

NCC LIMITED

Anti-bribery and Anti-corruption Policy

1. Objective

NCC Limited, and its subsidiaries (collectively, "NCC" or the "Company") are committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. It is NCC's policy to conduct all of its business activities with honesty, integrity and the highest possible ethical standards; vigorously enforce compliance with this policy; and not engage in bribery or corruption, wherever it operates.

This policy and the internal controls herein have been designed to prevent bribery from occurring, avoid the appearance of wrongdoing and enable the Company to respond promptly and effectively to any inquiries about its conduct. The pages that follow provide a general guide to anti-bribery and anti-corruption compliance but do not address every possible scenario that may implicate issues bearing on compliance with this policy. Therefore, any Company personnel or third parties who have any questions concerning the requirements of this policy should consult with Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal).

2. Scope and applicability

This Anti-bribery and Anti-corruption Policy (this "Policy") applies to all individuals working for NCC and subsidiaries of NCC at all levels and grades, including directors, senior executives, officers and employees (collectively referred to as "Employee(s)," "employee(s)," "You" or "you" in this Policy) and third parties (as explained below).

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

Employees and Third Parties must conduct their activities in full compliance with this Policy and any and all anti-corruption laws applicable in their respective jurisdictions, including the Prevention of Corruption Act, 1988.

3. Policy details

A bribe is an inducement, payment, reward, advantage or anything of value offered, promised or provided to any government/public official or commercial person in order to gain an improper commercial, contractual, regulatory or personal advantage. It is not permitted to directly or indirectly (e.g., via third parties) offer a bribe or receive a bribe. Employees cannot provide a bribe through a third party or allow a third party to provide a bribe on behalf of the employees.

Neither NCC's funds nor personal funds may be used to give bribes.

The term "Government/public official" includes all officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory. It includes officers and employees of government departments, agencies and authorities. It also includes all officers and employees of government-owned or controlled commercial enterprises such as public sector undertakings (PSUs) and other state-owned or controlled entities and financial institutions.

The term "anything of value" should be broadly interpreted to include money, gifts, forgiveness of debt, loans, business opportunities, inside information, sexual or other favors, hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation, political contributions, abuse of function and medical care, among other things.

Corruption includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards.

3. A. Examples of bribery:

- **Offering a bribe** - Antony, an employee of XYZ Company, offers a potential client, tickets to a major sporting event, but only if they agree to do business with XYZ Company. This would be an offence as Antony is making an offer to gain a

commercial advantage. It may also be an offence for the potential client to accept Antony's offer. Providing clients with hospitality is acceptable, provided the requirements, set out in section titled "Gifts and hospitality" are followed.

- **Receiving a bribe** – Mr. X works in the Tender Department in XYZ Construction Company Ltd. A regular supplier offers a job to Mr. X's cousin, but makes it clear, that in return they expect Mr. X to use his influence to ensure Zen Traders continue to do business with XYZ Construction Co. Ltd.
- **Bribing a government official** – Mr.Y is asked to pay in cash or kind to a government official in order to obtain a new construction contract or to procure required licenses or permits for an existing construction contract.

If confronted with a request of demand for any improper benefits or other violation of this Policy, the request or demand must be immediately rejected and reported to Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal). Similarly, if an employee or agent knows that an improper benefit or payment has been made or will be made or that an employee or agent has not complied with record-keeping requirements of this policy, the employee or agent must report it immediately to Mr M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal). NCC's policy is that no adverse action will be taken against any employee or Third Party in retaliation for, honestly and in good faith, reporting a violation or a suspected violation of anti-bribery and corruption laws or this Policy.

4. **Gifts and hospitality**

Employees or members of their 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 offer, provide, solicit or accept cash or its equivalent, entertainment, favors, gifts or anything of value to or from competitors, vendors, suppliers, customers, government officials or others that do business or are trying to do business with NCC. All relationships with those who NCC 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.

To demonstrate, it is not acceptable for any employee of NCC (or someone on his / her behalf) to:

- a. Accept an offer of a gift of any size from any Third Party which is in negotiation with, or is submitting a proposal with NCC
- b. Give, promise to give or offer, any payment, gift, hospitality or advantage with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given
- c. Give, promise to give or offer, any payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine or non-routine procedure
- d. 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
- e. Threaten or retaliate against, another employee who has refused to commit a bribery offence or who has raised concerns under this Policy
- 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.

This Policy does not prohibit normal and appropriate gifts, hospitality, entertainment and promotional or other similar business expenditure, such as calendars, diaries, pens, meals (given and received), to or from Third Parties. However, the key determining factor for appropriateness of the gift or hospitality and/or its value would be based on facts and circumstances under which such gift or hospitality is provided to avoid committing a bribery offence, the gift or hospitality must be

Reasonable and justifiable in all the circumstances

The giving or receiving gifts or hospitality is acceptable under this Policy if all the following requirements are met:

- a. It is not made with the intention of influencing a Third Party to obtain/ retain business or a business advantage or to reward the provision or retention of business or a business advantage or in explicit or implicit exchange for favors/ benefits or for any other corrupt purpose
- b. It complies with local laws and customs and also with the guidelines of the recipient's employer

- c. It does not include cash or a cash equivalent (such as gift certificates or vouchers)
- d. It is appropriate in the circumstances. For example, it is customary for small gifts to be given at New Year, Dussehra, Deepavali time
- e. It is befitting the occasion and is given at an appropriate time.
- f. It is given openly, not secretly and in a manner that avoids the appearance of impropriety and is duly recorded as provided below.

Examples of Token Gifts: Corporate calendar, pens, mugs, books, T-shirts, bouquet of flowers or a pack of sweets or dry fruits.

When possible, payments for business entertainment and hospitality should be made directly to the provider of service, and should not be paid directly to a government/public official or other party as a reimbursement.

If the gifts or hospitality given or received is more than a token gift or modest meal/entertainment in the ordinary course of business, you must obtain prior written approval from your vertical head and Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal).

Examples of hospitality:

- (i) MR. X, a Business Development Officer, invites an important existing client to attend a fine dining or a football match as part of a public relations exercise designed to cement good relations and enhance the client's knowledge of our services. Is this acceptable?

Yes. This hospitality seems to be reasonable and justifiable if it is a modest expenditure and the intention is to improve NCC's image, better present our products and services and improve cordial relations.

- (ii) In order to persuade a client to accept the Company's bid for a construction contract, Mr. X invites a potential client to watch world cup cricket match a week before the deadline for opening of bids. Is this acceptable?

No. This hospitality would constitute bribery as it would be made with the intention of influencing the potential client to obtain business. The timing of this hospitality is important. If there was no Tender deadline, then you may have been able to entertain the potential clients.

- (iii) A vendor offers a five-star, seven-day holiday package to Singapore & Malaysia to Mr. A a Purchase Manager at XYZ Construction Company and his family as a token of his appreciation for a contract awarded to the Vendor. Can you go?

No. Taking into account the reason for the gift, the value of the holiday is excessive and unreasonable in the circumstances. Mr. A should politely decline the gift and explain that you cannot accept such an offer.

- (iv) A potential sub-contractor delivers a case of expensive wine to the office of Mr.Z Vice – President (Contracts) a week before Mr.Z has to make an purchase decision of the services or goods. Can Mr.Z accept the gift?

No. The gift appears to have been made with the clear intention of influencing Philip to award the contract to the sub-contractor. Mr.Z should return the case of wine explaining that he cannot accept the gift and Mr.Z should assess the quote for the supply of services impartially with quotes Mr.Z has obtained from other sub-contractors.

All gifts, business entertainment expenses and hospitality, regardless of amount or attendees, should be properly documented in an gift register or expense report. Such gift register and expense reports should identify recipients of gifts and attendees who received the hospitality, including the name of each attendee and his or her title and place of employment, and provide a detailed purpose for the gift, entertainment expense and/or hospitality.

5. Travel and Lodging

Reasonable and bona fide travel expenditures paid on behalf of government/public officials or customers may be permissible in certain circumstances. Permissible payments may cover the cost of travel for an government/public official or customer to visit the Company's offices or construction sites and discuss the Company's qualifications for projects/products within the government/public official's responsibility or travel in connection with a project status review. Travel expenses may not be extravagant or lavish and may include reasonable and modest: (1) airfare; (2) lodging costs; and (3) ground transportation costs during the trip. However, payment of cash per diems, expenses unrelated to legitimate business activities, and expenses that benefit a friend or family member of the government/public official or customer are prohibited.

Direct reimbursements to government/public officials or customers are prohibited. Prior approval of Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal) is required before making any such direct reimbursements.

6. Employment/Internships

No employee, during his/her employment with the Company, can be a government/public official. On occasion, government/public officials or Third Parties may request that Company provide employment or internships to certain individuals. Offering internships or employment to Government Officials or the Company's business partners may be viewed as providing an item of value. If a candidate is interviewed for an employment or internship within the ordinary course of filing a position, Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal) must be notified of the candidate's relationship to a government/public official or Third Party. If a candidate is interviewed outside the ordinary course of filing a position, any internship or employment offer must be pre-approved by Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal).

7. Willful blindness

If an employee willfully ignores or turns a blind eye to any evidence of corruption or bribery within his / her department and/or around him / her, it will also be taken against the employee. Although such conduct may be "passive", i.e. the employee may not have directly participated in or may not have directly benefited from the corruption or bribery concerned, the willful blindness to the same can, depending upon the circumstances, carry the same disciplinary action as an intentional act.

8. Facilitation payments and kickbacks

Neither an employee of NCC nor any person acting on behalf of NCC 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 by NCC.

Facilitation Payments are known to be prevalent in many countries and industry sectors. There you may have concerns, that the inability to make such payments may cause difficulties in doing business in some jurisdictions and that this may result in loss of income or contract. The guidance set out below is intended to help support you in circumstances when you are asked to make Facilitation Payments.

9. Guidance on how to avoid making Facilitation Payments

Corrupt government officials demanding payments to perform routine government actions may often put people acting on behalf of NCC in very difficult positions. Therefore, there is no easy solution to the problem. However, the following steps may help:

- Immediately contact and obtain guidance and written pre-approval from Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal)
- After having obtained prior approval from Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal), insist on official receipts for any payments you make,
- Report suspicions, concerns, queries and demands for Facilitation Payments to Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal) and higher ups and to local enforcement authorities and refuse to make such payments

10. Blackmail/ extortions

We remain committed to our policy of not making Facilitation Payments. The only limited exception to this is in circumstances where you or the Third Parties are left with no alternative but to make payments in order to protect against loss of life, limb or liberty. In such circumstances, to the extent possible, you should take the pre-approval of Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal) before you make the payment. It is your immediate responsibility to contact your Reporting Manager as soon as possible after the event, so that the incident can be properly recorded, reviewed and accounted for with the authorities.

11. Charitable contributions/donations

As part of its corporate citizenship activities, NCC may support local charities or provide sponsorship, for example, to sporting or cultural events. NCC does not make charitable contributions to obtain or retain business or to gain an improper business advantage.

NCC only makes charitable donations that are Legal and ethical under local laws and practices and also within the corporate governance framework of the organization. Any charitable contributions or donations to be made directly or indirectly (via other trusts) by NCC to government/public officials or entities controlled by government/public officials must be pre-approved by Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal) and once given, recorded with specific use and purpose of the donations.

You should never attempt to offer any donations to government/public officials on behalf of NCC. If any government/public official solicits a charitable contribution or donation, Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal) should be notified immediately.

12. Political activities and contributions

We are apolitical, advocate government policies on sustainability and do not contribute financial or in-kind to political parties, politicians and related institutions in any of the countries.

We do not make contributions to political parties, political party officials or candidates for political office. Payment or use of corporate assets of any type as payment, directly or indirectly to any person, business, political organization or public official for any unlawful or unauthorized purpose is prohibited. You should not make any political contribution on behalf of NCC, use any NCC resources to assist a candidate or elected official in any campaign or coerce or direct another employee to vote a certain way. You should never attempt to offer any incentives to public officials on behalf of NCC.

13. Business relationships

NCC expects all Third Parties doing business with NCC to approach issues of bribery and corruption in a manner that is consistent with the principles set out in this Policy. NCC requires all Third Parties to cooperate and ensure compliance with this Policy in order to continue the business relationship.

Company employees who deal with Third Parties are responsible for taking precautions to ensure that the third parties conduct business ethically and in compliance with all applicable laws, including applicable anti-bribery and corruption laws. Such precautions may include conducting an integrity due diligence review of a third party, inserting

appropriate anti-corruption provisions in the third party's written contract, requiring the third party to certify that it has not violated and will not violate this Policy and any applicable anti-bribery and corruption laws during its course of business with the Company, and monitoring the reasonableness and legitimacy of the services provided by and the compensation paid to the third party during the engagement. Any doubts regarding the scope of appropriate due diligence efforts in this regard should be resolved by contacting Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal).

14. What we expect of an NCCian(s)

NCCians, are the pillars of this organization and are behind each NCC success story. Every employee must ensure that he / she shall read, understand and comply with this Policy. If any employee has doubts or concerns, he / she should contact his / her Reporting Manager.

Any employee who breaches this Policy will face disciplinary action. 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 fines on the individual/ the Company as the case may be or termination of contract with a Third Party.

15. Record-keeping

Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to Third Parties are submitted in accordance with Company's policy and specifically record the reason for the expenditure. Employees must follow all the procedures laid out in other policies which help in anti-bribery and corruption due diligence on suppliers, potential joint venture parties, clients and other Third Parties.

Overall, this Policy requires that all expenditures made by the Company are accurately reflected in the Company's financial records and that all payments made with Company funds, or on behalf of the Company, have been properly authorized, in accordance with the internal controls system of the Company. Company employees should ensure that no part of any payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. No undisclosed or unrecorded accounts are to be established for any purpose. False or artificial entries are not to be made in the Company's books and records for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy. The Company will conduct periodic anti-bribery and corruption assessments that include periodic review of its books and records to monitor compliance with this Policy.

16. What are the governing legislations?

All national laws relating to bribery and corruption, especially such laws that are in place in jurisdictions where NCC has an office(s) or carries out its work, are of importance to the Company.

17. How to raise a concern and whistleblower protection

Every person, to whom this policy applies to, is required to raise their concerns about any bribery-related issues or suspicion of malpractice immediately. 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 Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal). NCC takes its commitment to this Policy very seriously and expects all NCC employees and Third Parties to share that commitment. Reports may be made anonymously. If any NCC employee or Third Party fails to report known or suspected violations, then the relevant person(s) may be subject to disciplinary action, up to and including termination.

It is NCC's policy that, if the report of known or suspected violations is made honestly and in good faith, no adverse employment-related action will be taken against any NCC employee or Third Party in retaliation for reporting a violation or suspected violation of anti-corruption laws or this Policy.

18. Who is responsible for the Policy?

The Managing Director 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.

All employees must receive and review a copy of this Policy. All such employees must then certify that they (i) have reviewed the Policy; (ii) agree to abide by the Policy; and (iii) agree to report any potential violations of the Policy.

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.

In addition, the Company will offer regular anti-corruption training programs to educate employees about the requirements and obligations of anti-corruption laws and this Policy. All employees of the Company must participate in such training and Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal) will retain attendance records establishing compliance with this requirement.

Any questions regarding this Policy should be directed to Mr. M V Srinivasa Murthy, Company Secretary & Sr.V.P (Legal).

19. Waiver and amendment of the policy

We are committed to continuously reviewing and updating our policies and procedures based on the learning. This is so even when NCC enters new market/ sector/ country which may pose a risk under this Policy. The Compliance/ HR team will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. 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 from time to time which requires cooperation from all.