

**ANTI-CORRUPTION  
& BRIBERY  
POLICY**

## Document Control

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## **Introduction**

The Management of LEAP India PVT. LTD. has determined to formalize its policy on compliance with the anti-corruption laws of India and that of US Foreign Corrupt Practices Act 1977.

This Anti-Bribery & Corruption Policy (the "Policy") will supersede any other existing LEAP policies relating to bribery and corruption.

## **Policy Statement**

It is LEAP's policy to conduct all of its business honestly and ethically. LEAP takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships. It is the goal of LEAP to avoid acts which might reflect adversely upon the integrity and reputation of the Company.

Individuals involved in corrupt activity may be fined or sentenced to imprisonment. Employees must not engage in any form of bribery, whether it be directly, passively, or through a third party (such as a Vendor or Client), LEAP could face an unlimited fine, and it could face serious damage to its reputation in the global markets. LEAP therefore takes its legal responsibilities very seriously.

LEAP is committed to upholding all laws relevant to countering bribery and corruption in each of the jurisdictions in which it operates. As the anti-corruption laws of India and US have an extraterritorial application, LEAP, its employees and associated persons will be bound by the most stringent requirements of these laws in respect of its conduct in all jurisdictions they operate, even if such conduct would otherwise be permitted by the local law of a particular jurisdiction.

## **Purpose**

To set out the responsibilities of LEAP, and all individuals who work for or associated with LEAP, in observing and upholding the Company's position on bribery and corruption; and provide information and guidance to those individuals working for LEAP on how to recognize and deal with bribery and corruption issues.

In this Policy, "third party" means any individual or organization with whom an employee may come into contact during the course of work for LEAP, and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

## Application of This Policy

The Policy applies to all employees, vendors, and contractors of LEAP. Compliance with this Policy constitutes terms of service for each director, conditions of employment for each officer and employee, and conditions of providing services to LEAP for each consultant and contractor. Each such person agrees to be bound by the provisions of this Policy upon notification of the most recent copy being given to them.

This Policy extends across all of the Company's business dealings and in all countries and territories in which the Company operates. All persons covered by this Policy, in discharging their duties on behalf of LEAP, are required to comply with the laws, rules and regulations applicable in the location in which LEAP is performing business activities, and in particular concerning anti-bribery and corruption laws, rules and regulations. Where uncertainty or ambiguity exists, please contact the Compliance Officer who may seek further legal advice.

## Forms of Bribery & Corruption

For purposes of this Policy, each of the examples in 4.2 to 4.5 below is referred to as a "bribery offence".

### **Bribes**

- a. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory business or personal advantage.
- b. An inducement is something which helps to bring about an action or desired result.
- c. A business advantage means that LEAP is placed in a better position (financially, economically, reputationally, or in any other way which is beneficial) either than its competitors or than it would otherwise have been had the bribery or corruption not taken place.

**Kickbacks** are payment of any portion of a contract made to employees of another contracting party or the utilization of other techniques, such as subcontracts, purchase orders or consulting agreements, to channel payment to public officials, political parties, party officials or political candidates, to employees of another contracting party, or their relatives or business associates.

**Extortion** means to directly or indirectly demand or accept a bribe, facilitation payment or kickback.

## **Anti-Bribery & Corruption Standards**

It is prohibited for LEAP or its directors, officers, employees, consultants or contractors to:

- a. give, promise to give, or offer, a payment, gift or hospitality to a third party or otherwise engage in or permit a bribery offence to occur, with the expectation or hope that an advantage in business will be received, or to reward a business advantage already given.
- b. give, promise to give, or offer, a payment, gift or hospitality to a third party to "facilitate" or expedite a routine procedure.
- c. accept a payment, gift or hospitality from a third party if the employee knows or suspects that it is offered or provided with an expectation that a business advantage will be provided by the Company in return.
- d. threaten or retaliate against another employee or worker who has refused to commit a bribery offence or who has raised concerns under this Policy or LEAP's Whistle Blowing Policy.
- e. engage in any activity that might lead to a breach of this Policy.

Non-compliance with the Policy may result in criminal or civil penalties which will vary according to the offence. An employee, vendors, or contractors acting in contravention of the Policy will also face disciplinary action up to and including summary dismissal.

## **Gifts or Hospitality**

This Policy does not prohibit normal and appropriate hospitality (given or received, in accordance with LEAP Gifts & Hospitality Policy) to or from third parties.

LEAP Gifts & Hospitality Policy sets out when it is, and is not, appropriate for employees to make or receive gifts and/or hospitality from a third party. Please refer to the Gifts & Hospitality Policy for further details. In the event of inconsistency, this Policy supersedes the Gifts & Hospitality Policy.

## **Red Flags**

The following is a list of "red flags" that may indicate the possible existence of corrupt practices and should be kept in mind by all those subject to this Policy. The list is not intended to be exhaustive and is for illustrative purposes only.

- a. Use of an agent with a poor reputation or with links to a foreign government.
- b. Unusually large commission payments or commission payments where the agent does not appear to have provided significant services.
- c. Cash payments, or payments made without a paper trail or without compliance with normal internal controls.
- d. Unusual bonuses to foreign personnel for which there is little supporting documentation.
- e. Payments to be made through third-party countries or to offshore accounts.

- a. Private meetings requested by public contractors or companies hoping to tender for contracts.
- b. Not following LEAP policies or procedures - abusing the decision-making process.
- c. Unexplained preferences for certain contractors.
- d. Invoices rendered or paid in excess of contractual amounts.

Below is a list of examples of prohibited bribery. It is not intended to be exhaustive and is for illustrative purposes only.

### **Offering a bribe**

Offering any benefits to potential customers conditional upon them agreeing to do business with us would be considered an offense by the employee, as it constitutes an attempt to gain an improper commercial or contractual advantage. The Company may also be liable for an offense, as the incentive was offered improperly to secure business. Additionally, it may be an offense for the potential customer to accept such an offer.

### **Receiving a bribe**

LEAP India strictly prohibits all employees, vendors, and contractors from accepting or soliciting any form of bribe. Employees must not accept any payment, gift, or benefit intended to influence business decisions, personal conduct, or professional responsibilities. To ensure transparency and accountability, all employees are encouraged to report any instances or offers of bribery through designated reporting channels.

## **Responsibilities Under The Policy**

All directors, officers, employees, consultants and contractors of LEAP must read, understand and comply with this Policy and the following related policies:

- a. Code of Business Conduct & Ethics;
- b. Whistle Blowing Policy; and
- c. Gifts & Hospitality Policy.

All directors, officers, employees, consultants and contractors of LEAP must participate in all training provided by the Company

The prevention, detection and reporting of bribery offences and other forms of corruption are the responsibility of all those working for LEAP or under its control. All such persons are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

If employees are asked to make a payment on the Company's behalf, employees should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Employee should always ask for a receipt which details the reason for the payment. If an employee has any suspicions, concerns or queries regarding a payment, the employee should raise these with the Compliance Officer, wherever possible, before taking any action.

All directors, officers, employees, consultants and contractors of LEAP must notify the Compliance Officer or disclose under LEAP's Whistle Blower Policy (see Section 11 below) as soon as possible if they believe or suspect that an action in conflict with this Policy has occurred, or may occur in the future, or has been solicited by any person.

Any person who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct. LEAP reserves its right to terminate its contractual relationship with other persons if they breach this Policy.

## **Associated Entities**

It is a violation of the Policy to make any corrupt payments through any subsidiaries, agents, intermediaries, business partners, contractors or suppliers (individuals or organizations) of LEAP ("Associated Entities") or to make any payment to a third party where there is any reason to believe that all or a portion of the payment will go towards a bribe.

The relationship with agents and other intermediaries must be fully documented using the Company's standard terms and conditions for appointment, which shall include compliance with the Policy and prohibit Associated Entities from making or receiving any bribes on the Company's behalf. Compensation paid to Associated Entities must be appropriate and justifiable and for legitimate services rendered. Associated Entities are required to keep proper books and records available for inspection by the Company, its auditors and/or investigating authorities.

## **Record Keeping**

LEAP will be required to develop, implement, monitor and maintain a system of internal controls to facilitate compliance with this Policy, as well as to foster a culture of integrity and maintain high ethical standards throughout the Company.

LEAP must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties, for 8 years.

All transactions must be executed in accordance with management's general or specific authorization. Transactions must be recorded as necessary to permit the preparation of financial statements in conformity with General Accepted Accounting Reporting Standards, for 8 years.

All business partners of the Company should have in place internal controls and procedures that fit these criteria and enhance compliance with this Policy.

The Company will maintain available for inspection accurate books and records that fairly document all financial transactions, risk assessments and due diligence.



All directors, officers, employees, consultants and contractors of LEAP must seek approval for any gifts given or received and record them on the Gift Register in accordance with the Gifts & Hospitality Policy.

All expenses incurred by third parties relating to hospitality, gifts or expenses must be submitted in accordance with the relevant LEAP's company policy and the reason for the expenditure must be specifically recorded.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties should be prepared and maintained with strict accuracy and completeness. No accounts or cash funds may be kept "off-book" to facilitate or conceal improper payments. The use of false documents and invoices is prohibited, as is the making of inadequate, ambiguous or deceptive bookkeeping entries and any other accounting procedure, technique or device that would hide or otherwise disguise illegal payments.

To ensure the effectiveness of internal controls, business and finance personnel of the Company will review transactions and expense/payment requests for warning signs that signal an inadequate commercial basis or present excessive risks.

## **Reporting Violations - Whistle Blower**

All employees, consultants and contractors must adhere to LEAP's commitment to conduct its business and affairs in a lawful and ethical manner. All employees, consultants and contractors are encouraged to raise any queries with the Compliance Officer.

In addition, any director, officer, employee, consultant and contractor of LEAP who becomes aware of any instance where LEAP receives a solicitation to engage in any act prohibited by this Policy, or who becomes aware of any information suggesting that a violation of this Policy has occurred or is about to occur is required to report it to the Compliance Officer.

Persons who refuse to engage in or permit a bribery offence, or who raise legal or ethical concerns or report another's wrongdoing, are sometimes worried about possible repercussions. LEAP aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. No directors, officers, employees, consultants or contractors of LEAP will suffer demotion, penalty, or other adverse consequences for refusing to engage in or permit a bribery offence or for raising concerns or for reporting possible wrongdoing, even if it may result in the Company losing business or otherwise suffering a disadvantage.

LEAP has also adopted a Whistle Blower Policy which provides procedures for reporting violations of laws, rules, regulations or LEAP's corporate policies.

LEAP prohibits retaliatory action against any person who raises a concern in good faith.

## Investigation & Documentation of Reports

Any report of solicitations to engage in a prohibited act or possible violation of the Policy will be investigated initially by the Compliance Officer. Where the matter is deemed potentially serious it will be promptly reported to Head HR, and where appropriate, the following procedure will be followed:

- a. The report will be recorded, and an investigative file established. In the case of an oral report, the party receiving the report is also to prepare a written summary.
- b. The Compliance Officer will promptly commission the conduct of an investigation. The investigation may be conducted by elected LEAP's HR Team member, or by outside counsel, Finance or other persons employed by Head HR. The investigation will document all relevant facts, including persons involved, times and dates. The Senior Management or Head of HR shall advise the Management of the existence of an investigation.
- c. The identity of a person filing a report will be treated as confidential to the extent possible and only revealed on a need-to-know basis or as required by law or court order.
- d. On completion of the investigation, a written investigative report will be provided by the persons employed to conduct the investigation to the Senior Management and Head of HR. If the investigation has documented unlawful, violative or other questionable conduct, the Senior Management and Head of HR will advise the Management of the matter.
- e. If any unlawful, violative or other questionable conduct is discovered, the Senior Management shall cause to be taken such remedial action as the Management deems appropriate under the circumstances to achieve compliance with the Policy and applicable law and to otherwise remedy any unlawful, violative or other questionable conduct. The persons employed to conduct the investigation shall prepare, or cause to be prepared, a written summary of the remedial action taken.
- f. In each case, the written investigative report (or summary of any oral report), and a written summary of the remedial action taken in response to the investigative report shall be retained along with the original report by or under the authority of Head HR.

## Risk Assessment

Standard business risk assessments will be conducted on an annual basis to determine the level of controls necessary for a particular aspect of the Company's operations, including in relation to procurement and tender processes.

Risk assessments should consider to:

- a. "Country risk", which includes an assessment of the overall risks of corruption and bribery associated with a particular jurisdiction;
- b. "transactional risks", which includes an assessment of the risks associated with a business transaction undertaken by the Company or its Associated Entities;
- c. "business opportunity risks", which includes the risk that pursuing or obtaining business opportunities may result in acts of bribery or corruption; and
- d. "business partnership risks", which includes risks deriving from relationships with or partnerships with other Associated Entities.

Specific policies and procedures will be adapted and implemented to proportionately address the risks identified above as they arise.

Records and documentation must be kept of each risk assessment as part of the system of internal controls and record keeping discussed in Section 10.

## **Due Diligence**

The Company will conduct appropriate due diligence to inform risk assessments and ensure compliance with the Policy.

While the list is not exhaustive, and warning signs will vary by the nature of the transaction, expense/payment request, geographical market or business line, common warning signs that should be considered as part of any due diligence include:

- a. That an Associated Entity has a current business, family or some other close personal relationship with a customer or government official, has recently been a customer or government official or is qualified only on the basis of his influence over a customer or government official;
- b. A customer or government official recommends or insists on the use of a certain business partner or Associated Entity;
- c. An Associated Entity refuses to agree to anti-corruption contractual terms, uses a shell company or other unorthodox corporate structure, insists on unusual or suspicious contracting procedures, refuses to divulge the identity of its owners, or requests that its agreement be backdated or altered in some way to falsify information;
- d. An Associated Entity has a poor reputation or has faced allegations of bribes, kickbacks, fraud or other wrongdoing or has poor or non-existent third-party references;
- e. An Associated Entity does not have an office, staff or qualifications adequate to perform the required services; or
- f. An expense/payment request by an Associated Entity is unusual, is not supported by adequate documentation, is unusually large or disproportionate to products to be acquired, does not match the terms of a governing agreement, involves the use of cash or an off-the-books account, is in a jurisdiction outside the country in which services are provided or to be provided, or is in a form not in accordance with local laws.

Records and documentation must be kept with due diligence as part of the system of internal controls and record-keeping discussed in Section 10.

## **Responsibility of Managers**

Managers will have full authority to implement the Policy within their spheres of responsibility. The measures taken by managers will be proportionate to the risks associated with their areas of responsibility but may include:

- a. Devising, implementing and maintaining systems and controls designed to prevent bribery, minimize the risk of bribery and detect instances of bribery;
- b. Ensuring that employees are aware of the Policy; and
- c. Ensuring that employees participate in anti-bribery training and that training specific to the needs of particular employees or job functions is provided when appropriate.

A manager to whom an employee's concerns are expressed must act promptly and escalate the matter in accordance with this Policy.

Where it is decided that further investigation is not appropriate the reporting employee must be given a prompt and full explanation of the reasons for reaching this conclusion.

## **Communication of The Policy**

To ensure that all directors, officers, employees, consultants and contractors of LEAP are aware of the Policy, a copy of the Policy will be provided to them for their review. All directors, officers, employees, consultants and contractors of LEAP will be informed whenever significant changes are made. New directors, officers, employees, consultants and contractors of LEAP will be provided with a copy of this Policy and will be educated about its importance.

Training on this Policy will form part of the induction process for all new directors, officers, employees and consultants of LEAP. All existing directors, officers, employees and consultants will receive relevant training on how to implement and adhere to this Policy.

LEAP's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter. For advice on these communications, please contact the Compliance Officer.

## **Responsibility for The Policy**

The Management has overall responsibility for ensuring this Policy complies with LEAP's legal and ethical obligations, and that all those under LEAP control comply with it.

The Compliance Officer has primary and day-to-day responsibility for implementing this Policy, and for monitoring its use and effectiveness. Management at all levels is responsible for ensuring those reporting to them are made aware of and understand this Policy.

## **Annual Certification**

All directors, officers, employees, consultants and contractors of LEAP will provide annual certification of compliance with this Policy in the form available for review.

The Legal department of LEAP will be responsible for ensuring that all annual certifications are obtained on or before the end of the first fiscal quarter of each year, and for providing written confirmation to the Management that such certifications have been obtained and summarizing the results thereof.

## **Monitoring & Review**

The Compliance Officer will monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy and effectiveness. Any deficiencies identified will be rectified as soon as possible.

Internal control systems and procedures will be subject to audits to provide assurance that they are effective in countering bribery and corruption.

All directors, officers, employees, consultants and contractors of LEAP are responsible for the success of this Policy and should ensure they follow the procedures set out herein to disclose any suspected wrongdoing.

All directors, officers, employees, consultants and contractors of LEAP are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Officer.

## **Consequences of Non-Compliance**

Failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action termination of employment or consulting arrangements without notice. Violation of this Policy may also constitute a criminal offence under Indian laws. If it appears in the opinion of the Company that any director, officer, employee, consultant or contractor of LEAP may have violated such laws, then:

LEAP may refer the matter to the appropriate regulatory authorities, which could lead to civil or criminal penalties for LEAP and/or the responsible person.

## **Personal Safety**

The Company is engaged in conducting business in places where personal safety may not be guaranteed by local officials. If employees are subjected to an immediate threat to personal safety, the employee may put their personal well-being first, even if it means that the employee makes a payment that contravenes this Policy.

The details of all incidents must be reported to the Compliance Officer immediately.

## **Charitable Contributions & Social Benefits**

LEAP is committed to making a positive difference in the communities in which they operate.

As part of this commitment, LEAP will consider requests from local organizations to contribute to local cultural activities or contribute to the development of or provide goods and services to local infrastructure.

Requests must be carefully considered to ensure that the contributions made will be used for the intended lawful purposes.

No charitable contribution, sponsorship or similar contribution shall be given unless it has been pre- approved by the Compliance Officer or such other person designated in writing by the Management of the Company.

## **Queries**

If employees have any questions about how this Code should be followed in a particular case, please contact the Compliance Officer of LEAP in the first instance.

## **Raising a Concern**

### **How to raise a concern**

If an employee suspects that there is an instance of bribery or corrupt activities occurring in relation to LEAP, the employee is encouraged to raise their concerns at as early a stage as possible. If an employee is uncertain about whether a certain action or behaviour can be considered bribery or corruption, the employee should speak to their line manager, the compliance manager, and the director.

LEAP will familiarize all employees with its whistleblowing procedures so employees can vocalise their concerns swiftly and confidentially.

What to do if the employee is a victim of bribery or corruption Employee must tell the employer compliance manager as soon as possible if the employee is offered a bribe by anyone, if the employee is asked to make one, if the employee suspects that the employee may be bribed or asked to make a bribe in the near future, or if employee have reason to believe that employee are a victim of another corrupt activity.

### **Protection**

If an employee refuses to accept or offer a bribe or employee reports a concern relating to potential act(s) of bribery or corruption, LEAP understands that employee may feel worried about potential repercussions. LEAP will support anyone who raises concerns in good faith under this policy, even if the investigation finds that they were mistaken.

LEAP will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act(s) of bribery or corruption.

Detrimental treatment refers to dismissal, disciplinary action, threats, or unfavourable treatment in relation to the concern the individual raised.

If an employee has reason to believe an employee has been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, the employee should inform the employer, line manager or the compliance manager immediately.

**How do they Reach:**

Compliance Officer : Sunu Mathew  
Email : sunu.mathew@leapindia.net

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Assistant Compliance Officer : Dheeraj Sharma  
Email : dheeraj.sharma@leapindia.net

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For **LEAP India Private Limited**

*Ameya V Karambe*



**Ameya V Karambe**  
**General Manager - Human Resources & Administration**

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