

GP_001 : ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Policy Parameters	
Policy Name	Anti-Bribery and Anti-Corruption Policy
Policy Code	GP_001
Version Number	7.0
Objective	Gland Pharma Ltd. is committed to the prevention, deterrence and detection of fraud, bribery, embezzlement and all other corrupt business practices. It is Gland's policy to conduct all of its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice, wherever it operates throughout the world, of not engaging in bribery or corruption.

Policy Champion (For Interpretation)	HR Head
Power to Amend	Gland Pharma Management

Effective from	01 st April 2022
Expiry Date	31 st March 2024

Policy Guidelines	
Label	Guidelines
Scope (Eligibility/Applicability/ Exclusion)	This Policy is applicable to all individuals working at all levels and grades (whether permanent, fixed-term or temporary employees) , Directors, consultants, contractors, trainees, interns, seconded staff, casual workers and agency staff, agents, or any other person associated with our Company and such other persons, including those acting on behalf of our Company.
Philosophy	To conduct business activities with honesty, integrity and the highest possible ethical standards. We uphold all laws relevant to countering bribery and corruption applicable to us in the conduct of our business across all the jurisdictions in which we operate including, wherever applicable, the U.S Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act ("UKBA") and the Indian Prevention of Corruption Act, 1988 ("PCA"). Different statutes adopt different yardsticks to determine whether or not a particular act or omission is an offence thereunder; thus an act may be an offence under one statute, but not under another.

	<p>The FCPA makes it a federal crime for companies or individuals to bribe government officials in non-U.S. countries in order to obtain or retain business, or to secure improper business advantages. The FCPA also requires public companies or issuers (U.S. and non-U.S. companies that trade securities on a U.S. stock exchange), to keep accurate books and records, and to have an adequate system of internal financial and accounting controls. The UKBA prohibits bribery in both, the public and private sectors. Under the PCA, bribery of government officials and agents, whether directly or indirectly, is strictly prohibited.</p>
<p>Policy Details</p>	<p>A bribe is an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to directly or indirectly offer a bribe or receive a bribe. It is also a separate offence to bribe a government/ public official. "Government/ public official" includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory.</p> <p>A bribe may be anything of value and not just money -- gifts, inside information, sexual or other favours, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function -- and can pass directly or through a third party.</p> <p><u>Corruption</u> includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery.</p> <p><u>Examples of bribery:</u></p> <ul style="list-style-type: none"> • 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 – Arjun works in the Supply Chain Management Department in Zen Automobiles. A regular supplier offers a job for Arjun's cousin, but makes it clear, that in return they expect Arjun to use his influence to

ensure Zen Automobiles continue to do business with the supplier.

- **Bribing a government official** – Imran is asked to arrange for an off the record payment to be made to a customs official to speed up the administrative process of clearing our goods through customs.

This should also comply with the Prevention of Corruption (Amendment) Act in India which strengthens the legislative framework of the PCA and includes:

- 'supply' side of bribery (i.e. bribe giving) to be covered by making it a substantive offence under the PCA;
- a company could be held liable under the PCA as an offender if any person 'associated' with the company gives a bribe. However, a company would be able to defend itself by proving that it had in place adequate procedures designed to prevent persons associated with it from undertaking such conduct; and
- every director, manager, secretary or other officer with whose 'consent or connivance' the offence was committed, to be made liable under the PCA

In addition to the PCA, the following laws in India also presently apply to offences relating to or resulting in corruption and bribery and resolutions available in case of occurrence of corruption or bribery:

- Indian Penal Code, 1860 ("IPC")
- Prevention of Money Laundering, 2002
- Central Vigilance Commission Act, 2003
- Lok Ayukta Acts of various states

The purpose of this Policy is to ensure that our Company sets up adequate procedures in order to prevent our Company's involvement in any activity relating to bribery, facilitation payments, or corruption, even where the involvement may be unintentional. It requires employees directors, officers of the Company and third parties subject to this Policy to recognize questionable transactions, behaviour or conduct, and to take steps to record, comply and follow procedures set in place to deal with such behaviour or conduct.

This Policy constitutes a minimum standard. It must be complied with in any country in which our Company does business even when



	<p>the policy is stricter than the anti-bribery laws that are applicable, including both applicable local laws and those laws with extra-territorial application.</p> <p>“Red flags” that may indicate bribery or corruption are set out in Annexure A to this Policy.</p>
<p>Gifts & Hospitality</p>	<p>Gifts, entertainment, and hospitality may be acceptable if they are reasonable, proportionate, made in good faith and in compliance with the Company’s policies.</p> <p>What is a “Gift”? A gift is anything of value and would encompass any gratuitous monetary or non-monetary benefit. It includes tangible items such as cash, precious metals, stones, jewellery, art, and any of their equivalents, but also intangible items such as discounts, services, loans, favours, special privileges, advantages, benefits and rights that are not available to the general public. A “gift” also includes meals, entertainment, hospitality, vacations, trips, use of vacation homes, tickets to sporting or music events, outings, vendor familiarization trips, and use of recreational facilities. Under no circumstances should any Designated Persons ever solicit a gift from any person or company that is doing, or seeks to do, business with the Company. Note that meals, entertainment and hospitality may also qualify as a gift, unless they fall within reasonable bounds of value and occurrence.</p> <p>Employees or members of their immediate families (spouse, mother, father, son, daughter, brother, sister or any of these step- or in-law relationships, whether established by blood or marriage including common law marriage) should not provide, solicit or accept cash or its equivalent, entertainment, favours, gifts or anything of substance to or from competitors, vendors, suppliers, customers or others that do business or are trying to do business with Gland Pharma Ltd. Loans from any persons or companies having or seeking business with Gland Pharma Ltd., other than in normal course of business and from recognized financial institutions, should not be accepted. All relationships with those who Gland Pharma Ltd. 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.</p> <p>This Policy does not prohibit normal and appropriate gifts, hospitality, such as calendars, diaries, pens and meals (given and received), to or from Third Parties. However, the key determining</p>

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.

Offering gifts in order to win or keep business is unethical and, in many cases, illegal. If you find it difficult to provide a comfortable answer to questions on appropriateness of a gift, or if you are unsure if you should accept something of value, the individual should seek guidance from the respective department head and for further guidance from Finance department, if required

The practice of giving gifts and hospitality is recognized as an established and important part of doing business. However, it is prohibited when they are used as bribes. Giving gifts and hospitality varies between countries and sectors and what may be normal and acceptable in one country may not be so in another. To avoid committing a bribery offence, the gift or hospitality must be:

- a. Reasonable and justifiable in all the circumstances
- b. Intended to improve the image of Gland Pharma Ltd., better present its products and services or establish cordial relations

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
- 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, in U.S. it is customary for small gifts to be given at Christmas time
- e. Taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time
- f. It is given openly, not secretly and in a manner that avoids the appearance of impropriety

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



	<p>If the gifts or hospitality given or received should be notified the Whistleblower Committee at whistleblower@glandpharma.com</p> <p>Examples of hospitality:</p> <p>(i) Abhishek, a customer relationship manager, invites an important existing client to attend a fine dining 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 in all the circumstances and the intention is to improve Gland's image, better present our products and services and improve cordial relations.</p> <p>(ii) Samantha invites a potential client to watch a sports event a week before the deadline for opening a large deal, which she hopes to secure in order to persuade them to accept her company's proposal. 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 proposal deadline you may be able to entertain the potential clients without breaching the law by offering a fine dining, etc. This is because the intention of the hospitality would be then to improve the Company's image, better present the products and services and establish cordial relations with the potential client.</p> <p>(iii) A vendor offers a five-star, seven-day holiday package to Hawaii or Singapore to Aman, a Sales Manager at XYZ 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. Aman should politely decline the gift and explain that he cannot accept such an offer.</p>
<p>What is not acceptable?</p>	<p>It is not acceptable for any employee of Gland (or someone on his / her behalf) to:</p> <ol style="list-style-type: none">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 Gland.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 givenc. Give, promise to give or offer, any payment, gift or

	<p>hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure</p> <ul style="list-style-type: none"> 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 <p>The points stated above are illustrative in nature and in no way intend to limit the applicability of this Policy.</p>
<p>Wilful blindness</p>	<p>If an employee wilfully 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 wilful blindness to the same can, depending upon the circumstances, carry the same disciplinary action as an intentional act.</p>
<p>Facilitation payments and kickbacks</p>	<p>Neither an employee of Gland nor any person acting on behalf of Gland 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 Gland.</p> <p>Facilitation Payments are known to be prevalent in many countries and industry sectors. There You may be 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.</p> <p>Guidance on how to avoid making Facilitation Payments</p> <p>Corrupt government officials demanding payments to perform routine government actions may often put people acting on behalf of Gland in very difficult positions. Therefore, there is no easy</p>



	<p>solution to the problem. However, the following steps may help:</p> <ul style="list-style-type: none">• Insist on official receipts for any payments you make• Report suspicions, concerns, queries and demands for Facilitation Payments to the higher ups and to local enforcement authorities and refuse to make such payments
Use of Third Party Agents, Consultants and other Intermediaries	<p>Our Company may be held responsible for bribes paid on its behalf by third parties, with severe and often irreparable consequences, even if our Company did not authorize these payments. Therefore, it is critical that we are careful in the selection of agents, that is, those people or companies who act on our behalf.</p> <p>All dealings with suppliers, agents, contractors, service providers, intermediaries, consultants, and advisors, shall be carried out with the highest standards of integrity and in compliance with all relevant laws and regulations.</p>
Blackmail/ extortions	<p>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, you make the payment and it is your immediate responsibility to contact your Manager and the Whistleblower Committee via whistleblower@glandpharma.com</p>
Charitable donations	<p>As part of its corporate citizenship activities, Gland may support local charities or provide sponsorship, for example, to sporting or cultural events. We only make charitable donations that are legal and ethical under local laws and practices and also within the corporate governance framework of the organization, as per the CSR policy.</p>
Political activities and contributions	<p>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 Gland, use any Gland 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 in the hopes of influencing the decision of that individual.</p> <p>Approval of the Board is required for any political contribution made as per Law of the land.</p>
Business relationships	<p>Gland expects all Third Parties doing business with Gland to</p>

	<p>approach issues of bribery and corruption in a manner that is consistent with the principles set out in this Policy. Gland requires all Third Parties to cooperate and ensure compliance with these standards, to continue the business relationship.</p> <p>In order to maintain the highest standards of integrity, with respect to any dealings with a Third Party, you must ensure that:</p> <p>a) Employees shall conduct due diligence enquiries to review the integrity records of any Third Party before entering a commercial relationship with them</p> <p>b) Employees shall fully document the engagement process and the final approval of the selection of any Third Party</p> <p>c) Employees shall implement a program to provide appropriate information on this Policy to all Third Parties engaged in business relationship with Gland</p> <p>d) Employees shall ensure that:</p> <ul style="list-style-type: none"> • Each Third Party within your work area are fully briefed on this Policy • Fees and commissions agreed will be appropriate and justifiable remuneration for legitimate services rendered • Contractual agreements will include appropriate wording making it possible to withdraw from the relationship if any of the Third Parties fail to abide by this Policy <p>In the event of any doubt on the integrity of a Third Party, it is the employee's responsibility to contact his / her Manager and the Whistleblower Committee via whistleblower@glandpharma.com as soon as possible.</p>
<p>Offset or similar obligations</p>	<p>Many government contracts (particularly in defence/ aeronautics sector) require companies to make offset commitments. The purpose of these offset commitments is to invest in the country and create local jobs. Similarly, a government in a country or a particular state giving a grant or other facilities to Gland may require preference to be given to the residents of such country or state in any hiring. All these transactions per se do not violate this Policy. In case there is an iota of doubt regarding any violation of this Policy at any stage of the transaction, you are strongly encouraged to connect with the Whistleblower Committee</p>
<p>What we expect from Glandians</p>	<p>Glandians, are the pillars of this organization and are behind each Gland success story. Every employee must ensure that he / she shall</p>

	<p>read, understand and comply with this Policy. If any employee has doubts or concerns, he / she should contact his / her Manager or the Whistleblower Committee.</p> <p>The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Gland or under Gland's control. Employees are required to avoid any activity that might lead to or suggest a breach of this Policy.</p> <p>Employees must notify his / her Manager and the Whistleblower Committee via whistleblower@glandpharma.com as soon as possible if you believe or suspect that a breach of or conflict with this Policy has occurred or may occur in the future.</p> <p>Any employee who breaches this Policy will face disciplinary action, which could result in dismissal. We reserve our right to terminate our contractual relationship with you if you breach this Policy. Any breach of this Policy would also result in imposition of large fines/ imprisonment on the individual/ the Company as the case may be or termination of contract with a Third Party.</p>
<p>Record-keeping</p>	<p>Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to Third Parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.</p> <p>All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept "off-book" to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.</p> <p>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.</p>
<p>How to raise a concern</p>	<p>Every person, to whom this policy applies too, is encouraged to raise their concerns about any bribery issue or suspicion of malpractice at the earliest possible stage. If he / she is unsure whether a particular act constitutes bribery or corruption or if he / she has any other queries, these should be raised with their respective Manager and/or the Whistleblower Committee via whistleblower@glandpharma.com.</p>
<p>What to do if you are a victim of bribery and corruption?</p>	<p>It is his / her responsibility to inform / report it to their respective Managers and the Whistleblower Committee via whistleblower@glandpharma.com as soon as possible if you are</p>

	<p>offered a bribe by a third party, you are asked to make one, suspect that this may happen in the future or believe that you are a victim of another form of corruption or other unlawful activity. You must refuse to accept or make the payment from or to a third party, explain our policy against accepting or making such payment and make it clear that the refusal is final and non-negotiable because of this Policy. If you encounter any difficulty making this refusal, you should seek assistance from your Manager.</p>
<p>Protection</p>	<p>Those who refuse to accept or offer a bribe or those who raise concerns or report another's wrong-doing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future. If any employee believes that he / she has suffered any such treatment, he / she should inform your Manager or the Whistleblower Committee via whistleblower@glandpharma.com immediately.</p>
<p>Who is responsible for the Policy?</p>	<p>The MD & CEO 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.</p> <p>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.</p> <p>The HR team is responsible for this Policy and for monitoring its use and effectiveness (and dealing with any queries on its interpretation). Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend regular training on how to implement and adhere to it.</p> <p>Finance department is responsible for monitoring all payments are in compliance with this Policy. Chief Financial Officer to ensure that record keeping, expenses and financial transactions with the company are in compliance with this policy.</p> <p>Every person to whom this policy applies is responsible for the success of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrong-doing.</p>



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 Gland Pharma enters new market/ sector/ country which may pose a risk under this Policy. The 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 from time to time. Any amendment or waiver of any provision of this Policy must be approved in writing by the Management. The Policy will be reviewed and audited from time to time which requires cooperation from all concerned.
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Prepared By	<i>Princy</i>	Reviewed By	<i>Shirley</i>
Approved By	<i>Subir</i>	Approved Date	31st March 2022



Annexure A

Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of your employment for Gland Pharma and which may raise concerns under anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for Gland Pharma, you have responsibility to report them promptly to your Manager and the Whistleblower Committee as set out in "How to Raise a Concern".

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