaliation against any employee who in good faith reports suspected bribery, corruption, or any unethical behaviour, participate in investigation, or provide information related to a compliant.

“Retaliation” includes, but is not limited to, demotion, termination, harassment, discrimination, reduction in pay, or any adverse action affecting the individual’s employment conditions.

Reporting Retaliation: Employees who believe they have been subjected to retaliation should report the incident to the Legal head of Aragen immediately. All complaints of retaliation will be promptly investigated in accordance with the Company’s procedures. Individuals found guilty of retaliation will face disciplinary actions, which may include termination of employment.

This policy shall be read in conjunction with Aragen’s ‘Whistle Blower Policy’.

B. Queries

In case of registering any complaint or for any questions /query on this policy please contact the Policy Review Committee of Aragen in the following address:

Aragen Life Sciences Limited,
28 A, IDA Nacharam,
Hyderabad 500076

General

Ignorance of law, no excuse: Ignorance of applicable law and the Company’s policies is not an excuse for failure to comply. Breach of law may result in civil or

criminal penalties for the individual employee. Employees are strongly advised to apprise themselves with the terms of Bribery and corruption and various precautions to be taken to avoid bribery and corrupt practices and understand applicable laws of the countries with which they deal in. **Annexure E** may be referred to for education and understanding of what bribery and corruption is and how to prevent and avoid the same.

Training & Communication

This policy will be shared with all existing employees. Dissemination of this policy for new joinees shall be carried out at the time of induction.

All internal stakeholders are required to participate in the Anti - Bribery and Anti - Corruption training mandatorily.

Anti Bribery Anti-Corruption ("ABAC") Risk Assessment:

Procedure for conducting Anti Bribery Anti-Corruption ("ABAC") Risk Assessment:

1. The ABAC Risk Assessment shall be conducted by the Legal and Compliance Department.
2. ABAC risk assessment shall be carried out for every two years and necessary preventive measures identified in the assessment shall be implemented.
3. ABAC risk assessment shall be carried out by using the format attached in Annexure-G.
4. The ABAC Risk Assessment shall identify key business processes that are prone to bribery and corruption, such as procurement, sales, and interactions with government officials.
5. Focus shall be given to high-risk areas such as:
 - a. Third-party relationships (suppliers, distributors, agents, and contractors)
 - b. Mergers, acquisitions, and joint ventures
 - c. Government interactions (licenses, permits, customs clearance)
 - d. Charitable donations and sponsorships
6. Risks shall be ranked based on their probability and potential impact (e.g., high, moderate, low risk)
7. Based on the findings of the ABAC Risk Assessment,
 - the Company shall update the its anti-bribery and corruption policy (whenever required) with the mitigation plans for major risks pertaining to bribery and corruption identified.
 - Relevant changes shall be included in the Employee Code of Conduct and Ethics Policy where required.
 - In respect of third parties, mergers, and acquisitions, due diligence process has to be strengthened based on the risks identified.

- Internal controls shall be strengthened, if and as required, by instituting a regular monitoring, auditing, and reporting process.

8. Training programs shall be arranged to employees, especially those in high-risk roles, to ensure they understand the revised anti-bribery laws and company policies.

Monitoring, Review and Amendment of the Policy

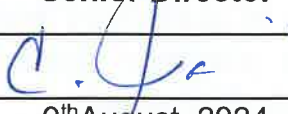
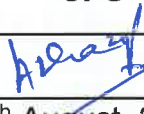
Aragen is committed to continuously review, and adapt its policies and procedures based on the learnings and changes in its socio-economic and legal environment. This applies even when Aragen enters new market/ sector/ country, which may pose a risk of bribery corruption and Aragen's commitment to uphold this policy. The Policy Review Committee will monitor the effectiveness and review the implementation of this ABAC Policy, annually considering its suitability, adequacy and effectiveness. Internal control systems and procedures shall be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

Any exception to this policy shall have written pre-approval from Policy Review Committee.

The management may at its discretion amend or withdraw any or all of the above provisions of this policy at any time with/without notice.

Policy Tracker

Original	1 st Amendment	2 nd Amendment	3 rd Amendment	4 th Amendment
1 st Feb, 2015	23 rd Aug, 2017	23 rd March, 2022	2 nd August, 2024	9 th August, 2024

	Reviewed by	Approved by
Name	Ramakrishna Kasturi	Sachin Dharap
Designation	Senior Director	CFO
Signature		
Date	9 th August, 2024	9 th August, 2024

Do you have any reason to believe the Gift is being offered or given to the external stakeholder in order to improperly influence or induce any act or decision of the external stakeholder or to secure any improper advantage for the Company?	Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes, the Gift must not be given
Is the Gift appropriate and without any appearance of impropriety or any reputational risk to the Company (e.g., appearance of possible conflict of interest, improper inducement, favouritism, etc.)?	Yes <input type="checkbox"/> No <input type="checkbox"/> If No, the Gift must not be given.

Name: _____ Title: _____

Signature: _____ Date: _____

Section B: Approvals (*Approval required if value of gift exceeds INR 2,000 in case of centralized procurement and INR 1,000 in case of direct spend by the concerned Department or if recipient of gift is government/ public official*)

APPROVAL OF DEPARTMENT HEAD/ THE POLICY REVIEW COMMITTEE HEAD

GIFT IS: **APPROVED** **REJECTED**

Name: _____ Title: _____

Signature: _____ Date: _____

1. Please submit a completed copy of the Form to the respective department head. A physical copy of this form may be approved, or the contents of this form may be shared via email for online approval.
2. Forms must be completed and submitted to the Department Head/ Head of the Policy Review Committee at least **five (5) working days before** the Gift is to be offered.

Annexure B - Hospitality Request Form

This approval form must be completed and approved prior to hosting (travel, lodging, meals, or entertainment) any government official/ entity as defined in the Aragen ABAC policy. Please direct any questions that you may have regarding this form to the Head of the Policy Review Committee.

Section A: Information about Hosting

1. Please state the business purpose for the Hospitality.

2. Please provide details of each government official/ entity being hosted, including the business purpose for the government official/ entity's attendance. Use a separate sheet if necessary.

Institution/Agency	Title/Job Position	Name	Location	Business Purpose for Attendance

3. Please provide information about any travel, lodging, meals or entertainment that the Company will pay for, reimburse, or provide in-kind to government official/ entity. Please note that these must be consistent with Company policies and standard operating procedures. Use a separate sheet if necessary.

Type	Description (including the name of the recipient government official/ entity)*	Estimated Cost (INR)	Aggregate Value in Calendar Year
Air travel			
Ground travel			
Lodging (include days and location)			

Meals			
Entertainment			
Any other recreation or gifts			
Other (provide details)			

4. Please answer the questions in the Checklist below.

CHECK	YES	NO
Will the Company pay for the hospitality/ hosting/ business courtesies directly to the service provider or directly to the relevant government agency or body (and not to any individual being hosted)?	<input type="checkbox"/>	<input type="checkbox"/>
Are the hospitality expenses incurred by the Company?		
<ul style="list-style-type: none"> Necessary to carry out the promotion, demonstration, or explanation of Aragen services, or the execution or performance of a contract with a government Entity thereof? 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Not being paid or reimbursed to the government official/ entity through a related Public Entity? 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Not being provided to improperly influence or induce any act or decision of the government official/ entity or to secure any improper advantage for Aragen? 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Are the hospitality/ hosting/ business courtesies customary and proportionate in nature? 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Is each of the people being hosted an employee of the Public Entity (and not a spouse, family member, or other relative of an external stakeholder)? 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> Does the hospitality/ hosting/ business courtesy comply with the policies of the relevant Public Entity? 	<input type="checkbox"/>	<input type="checkbox"/>

If the answer to any of the above questions is "No," preapproval by Department Head is necessary.

CERTIFICATION

Name: _____ Title: _____

Signature: _____ Date: _____

Section B: Approvals

***If the answer to any of the questions under No. 4 above is “No,” the following approvals are also needed prior to the hosting.**

DEPARTMENT HEAD

Name: _____ Title: _____

Signature: _____ Date: _____

HOSTING IS: APPROVED REJECTED

1. Please submit a completed copy of the Form to the Policy Review Committee for initiation of hospitality/ hosting/ business courtesy.
2. Forms must be completed and submitted to Department Head at least **five (5) days before** the hospitality/ hosting/ business courtesy is to be offered.

Annexure C - Employee ABAC Declaration

To,
Aragen's Policy Review Committee

Subject: Declaration for anti-bribery and anti-corruption policy ('ABAC Policy')

This is to confirm that:

- I have been provided the copy of your organization's ABAC policy and have read and understood the letter and spirit of the same
- I agree to comply by ABAC policy and related policies & procedures and to all the changes which might occur time to time; at all times during the term of my association with the organization
- I agree that I shall not directly or indirectly promise, give, offer, agree to receive, request, or accept any monies or anything of value in course of my employment at Aragen, when conducting Aragen's business or when representing Aragen in any capacity
- I acknowledge and agree, on becoming aware of, to report any suspicious activity, event, and occurrence that may amount to be a bribe being offered, promised, requested, given and accepted (either involving me or another person/ company); immediately to the Policy Review Committee
- I agree not to engaged in any business relationships with Aragen vendor(s) or other third parties working on behalf of Aragen other than for the services being officially involved in
- I agree to corporate in manner required with respect to ABAC procedures
- I am fully aware that if found that I have willfully kept secret, the knowledge about such practices, or are found involved in any bribery related case; I shall be immediately terminated and Aragen may take legal action, if required.

Signature

Name:

Designation

Date:

Annexure D - Third party ABAC declaration

(On third party's letterhead)

To,

Aragen Business head/ Function head,

Subject: Declaration for anti-bribery and anti-corruption policy ('ABAC Policy')

In addition to Vendor Registration & Information Form (*Refer Aragen vendor on-boarding/registration form*), this is to confirm that:

- I/we have been provided with the copy of Aragen's ABAC policy and have read and understood the letter and spirit of the same
- I/we are responsible for performing the agreed/ to be agreed services openly and honestly, guided by high ethical standards in accordance with all the applicable legislations;
- I/we agree to comply by ABAC policy and related policies & procedures and to all the changes which might occur time to time; at all times during the term of our association with your organization
- I/we agree that I/we have not directly or indirectly paid, offered or promised to pay or authorized the payment of, and shall not directly or indirectly pay, offer or promise to pay or authorize the payment of any monies or anything of value for whatever reason or purpose before or during the course of our association, conducting Aragen's business and representing Aragen in any capacity
- I/we acknowledge and agree, on becoming aware of, to report any suspicious activity, event, and occurrence that may amount to be a bribe being offered, promised, requested, given and accepted (either involving us or another person/ company); immediately to the compliance committee
- I/we shall promptly notify Aragen if, at any time during the term of the Contract/Purchase Order, there is any material change in circumstances or knowledge relevant to the warranties set out in the ABAC clause
- I/we agree not to engaged in any business relationships with Aragen employee(s) or official(s) working on behalf of Aragen other than for the services proposed to be performed
- I/we agree that at the request of Aragen, and at least annually, we will certify that we have not, and to our knowledge no other person, including but not limited to our officers, directors, every employee, representatives, agents or any third party acting on our behalf has made, offered to make, or agreed to make any loan, gift, donation or the payment, directly or indirectly, whether in cash or kind to or for the benefit of any government official, political party, party official or candidate for political office, Aragen employee, officials working on behalf of Aragen in order to secure or retain business;

- I/we agree to cooperate in manner required with respect to ABAC procedures
- I/we are fully aware that if found that we have willfully kept secret, the knowledge about such practices, or are found involved in any bribery related case; we shall not only be immediately disqualified/ terminated but would also not be able to deal with your organization going forward
- I/we represent and warrant that if we are not in any way associated with any government body, political party(ies), or have reason to know of any such payment, offer or agreement to make a payment to a government official, political party, party official or candidate for political office, Aragen employee, officials working on behalf of Aragen in connection to Aragen business. In any such circumstance we shall keep the Aragen compliance committee informed
- I/we agree that Aragen may at any time or when it has reason to believe that a breach of any of the representations and warranties given herein has occurred or may occur, can audit, or have a third party audit of our activities and records, employees, agents, affiliates and any other third party acting on our behalf. We agree to fully cooperate in the audit conducted by or on behalf of Aragen;
- I/we further represent and warrant to Aragen that by entering into the agreement for the performing of services for Aragen, neither we nor any of our officers, directors, agents, affiliates or any other third party acting on our behalf will be in breach of any contract, law, regulation or other obligations.

I/we confirm that the person whose name appears below and who has signed and attested to the disclosures, representations and warranties herein, is duly authorized by the _____ to execute this document on its behalf.

Authorized signatory

Name:

Designation:

Date:

Annexure E - Laws

<u>Prevention of Corruption Act, 1988</u>	
Overview	<p>The Prevention of Corruption Act, 1988 (PCA) was enacted to prevent corruption in public offices. The Prevention of Corruption (Amendment) Act, 2018 (Amendment Act) came into force on 26 July 2018 and seeks to bring the Indian anti-corruption legal framework in conformity with current international practices laid down by the United Nations Convention Against Corruption (UNCAC).</p> <p>The Prevention of Corruption (Amendment) Act, 2018 includes bribe-giving as an offence and brings corporates within its ambit, increased liability for directors and officers and defines a timeline for corruption trials.</p>
Applicability	It extends to the whole of India and it applies also to all citizens of India outside India.
Penalties	<p><u>For commercial organizations:</u></p> <p>Every director, manager, secretary, or other officer shall be guilty of the offence and shall be punishable with an imprisonment for a term from 3 years up to 7 years and shall also be liable to fine.</p>

US Foreign Corrupt Practices Act (FCPA)	
Overview	FCPA deals with corruption of foreign public officials (foreign to the US). It declares giving or receiving bribe to any foreign government official/public international organization like World Bank; foreign political party or its official; candidate of foreign political office; or anyone who will pass on bribe to these categories to secure improper business advantage, as an offence.
Applicability	Issuers of securities; US national, US domestic concerns registered or having place of business in the US and other persons acting while in the territory of the US. The persons engaging in any furtherance of corrupt payment while in the territory of the US encompasses all foreigners to the US while they are in the US. Direct bribery or bribery through agents etc. are covered.
Penalties	<p>For Issuers/domestic concerns (US):</p> <ul style="list-style-type: none"> a. Natural persons fine up to \$250K and imprisonment up to 5 years. b. Entities: Fine up to \$2m <p>By Securities Exchange Commission (SEC), for violation of accounting provisions/misleading statements:</p> <ul style="list-style-type: none"> a. Individuals - up to \$5m and imprisonment up to 20 years. b. For Entities: \$25 million plus collateral actions like debarment c. For foreign nationals: <ul style="list-style-type: none"> Natural persons - up to \$100K or imprisonment up to 5 years; Juridical persons - up to \$2m

UK Bribery Act	
Overview	<p>In addition to receiving/agreeing to receive bribe, giving/offering bribe are also offences unlike in many countries.</p> <p>If there is an inducement/reward by way of financial or other advantage to the other for improper performance of a function or activity, then there is said to be bribery. What is improper is assessed by reference to what a reasonable person in the UK would expect in relation to performance of the type of function/activity concerned.</p> <p>While legitimate expenses are not generally investigated, the Act does not make any exemption and corrupt intention and the resulting improper performance are to be proved.</p> <p>In respect of facilitation payments for routine government works, unlike the USFCPA, there is no exemption under this Act. Only if local enactments permit such payments, it will be a defence.</p> <p>Unlike enactments of many countries including the US, UK made failure by a commercial organization to prevent bribery as an offence.</p> <p>Only defence available to an organization is the adequate procedures put in place within the organization to prevent bribery. The UK Ministry of Justice provided various guidelines for having adequate procedure within an organization.</p>
Applicability	<p>UK nationals, citizens & residents; entities whether domestic or foreign having their principal place of business in the UK and persons having close connection with the UK i.e. British nationals wherever living and the offences committed by these persons both in the UK and abroad are covered.</p>
Penalties	<p>Individuals:</p> <p>Summary conviction - Fine or up to 12 months Imprisonment or both Conviction by Jury - Fine or up to 10 years imprisonment or both.</p> <p>Entities:</p> <p>Summary conviction - Fine up to statutory maximum Conviction by Jury - Fine unlimited Criminal Conviction can lead to permanent debarment from bidding for public contracts in the European Union.</p>

Annexure F – Key Focus Areas and Target

Anti-Bribery and Corruption Policy

Under no circumstances shall employees accept any offer, payment, promise or authorization to pay any money, gift or receive any valuable items from any parties or customer that is believed to be intended, directly or indirectly, which will influence Aragen's business and operation decision. Employees are committed to uphold integrity and honesty, in order to produce good quality and create a good working environment and free from corruption.


To uphold integrity and honesty in our operations, we implement the following actions:

- Ensuring Anti-Bribery and Corruption Policy and its implementation.
- Implementation of Whistleblower Policy as a mechanism for employees to report any unethical practices.
- Provide training to employees on anti-bribery and corruption.
- Compliance with accounting procedures and controls and all applicable laws.
- Perform anti-corruption due diligence programme.
- Perform internal financial audit.

Targets:

- Increase the share of employees trained on Anti bribery and corruption; and ensure 100% coverage by Mar 2025.
- Achieve zero incidents of corruption and bribery.

Annexure G – Corruption Risk Assessment

ARAGEN LIFE SCIENCES LIMITED, HYDERABAD, INDIA										 aragen		
Corruption Risk Assessment												
Revision:												
Date:												
Functional department/ business units/areas effected	Activity	Description of risk	Impact on Aragen business	Existing internal controls	Inherent risk rating			Recommended controls	Residual risk rating			
					Probability	Potential Impact	Risk Score		Probability	Potential Impact	Risk Score	

Risk Matrix (5x5)						
Impact (I)		Probability (P)				
		Rare	Unlikely	Occasional	Frequent	Certain
		1	2	3	4	5
Critical	5	5	10	15	20	25
Major	4	4	8	12	16	20
Moderate	3	3	6	9	12	15
Minor	2	2	4	6	8	10
Insignificant	1	1	2	3	4	5

Risk (R) is a product of Impact (I) and Probability (P) $R = I \times P$	Probability Description				
	May occur but only in rare and exceptional circumstances	Unlikely to occur but could happen	Possible and likely to occur at some time	Likely to occur frequently	Almost certain to occur in most circumstances

Risk Level	Risk Acceptability	Recommended Actions
1-10	Low Risk	A risk identified as acceptable & further reduction may not be necessary. However, if the risk can be resolved quickly & efficiently. Existing internal controls should be ensured all the time and recorded.
10-20	Moderate Risk	A moderate risk requires a planned approach to controlling the risk. Implemented recommended controls. Actions taken must be documented on the risk assessment form.
21-25	High Risk	A high risk requires immediate actions to mitigate the risk. Implemented recommended controls. Actions taken must be documented on the risk assessment form.