

STERLING ADDLIFE INDIA PRIVATE LIMITED
ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. INTRODUCTION

- 1.1 The Anti-Bribery and Anti-Corruption Policy ("Policy") applies to Sterling Addlife India Private Limited (Sterling) and seeks to provide clarity on Sterling's views related to business ethics and anti-corruption.
- 1.2 Sterling is committed to ensuring that no bribes, kickbacks or similar gifts, payments or advantages are solicited from or given to any person for any purpose.
- 1.3 This Policy is intended for the following purposes:
- to enable employees to understand circumstances which may give the appearance of corruption or unethical business conduct;
 - to ensure they avoid any form of conduct which is clearly prohibited; and
 - to encourage them to promptly seek guidance whenever necessary.
- 1.4 Bribery usually involves paying or offering money, or something else of value, to obtain an improper advantage, or to induce someone to act improperly. For example, an employee may act in a manner which constitutes breach of faith or dereliction of duties that he owes to his employer; or a public official might perform actions which are intended for his own personal benefit rather than in public interest. A gift or other advantage would also be improper if the recipient would not be allowed to accept it, whether as a matter of law or because of the rules of his / her employer's organisation. Bribes often involve payments (or promises of payments) but could also include offering or providing extravagant /inappropriate gifts and hospitality or other significant favours directly, and indirectly.
- 1.5 Questions in relation to this Policy should be directed to the Chief Human Resources Officer at the Corporate Office.

2. SCOPE OF THE POLICY

- 2.1 Sterling requires all its employees to fully comply with all applicable laws and regulations in the territories where the Company conducts business, and to adhere to high standards of ethical conduct.

- 2.2 This Policy applies to Sterling, all its subsidiaries, joint ventures and associate entities; it further applies to all their directors, officers and employees (including temporary staff and consultants).
- 2.3 Sterling also expects all third parties representing the Company, including consultants, agents, sales representatives, distributors and independent contractors, to strictly comply with the principles set out in this Policy.
- 2.4 This Policy sets out the minimum standards to help Sterling and Employees, prevent, detect and report incidents of corruption and bribery.
- 2.5 Breach of applicable anti-corruption laws may also result in criminal, civil and regulatory penalties for Sterling and / or its Employees, including fines and imprisonment, and severe reputational damage. Compliance with the Policy is therefore of critical importance.

3. REGULATORY COMPLIANCE–UNDERSTANDING BRIBERY

- 3.1 Employees and other representatives of Sterling are strictly prohibited from:
 - 3.1.1 **offering, promising, giving or authorising**, directly or indirectly, any bribe or kick back to, or for the benefit of any person with a view to obtaining or gaining any improper business or other advantage for Sterling, for themselves, or for their family, friends, associates or acquaintances, or otherwise using improper means to influence the actions of others;
 - 3.1.2 **soliciting, accepting or receiving** (whether for Sterling's benefit, their own benefit or that of their family, friends, associates or acquaintances), any bribe or kick back from any person; or
 - 3.1.3 **acting as an intermediary** for a third party in the solicitation, acceptance, payment or offer of a bribe or kick back.
- 3.2 In addition, Sterling will not approve or be party to payments or gifts if a third party could reasonably *perceive* that they have been made to win or retain business improperly, or to improperly influence a business decision. If in doubt, the concerned employees should consider the potential implications if their colleague or anyone outside Sterling became aware of what they were proposing to do.
- 3.3 Apart from the specific prohibitions outlined in this Policy, Employees are required to exercise their judgement in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate. Any questions in relation to a particular

transaction or payments should be directed to the Human Resources Officer, Corporate Office.

4. GIFTS AND DONATIONS

- 4.1 Giving or receiving gifts, payments or any other benefit can create a potential bribery problem if they influence, or appear to influence, the impartiality with which representatives of the company, customers, suppliers or other business contacts, government officials or regulators are expected to carry out their duties.
- 4.2 Improperly influencing people by providing them with inappropriate gifts or hospitality is likely to be illegal and may result in civil and criminal penalties.
- 4.3 For these reasons, a gift or hospitality may only be given or received if:
 - 4.3.1 It does not create an appearance of impropriety
 - 4.3.2 It does not breach any law or rule of the recipient's organisation
 - 4.3.3 It imposes no sense of obligation on the receiver resulting in no type of special or favoured treatment
 - 4.3.4 It is not concealed in anyway; and
 - 4.3.5 It is modest, appropriate and consistent with reasonable business practice, and pre-approval has been sought from appropriate authority in the organization.
- 4.4 If in doubt when considering whether to offer or accept a gift, the employees should consider whether they would be embarrassed if their manager or colleagues or anyone outside Sterling became aware of the entertainment or gift.

5. GOVERNMENT AGENCIES

- 5.1 These requirements are an extension of the guidelines on gifts and donations set out in section 4 above.
- 5.2 Sterling representatives may have to interact with government agencies in a number of roles, including as shareholders, regulators, as customers, as suppliers or as policymakers. In most countries, giving gifts and donations to government functionaries and agencies is illegal, and attracts civil as well as criminal penalties. Therefore, additional precautions should be taken when dealing with government

functionaries and agencies in any capacity.

5.3 In particular:

5.3.1 Employees should always be truthful and accurate when dealing with government officials and agencies.

5.3.2 Government officials or employees should not be engaged for performing legal, consulting or other services related to a matter within the scope of their official duties, or the duties and responsibilities of the agency by which the individual is employed.

5.4 When doing business with a government agency or with a representative of a government agency, company representatives should always maintain detailed records of all transactions. The operating team should be fully aware of the laws relating to the provisions of hospitality, payments or gifts to government officials of the country in which they are operating.

Facilitation payments

5.5 Facilitation payments are payments made with the purpose of expediting or facilitating the performance by a government official of a routine governmental action. Facilitation payments are typically demanded by low level and low-income officials to obtain services which, under normal conditions, should be provided in any event. Facilitation payments are a form of bribery. Sterling's policy prohibits such payments.

High risk situations

5.6 One should be particularly careful in the sort of circumstances set out below that anyone who is representing Sterling, does not act in breach of this policy by providing a benefit to a government official to obtain favourable treatment:

5.6.1 When Sterling is not in compliance with rules and regulations, or deviates from contractual provisions, there is a risk that a government official may demand a bribe in order to 'fix' the problem or condone the deviations.

5.6.2 When there are intentional or unintentional mis-statements in cost allocations, certifications and reports.

5.6.3 When an intermediary interfaces with the government on behalf of Sterling, the company may be legally responsible for the acts of that intermediary.

5.6.4 When appointing contractors, suppliers and providers of goods and services on the

recommendation of government officials or agencies—there may be a risk that this is a way for the government official to benefit, for example if she or he has an interest in the contractor.

5.6.5 In the appointment of former government functionaries as consultants.

6. POLITICAL NON-ALIGNMENT (AND CHARITABLE DONATIONS) POLITICAL DONATIONS

6.1 Sterling should not, without Board approval, make monetary payments or contributions in kind to political party members or candidates, even as a contribution towards charitable activities undertaken by them.

7. THIRD PARTY REPRESENTATION

7.1 Anti-corruption laws impose liability on companies which become involved in the direct *or indirect* payment of bribes. Thus, Sterling may incur criminal and civil liability where third party service providers make unlawful payments in the course of their work on its behalf. This exposure can be criminal, civil and/or reputational, and may arise even where Employees did not themselves authorize any bribe.

7.2 It is therefore very important that Employees take steps to ensure that improper payments or advantages are not offered or made, or solicited or received, on their behalf by third party representatives. Examples of third-party representatives might include: consultants, agents, sales representatives, distributors, contractors and suppliers, lawyers, tax advisers, introducers of business, other agents and service providers involved in sales and marketing, brokers, political lobbyists, and other professionals.

7.3 Sterling is committed to promoting anti-corruption policies amongst any third-party representatives it engages. Consequently, the prohibitions on bribery in this Policy apply to third parties engaged to represent Sterling's interests.

7.4 Where third parties are retained by Sterling,

7.4.1 Employees should act independently and objectively when engaging third parties.

7.4.2 Due diligence should be conducted on third parties' inappropriate cases, including: considering their background and reputation, understanding and documenting the services they will be providing, and determining that they are being paid a reasonable and justifiable amount in light of those services. No third parties should be hired if

their business conduct is inconsistent with this policy.

7.4.3 Where relevant, Sterling's expectations in relation to anti-corruption compliance should be communicated to the third party; this may involve agreeing contractual prohibitions on the third-party paying bribes.

7.4.4 There should be appropriate review and monitoring of the activities the third-party is undertaking on Sterling's behalf.

8. REPORTING CONCERNS

8.1 Employees who have any concerns about ethics or potentially improper actions should report by using the Whistle Blower Policy. The Whistle Blower Policy provides that:

8.3.1 Disclosures should be made to the Chief Human Resources Officer /Chairman of the Audit Committee. All such disclosures will be appropriately investigated.

8.3.2 No unfair treatment will be meted out to an Employee who raises concerns under the Whistle Blower Policy. This means the Employee will be supported in providing evidence about his concerns and protected from threats or any abuse of power or other unfair treatment because of having raised a concern in good faith.

8.4 Any attorney, auditor or consultant working for the company may report evidence of a material violation of the law, breach of fiduciary duty or any similar violation by the company or any of its agents to the Chief Human Resources Officer, Company Secretary or the Chief Executive Officer of the company (or a person acting in an equivalent capacity).

9. MONITORING, REVIEW AND TRAINING

9.1 The Board of Directors of Sterling has overall responsibility and oversight for the implementation and monitoring of this Policy. The Chief Human Resources Officer has responsibility for anti-corruption compliance within Sterling.

9.2 The Board may direct the Chief Human Resources Officer to take any such action as it thinks appropriate to review, auditor monitor compliance with this Policy. Additionally, the Chief Human Resources Officer will report to the Board of Directors in relation to any modifications that should be made to this Policy to ensure compliance with applicable legislation.

9.3 The Internal Auditor should be made aware of any transaction which involves

provision of gifts and entertainment which require pre-clearance, and any payments or gifts which may give rise to bribery concerns. Such transactions will thereby be monitored for corruption and related risks.

- 9.4 The Internal Audit function will be responsible for ensuring that the internal audit plan incorporates an audit of compliance with this Policy on a "sample" basis, focusing primarily on jurisdictions, businesses or activities with a high corruption risk, and report to the Chief Human Resources Officer in relation to the same.
- 9.5 Sterling is committed to training its Employees in relation to anti-corruption issues and its procedures and controls. All Employees will be given access to this Policy. Wherever relevant, appropriate training will be provided to new and existing Employees.