



**DEN NETWORKS LIMITED POLICY  
ANTI-BRIBERY &  
ANTI-CORRUPTION (ABAC)  
POLICY**



## **Introduction**

DEN Networks Limited, its subsidiaries, and its affiliates (collectively “DEN Group” or “DEN”, or “Company”) are committed to conducting business ethically and in compliance with all applicable laws and regulations with respect to their operations across the world.

This document is an integral part of DEN's actions aimed at preventing bribery and corruption in the conduct of its business operations, referred to as the Anti-Bribery Management System (“ABMS”).

This document exhibits DEN's commitment to meet ABMS requirements.

This document sets out DEN Group’s policy (“Policy”) prohibiting bribery, corruption and other improper payments in the conduct of business operations, and lists out key responsibilities of DEN personnel and Business Partners for ensuring implementation of the Policy.

The objective of this Policy is to ensure that appropriate anti-corruption and anti-bribery procedures are in place across DEN Group operations to avoid any violations of applicable laws and regulations.

The key objectives of the ABMS program are to prevent bribery-related risk exposures by implementing processes, training and awareness activities that ensure:

- A. Compliance with applicable anti-bribery laws;
- B. Creating awareness about DEN's emphasis on ethical business practices and its zero-tolerance approach towards conduct that is in breach of this Policy;
- C. Effective Implementation of ABMS by incident reporting, investigation and compliance.

## **Scope and Exclusion**

This Policy applies to:

- A. All employees (whether permanent, fixed term or temporary), as well as personnel resources provided by third parties on a contractual basis worldwide, working for DEN Group at all levels and grades (“DEN Personnel”).
- B. All Business Partners including consultants, contractors, their respective employees, trainees, seconded staff, casual workers, volunteers and interns working for DEN Group.



## Key Concept and Definitions

- A. “Anti-Bribery Laws” and “Anti-Corruption Laws” in regard to a DEN Group entity means all applicable anti-bribery and anti-corruption laws / statutes / regulations / guidelines / codes stipulated by relevant governmental authorities in India, and in the countries where such DEN Group entity carries out business operations.
- B. A “Bribe” is an inducement, payment, reward, or advantage offered, promised, provided, or authorized to be provided, directly or indirectly, to any person or entity to gain any commercial, contractual, regulatory or personal advantage.

A Bribe may be anything of value and not just money-gifts, inside information, sexual or other favors, business contracts, corporate hospitality or entertainment, offering employment, payment or reimbursement of travel expenses, donation or social contribution, abuse of function and can pass directly or through a Third Party.
- C. “Business Partner” or “Third Party(ies)” means any individual who, or organization which, transacts with or enters into any arrangement with DEN Group, including customers, suppliers, landlords / lessors, service contractors, intermediaries, business contacts, consultants, representatives, sub-contractors, agents, advisers, business development agents, shipping agents and freight forwarders, customs agents, sales agents, joint venture partners, co-investors, licensees, travel agents, finders, expeditors and “formalities agents”, real estate agents, brokers, lawyers, accountants, tax advisors and political advisors, liaising personnel, and public bodies.
- D. “Corruption” includes wrongdoing on the part of an authority, a commercial organization, or any person associated with such commercial organization, or those in a position to exercise power through means that are illegitimate, immoral, inappropriate, or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery. “
- E. “Employee” means any employee or director of DEN Group.
- F. “Entertainment” includes business courtesies such as meals, refreshments, invitations or tickets to recreational, cultural or sports events and venues, as well as hosting of any associated travel and accommodation, etc.



Entertainment is treated as a Gift in those circumstances where the party who made the offer does not attend himself/herself.

- G. “Ethics & Compliance Task Force” (ECTF) means the committee designated by the Audit Committee to handle complaints and resolution process of Protected Disclosures.
- H. “Gifts” means anything of value offered to or received by an individual or members of their family. Gifts include cash and non-cash items such as artwork, watches, jewelry, equipment, preferential discounts, loans, favorable terms on a product or service, business or employment opportunities, services, prizes, donations to charities, transportation, use of another company's vehicles, use of vacation facilities, stocks or other securities, participation in stock offerings, home improvements, and tickets and gift certificates.
- I. “Gifts and Entertainment Register” means the web-based gifts and entertainment register, or locally approved register used to record, disclose and/or obtain approvals relating to the receiving of Gifts and Entertainment.
- J. The term “Government Official” or “Public Official” includes
- Any minister, elected or appointed official, director, officer or employee (regardless of rank), any person in the service or pay of the government, or remunerated by the government by fees or commission for performing any public duty, or person acting on behalf of any government (whether at a national, state/provincial or local level) or any department, agency or instrumentality thereof, and/or of any state-owned or state-controlled enterprise, and/or of any public international organization, or an entity that is financed in large measure through public appropriations, is widely perceived to be performing a government function, or has its key officers and directors appointed by a government;
  - Any judge, or any person who undertakes any adjudicatory functions;
  - Any person who prepares electoral rolls;
  - Any person associated with a university, educational institute or scientific organization that receives substantial financial assistance from the government or any other public authority;
  - Political party officials and candidates for public office or any person acting on their behalf;



- Any person acting in any official, administrative, legislative or judicial capacity for, or on behalf of, any such government or department, agency, instrumentality, company, or public international organization. For example, any officer or employee of a national oil company, national airline, national railway, or national shipping company is deemed to be a “government official”, as are members of customs, military, or police organizations.
- K. “Hosting” means the payment of 'Hosting expenses' including transportation, lodging or related travel expenses, for a Government Official, including state company delegations.
- L. “Immediate Family” means spouse, mother, father, son, daughter, brother, sister, or any of the step or in-law relationships, whether established by blood or marriage.
- M. “Joint Venture”, or “JV”, means a business relationship undertaken for a specific business purpose by DEN and one or more unaffiliated parties who contribute tangible and intangible assets to, and jointly manage, the relationship. Throughout our Business, JVs take many forms:
- A JV may involve the incorporation of a separate legal entity, distinct from its individual shareholders;
  - Alternatively, a JV may be unincorporated, the structure being set out in a written JV Agreement and governance typically provided by an executive committee of the participants;
  - JVs are in some cases operated by DEN or by another participant;
  - JVs may either be controlled by DEN or not controlled by it.

Whether JVs are incorporated or unincorporated, as long as they are controlled by DEN, they come under the scope of the ABAC Policy. JVs controlled by DEN must adopt and comply with an anti-bribery and anti-corruption policy which has principles and procedures no less stringent than those set out in this Policy. Such JVs may adopt a policy more stringent than the terms hereof.

In cases where DEN is a non-controlling JV partner, DEN shall make reasonable endeavors to ensure that such JVs adopt an anti-bribery and anti-corruption policy which has principles at least as stringent as those set out in this Policy.



## **DEN Requirements**

### **A. Policy Statements:**

- DEN is committed to doing business with integrity and transparency and DEN has a zero-tolerance approach to non-compliance with the anti-bribery policy.
- DEN Group prohibits Bribery and any form of improper payments / dealings in the conduct of business operations.
- DEN Group is committed to ensuring compliance with all applicable anti-bribery and anti-corruption laws in all jurisdictions where it operates.
- This Policy shall be reviewed periodically (at least annually) by ECTF to ensure alignment with the anti-bribery and anti-corruption objectives.
  - If such a review brings out a need for any change in the policy, ECTF shall critically evaluate the impact of proposed changes.
  - Consequential changes in this Policy should be approved by ECTF and submitted for noting in next Audit Committee Meeting.
  - Any structural changes shall require Audit Committee approval.
- DEN Group always encourages raising of genuine concerns pertaining to bribery related issues or functioning of ABMS, while assuring confidentiality, and without the fear of retaliation.
- DEN Group shall evaluate performance of the ABMS on a regular basis and work towards improving the effectiveness of the Policy.
- The Ethics and Compliance Task Force (ECTF) of DEN Group plays the role of an independent Anti-Bribery Compliance Function with direct access to the Board.
- Even if some conduct is permissible under the rules and regulations of the jurisdiction concerned, if it contravenes this Policy, the provisions of this Policy shall prevail and be followed by the persons to whom this Policy applies.

Conversely, even if some conduct is permissible under this Policy, but if it contravenes the rules and regulations of the jurisdiction concerned, such rules and regulations shall prevail and be followed by the persons to whom this Policy applies.



## **B. Gift and Hospitality**

- No DEN personnel should directly or indirectly accept, provide, offer, promise or authorize payment of anything of value, including Gifts or Entertainment, in order to bias a decision, obtain or keep business, or secure some other improper advantage either for DEN or for self.
- This Policy strictly prohibits soliciting, or accepting a Bribe or kickback of any kind, or any other kind of improper payments including facilitation payments.
- DEN personnel should not and should ensure that members of their Immediate Family do not, provide, solicit or accept cash or its equivalent, Entertainment, favors, Gifts or anything of substance to or from competitors, vendors, suppliers, customers or Business Partners, which do business or are seeking to do business with DEN Group, to secure any improper advantage. Loans should not be accepted from any persons or entities having or seeking business with DEN Group, except recognized financial institutions.
- This Policy does not prohibit exchange of items of Nominal Value such as calendar, pens, mugs, books, bouquet of flowers or a pack of sweets or dry fruits, to and from third parties, as modest gifts in the ordinary course of business. Similarly, providing a refreshment or casual meal of a customary nature are not prohibited. However, the key determining factor for appropriateness of the gift or hospitality and / or its value should be based on facts and circumstances under which such gift or hospitality is provided and shall be governed by the Code of Conduct.
- Gifting is strictly prohibited when used as bribes.
- Exchange of gifts or hospitality shall be acceptable under this policy, only if all the following requirements are met:
  - It is not made with the intention of influencing a Third Party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or an explicit or implicit exchange for favors / benefits, or for any other corrupt purpose;
  - It complies with applicable law;
  - It does not include cash or a cash equivalent (such as gift certificates or vouchers);





- It is appropriate in the circumstances. For example, in India, it is customary for gifts of Nominal Value to be given at Diwali time;
- It is given openly, not secretly or in a manner that avoids the appearance of impropriety.
- It is given in accordance with this policy and DEN's Code of Conduct.
- The DEN personnel exchanging such gift does so on behalf of DEN.
- DEN Personnel should disclose receipt of gifts in Gifts and Entertainment Register as mandated in Code of Conduct.

### **C. Charitable contributions and Sponsorships**

As part of Corporate Social Responsibility (CSR) activities, or otherwise, the DEN Group may support local charities or provide sponsorship to events, for example, sporting or cultural events, that are legal, ethical, permissible under local laws and practices, and within the scope of the CSR policy and corporate governance framework of the DEN Group. Any payment to a charity, domestic or foreign, should be in accordance with the applicable law and backed by prior approval as per the Delegation of Authority.

### **D. Political Activities and Payments**

- DEN Group is apolitical. Any contributions made to political parties should strictly be in accordance with the provisions of the Companies Act 2013 and other laws of India, and/or applicable laws of any other jurisdiction where we may operate.
- 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 purpose that is not in accordance with applicable laws, is prohibited.

### **E. Facilitation Payments**

A facilitation payment is a payment to secure or expedite a routine government action by an official. This Policy prohibits making of facilitation payments unless the law otherwise permits specifically.





## **F. Due diligence and Third Party screening**

- DEN requires all Business Partners / Third Parties to co-operate and ensure compliance with the terms of this Policy, to ensure continued business relationship.
- DEN shall assess the risk profile of the proposed engagement and conduct a reasonable and proportionate level of due diligence to check the Business Partner / Third Party's experience, background, and reputation before entering into any relationship.
- Different types of Business Partners / Third Parties may require different levels of due diligence depending on the inherent risk in underlying transactions and/or Third Parties involved.
- All Business Partners / Third Parties must cooperate and provide information and documents as may be required for due diligence.
- Regardless of perceived risk, all Business Partners / Third Parties shall be subject to Basic Due-Diligence which should include combination of following activities:
  - A Questionnaire sent to the Business Partner / Third Party to verify whether it is a legitimate business entity and has the qualifications, experience, and resources needed to conduct the business for which it is contracted;
  - A web search on the Business Partner / Third Party and its top management to identify any related information;
  - Searching appropriate government, judicial and international resources for relevant information;
  - Checking publicly available debarment lists of organizations that are restricted or prohibited from contracting with public or government entities kept by national or local governments or multilateral institutions;
  - Making enquiries from other entities about the Business Partner / Third Party's ethical reputation.
- Any Business Partner / Third Party whose responsibilities may include interacting with any Governmental Authority or Government Official on behalf of the Company shall be categorized as High-Risk Business Partner / Third Party and be subject to Anti-Bribery Due Diligence.



- DEN may use additional criteria to determine whether any Business Partner / Third Party proposed to be engaged is a High-Risk Business Partner / Third Party and falls within the scope of the Anti-Bribery Due Diligence.
- Over and above the Basic Due-Diligence checks, as part of Anti-Bribery Due Diligence, a written anti-corruption due diligence report shall be obtained from a reputable Third-Party risk advisory firm for all High-Risk Business Partner / Third Parties.
- Findings of these reports shall be carefully considered by DEN while taking decision to continue, postpone, discontinue, or revise those transactions, projects, or relationships with High-Risk Business Partners/ Third Parties.

## **G. Joint Venture Governance**

Where new Joint Ventures are being considered, businesses shall design and deliver proactive measures to continuously manage any bribery and corruption risk presented by JV counterparties.

## **H. Employee Responsibilities**

- Each DEN personnel shall ensure that he / she reads, understands and complies with this Policy. They should at all times, avoid any activity that might lead to, or suggest, a breach of this policy.
- The prevention, detection and reporting of any form of bribery & corruption are the responsibility of all DEN personnel. DEN personnel shall report, if they are offered a Bribe, are asked to give one, suspect that this may happen in future, or believe that they are a victim of any other form of unlawful activity, or are aware of any Bribe paid or received by any colleague or Third Party.
- DEN personnel should accurately record payments or any other type of compensation made to a Third Party in DEN's corporate books, records, and accounts.
- DEN personnel should not:
  - Deal with any undisclosed or unrecorded company funds such as 'off-book' accounts for any purpose;
  - Make false, misleading, incomplete, inaccurate, or artificial entries in DEN's books and records;



- Use personal funds or third parties, including partners, to circumvent DEN's procedures and controls, or to accomplish what is otherwise prohibited by this Policy.
- DEN personnel should only deal with representatives that they believe are legitimate businesses and that have a reputation for integrity. Signs that a representative is unethical or could be paying a bribe should not be overlooked.
- Conducting transactions transparently reduces the risk of bribery. DEN personnel should make sure that contracts accurately reflect the economics of the transaction. If payment terms are confusing, clarifications should be sought.
- This policy should be read in conjunction with DEN's Code of Conduct.

## **I. Training**

To ensure that all DEN personnel, as well as all its Business Partners, relevant third parties, subsidiaries and affiliates, are completely familiar with the provisions of this Policy and applicable anti-corruption laws, DEN shall provide training and resources, as appropriate. Certain associated / exposed Personnel, depending on their job scope, shall take and pass DEN's anti bribery training, which will be conducted by DEN from time to time.

## **J. Investigations**

The Ethics & Compliance Task Force shall either initiate investigation itself for issue directives to investigate a matter as and when required.

Business and Functional Leadership shall ensure that any violation of this Policy, noticed by them or brought to their notice, is immediately reported to ECTF ([dn1.vigil@denonline.in](mailto:dn1.vigil@denonline.in)) in confidence, along with reasons for suspicion and available evidence.



## **K. Disciplinary action for non-compliance**

Adherence to this Policy shall be monitored within the businesses with support from Ethics & Compliance Task Force. Internal Audit shall conduct periodic reviews in accordance with its guidelines.

- DEN personnel who violate this Policy shall be subject to disciplinary actions which may include one or more of the following:
  - Counselling
  - Formal apology
  - Censure
  - Recovery of financial loss incurred
  - Downgradation of Designation
  - Reduction in compensation
  - Withholding of Promotion
  - Downgradation in Grade
  - Voluntary resignation
  - Termination of services
- In exceptional cases, as determined by the Ethics & Compliance Task Force, any other penalty may be imposed.
- Business Partners such as consultants and representatives, violating this Policy may be subject to the imposition of large fines / penalties as the case may be, in addition to the immediate termination of commercial / business relationships with DEN.

## **L. Reporting Mechanism**

- DEN personnel and Business Partners who are, or have become, aware of, or suspect a violation of this Policy and / or anti-corruption laws are under an obligation to report the same to the ECTF as under:
  - By email to [dnl.vigil@denonline.in](mailto:dnl.vigil@denonline.in), or
  - By telephone to the Whistle-blower Hotline - +91 8810223384, or
  - By letter addressed to the Ethics & Compliance Task Force, marked “Private and Confidential”, and delivered to the Chairman of the Ethics & Compliance Task Force, DEN Networks Limited, Plot No. 236, Okhla Industrial Estate Phase-III, New Delhi-110020.



- Moreover, in exceptional cases, Employees have a right to make Protected Disclosures directly to the Chairman of the Audit Committee as follows:
  - By email to [dnl.auditcommittee@denonline.in](mailto:dnl.auditcommittee@denonline.in), or
  - By letter addressed to the Ethics & Compliance Task Force, marked “Private and Confidential”, and delivered to the Chairman of the Ethics & Compliance Task Force, DEN Networks Limited, Plot No. 236, Okhla Industrial Estate Phase-III, New Delhi-110020.
- Non-reporting of such instances of bribery, in spite of knowledge of such actions, shall be deemed to be misconducts and violation of the Code of Conduct and this Policy.

#### **M. Protection/ No Retaliation**

- Those who refuse to accept or offer a Bribe, or those who raise concerns or report another's wrongdoing are sometimes worried about possible retaliation. DEN Group encourages openness and shall support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.
- As outlined in our Vigil Mechanism and Whistle-blower Policy, we are committed to ensuring that no one suffers any detrimental treatment because of refusing to take part in bribery or corrupt activities, even if this results in the loss of business to DEN.
- DEN shall not tolerate any retribution or retaliation against anyone for raising a concern in good faith about a potential violation of this Policy, or for co-operating with an investigation. When a concern is raised, DEN shall maintain confidentiality to the extent permitted by the applicable law.

#### **N. Review & Governance**

- ECTF should periodically interact with key stakeholders to review the ABMS program objectives and key components to identify improvement areas / aspects needing realignment due to changed control environment.
- Observations / suggestions emanating from these interactions, as well as learnings from handling of bribery related issues, should be leveraged for continual improvement of the ABMS program.