



HATHWAY CABLE AND DATACOM LIMITED

Policy Name	Anti-Bribery and Anti-Corruption (ABAC) Policy
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Introduction

Hathway Cable and Datacom Limited and its subsidiaries (collectively, "HCDL" or the "Company") are committed to conducting business ethically and in compliance with all applicable laws and regulations with respect to their operations across the country.

This document is an integral part of HCDL'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 sets out HCDL's policy ("Policy") prohibiting bribery and corruption in the conduct of its business operations and the key responsibilities of HCDL Personnel and Business Partners for ensuring implementation of the Policy.

The objective of this Policy is to ensure that appropriate procedures are in place across HCDL's operations to avoid any violations of applicable Anti-Corruption Laws.

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

- a. Compliance with applicable Anti-Corruption Laws;
- b. Awareness of HCDL's emphasis on ethical business practices and its zero-tolerance approach towards conduct that is in breach of this Policy;
- c. Effective Implementation of the ABMS through incident reporting, investigation and remediation.

1. Scope and Exclusion:

This Policy applies to:

- 1.1. All directors, officers, employees, Retainers, Consultants (whether permanent, fixed-term, casual or temporary), interns, trainees, seconded staff and personnel resources provided by third parties on a contractual basis working for HCDL ("HCDL Personnel").
- 1.2. All individuals or organizations that provide goods or services to, for, or on behalf of HCDL, including but not limited to suppliers, contractors and sub-contractors, intermediaries, consultants, representatives, agents and advisers ("Business Partners").

2. Key Concepts and Definitions:

- 2.1. "**Anti-Corruption Laws**" means all anti-bribery and corruption laws and regulations applicable to the Company, including and only to the extent so applicable, the following legislation and all successor legislation: (i) the Indian Prevention of Corruption Act, 1988, (ii) the U.S. Foreign Corrupt Practices Act of 1977; (iii) Prevention of Money Laundering Act, 2002 and (iv) any other applicable law concerning bribery, corruption or money laundering in any jurisdiction (including the Republic of India).
- 2.2. A "**Bribe**" or "**Bribery**" is any inducement, payment, reward or advantage offered, promised, provided, or authorized to be provided, directly or indirectly, to any person or entity with the intent to improperly influence the recipient to take any action, or



abstain from taking any action, that would result in a commercial, contractual, regulatory or personal advantage. This includes kickbacks and so-called "facilitation payments", which are small payments made to Government Officials to expedite the performance of non-discretionary tasks.

Bribes are not limited to money and can include anything of value, such as, for example, gifts, favors, business contracts, corporate hospitality, an offer of employment, the payment or reimbursement of travel expenses, charitable donations, or social contributions.

2.3. "Corruption" is any unlawful or improper behavior that seeks to gain an advantage through illegitimate means, including bribery, fraud, extortion, collusion, embezzlement and money laundering.

2.4. The "**Chief of Internal Affairs (CIA)**" of Hathway Cable and Datacom Limited to handle complaints and the resolution process for "Protected Disclosures".

The CIA shall handle any substantive complaints received alleging misconduct relating to or violations of Anti-Corruption Laws.

CIA shall play the role of an independent anti-corruption compliance function with direct access to HCDL's board of directors.

2.5. "Gifts" means anything of value offered to or received by an individual or members of their family, including cash and non-cash items.

2.6. "Government Official" means any officer, employee, director, or other representative of any government or Governmental Entity in any jurisdiction, or any person acting in an official capacity for or on behalf of any such Governmental Entity, or any candidate for political office or any political party (or its officials).

2.7. "Governmental Entity" means:

(a) any national, regional, local, or foreign government, international authority (including, in each case, any central bank or fiscal, tax or monetary authority), governmental agency, authority, ministry, commission, instrumentality, division, or department, the government of any prefecture, state, province, country, municipality or other political subdivision thereof and any governmental body, authority, board or commission, or any instrumentality or officer acting in an official capacity of any of the foregoing, including any court, arbitral tribunal or committee exercising any executive, legislative, judicial, regulatory or administrative functions of government (collectively "Governmental Authority").

(b) any commercial company, enterprise or other entity that is majority-owned or controlled by any government (whether wholly or partially) or any public international organisation (including the United Nations and the World Bank).

2.8. "Hospitality" includes business courtesies such as meals, refreshments, invitations or tickets to recreational, cultural or sports events or venues and any travel or accommodation.



2.9. "Joint Venture" or "JV" means a business relationship undertaken for a specific business purpose by HCDL and one or more unaffiliated parties who contribute tangible and intangible assets to and/or jointly manage, the relationship. Throughout our business, JVs take many forms:

- 2.9.1. A JV may involve the incorporation of a separate legal entity, distinct from its individual shareholders;
- 2.9.2. 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; and
- 2.9.3. JVs are in some cases operated by HCDL or by another participant.
- 2.9.4. JVs may be controlled by HCDL, or they may not be controlled by HCDL. Controlled JVs are within the scope of this Policy and the ABMS and Company shall take endeavour to implement this Policy and the ABMS, or substantially similar standards, within non-controlled JVs.

3. HCDL Requirements:

3.1. Policy Statements:

- 3.1.1. HCDL is committed to doing business with integrity and transparency and has a zero-tolerance approach to non-compliance with this Policy or applicable Anti-Corruption Laws.
- 3.1.2. HCDL prohibits all forms of Bribery and Corruption in the conduct of its business operations.
- 3.1.3. HCDL Personnel and Business Partners are prohibited from paying, offering, promising, or authorizing Bribes in any form, whether directly or indirectly. Bribery to Government Officials and private parties is prohibited.
- 3.1.4. HCDL Personnel and Business Partners are also prohibited from soliciting or accepting Bribes.
- 3.1.5. This Policy shall be reviewed periodically (at least annually) by CIA to ensure alignment with HCDL's anti-bribery and anti-corruption objectives.
 - 3.1.5.1. If such a review identifies a need for any change in the policy, CIA shall critically evaluate the impact of proposed changes.
 - 3.1.5.2. Consequential changes in this Policy should be approved by CIA and submitted for noting in next Board Meeting.
 - 3.1.5.3. Any structural changes shall require approval of Board of Directors.
- 3.1.6. Any solicitation or extortion is strictly prohibited. HCDL Personnel and Business Partners are required to report any improper solicitation, extortion, or other concerns pertaining to potential Bribery or the functioning of the ABMS. The confidentiality of such reports will be maintained and HCDL has a strict policy against retaliation.



- 3.1.7. HCDL shall, through the CIA, periodically, but in no case less than annually, review and test each of the Company's material compliance policies and procedures, in order to evaluate their effectiveness in preventing and detecting violations of Anti- Corruption Laws or the Company's compliance policies and procedures.
- 3.1.8. HCDL shall include anti-corruption compliance controls testing within the scope of the periodic internal audits conducted by the Company and its Subsidiaries.
- 3.1.9. HCDL shall conduct periodic risk assessments that address the Company's individual circumstances and risks, particularly in relation to compliance with Anti-Corruption Laws and annual risk- based review of its compliance policies and procedures.
- 3.1.10. HCDL shall at all times ensure the allocation of sufficient resources to implement, maintain and enforce the elements above as well as any other elements that may be necessary under the circumstances to meet the requirements of this Policy.

3.2. Gifts and Hospitality:

- 3.2.1. HCDL Personnel and Business Partners are prohibited from directly or indirectly providing, offering, promising, or authorizing Gifts or Hospitality to bias a decision, obtain or retain business, secure any improper advantage, whether to a Government Official or a third party, or in any other circumstance that may give rise to a violation of Anti-Corruption Laws.
- 3.2.2. This Policy does not prohibit providing or accepting items of nominal value such as calendars, pens, mugs, books, bouquets of flowers, packs of sweets or dry fruits (e.g., during the Diwali period), or other modest gifts in the ordinary course of business. However, HCDL Personnel are required in all cases to assess whether Gifts or Hospitality are appropriate in the circumstances and consistent with this Policy.
- 3.2.3. The giving or receiving of Gifts and Hospitality shall only be acceptable under this policy if:
 - 3.2.3.1. They are not lavish or otherwise inappropriate in the context of a business relationship;
 - 3.2.3.2. In the case of Gifts and Hospitality with a value greater than INR 3,000, prior approval has been obtained from HCDL's Chief of Internal Affairs and Chief Compliance Officer;
 - 3.2.3.3. They comply with applicable law;
 - 3.2.3.4. They do not include cash or a cash equivalent (such as gift certificates or vouchers);



3.2.3.5. They are given openly, not secretly or in a manner that risks creating an appearance of impropriety; and

3.2.3.6. They are permitted under this Policy, HCDL's Code of Conduct and where relevant, the internal policies of the recipient.

3.3. Charitable Contributions, Donations and Sponsorships

As part of its Corporate Social Responsibility ("CSR") activities, HCDL may support local charities or provide donations or sponsorships (e.g., for sporting or cultural events). HCDL has implemented a review and approval process to ensure that such contributions, donations and sponsorships are legal, ethical and not used for improper purposes. As such, any charitable contribution, donation or sponsorship requires the prior approval of the Board of Directors of the Company.

3.4. Political Contributions

Political contributions include any use of corporate funds, resources, or facilities to support a Governmental Official, politician, or political organisation, party, candidate, campaign, or initiative. Political contributions may only be made where they are permitted by applicable law and approved in advance by the Chief Executive Officer, Chief Financial Officer, and Chief Compliance Officer of the Company.

3.5. Facilitation Payments

A facilitation payment is a payment to a Government Official to secure or expedite a routine, non-discretionary action, such as providing a permit, visa, or other government services. Facilitation payments are illegal under the Anti-Corruption Laws of various countries (including India) and they are prohibited under this Policy.

3.6. Business Partner Due Diligence

3.6.1. HCDL requires its Business Partners to comply with Anti-Corruption Laws and the standards set forth in this Policy. It is the responsibility of all HCDL Personnel to ensure that the Business Partners with whom they interact are aware of and committed to comply with this Policy, including by securing appropriate contractual commitments, communicating HCDL's ethical requirements to Business Partners and monitoring the activities of Business Partners and payments made to them.

3.6.2. HCDL shall assess the risk profile of all proposed engagements of Business Partners and conduct a reasonable and proportionate level of due diligence to verify each Business Partner's experience, background and reputation before entering into any relationship.

3.6.3. Different types of Business Partners may require different levels of due diligence depending on the inherent risk in the underlying transactions and/or Business Partners involved.

3.6.4. All Business Partners must cooperate and provide such information and documents as may be required to complete the due diligence processes described below. A Business Partner that refuses to cooperate with the process may not be engaged.



- 3.6.5. All Business Partners that may interact with third parties on the Company's behalf shall be subject to Basic Due Diligence, which should include a combination of the following activities:
 - 3.6.5.1. a Questionnaire sent to the Business Partner 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 and whether it has been subject to prior allegations, investigations, government inquiries, or proceedings involving Bribery, Corruption, or other offences that may call into question the Business Partner's integrity;
 - 3.6.5.2. a web-based search on the Business Partner, its senior management and any significant shareholders to identify any government affiliations or adverse information related to Bribery, Corruption, or other offences that may call into question the Business Partner's integrity;
 - 3.6.5.3. verifying references provided by the Business Partner or otherwise making enquiries with other companies regarding the Business Partner's ethical reputation.
- 3.6.6. Any Business Partner whose responsibilities may include interacting with a Governmental Authority or Government Official on behalf of the Company or its shareholders shall be categorised as a High Risk Business Partner and shall be subject to Enhanced Due Diligence.
- 3.6.7. HCDL may use additional criteria to determine whether any Business Partner proposed to be engaged is a High Risk Business Partner and falls within the scope of the Enhanced Due Diligence process.
- 3.6.8. Over and above the Basic Due Diligence checks described above, as part of Enhanced 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 Partners. Further, the use or hiring of each High Risk Business Partner shall be subject to prior approval from the Chief Executive Officer, Chief Financial Officer, and Chief Compliance Officer.
- 3.6.9. Records of the steps taken in connection with all Basic Due Diligence and Enhanced Due Diligence processes must be retained in an easily accessible manner.

3.7. Hiring

Prior to HCDL employing any former or current Government Official, approval from HCDL's Chief Executive Officer, Chief Financial Officer and Chief Compliance Officer shall be required and such employment will be offered to legally employable officials and the hiring processes must be objective and based on merit. An individual must never be hired as a favor or inducement to a Government Official, customer, or other third party.



3.8. Joint Venture Governance

HCDL shall design and deliver proactive measures to continuously manage any Bribery and Corruption risks presented by JV counterparties. This shall include conducting Enhanced Due Diligence on prospective JV partners, implementing this Policy and related procedures in controlled JVs and making good faith efforts to implement similar standards in non-controlled JVs.

3.9. Responsibilities of HCDL Personnel

- 3.9.1. All HCDL Personnel shall ensure that they have read, understand and comply with this Policy. They must at all times avoid any activity that might lead to, or suggest, a breach of this policy.
- 3.9.2. The prevention, detection and reporting of any form of Bribery and Corruption are the responsibility of all HCDL Personnel. HCDL Personnel shall report, pursuant to the mechanisms described in Section 3.12 below, all improper solicitations, including if they are offered a Bribe, or are asked to give one, suspect that another person (including any Business Partner) has paid a bribe on the Company's behalf, or if they believe that they are a victim of extortion or any other form of unlawful activity.
- 3.9.3. HCDL Personnel must accurately record payments or any other type of compensation made to a third party in HCDL's corporate books, records and accounts. HCDL Personnel must not:
 - 3.9.3.1. Establish or use any undisclosed or unrecorded company funds, such as 'off-book' accounts, for any purpose;
 - 3.9.3.2. Make false, misleading, incomplete, inaccurate, or artificial entries in HCDL's books and records;
 - 3.9.3.3. Use personal funds or third parties, including Business Partners, to circumvent HCDL's procedures and controls, or to do anything that is prohibited by this Policy.
- 3.9.4. HCDL shall maintain a system of adequate internal financial and accounting controls and maintain accurate books and records.
- 3.9.5. HCDL Personnel must only deal with Business Partners that they believe are legitimate businesses and that have a reputation for integrity. Any signs that a representative is unethical or may be paying Bribes should not be overlooked.
- 3.9.6. Transactions that are transparent reduce the risk of Bribes or kickbacks. HCDL Personnel must ensure that all contracts accurately reflect the economics of the underlying agreements. Unusual arrangements such as side agreements, prepayments, or unexplained payments to unrelated third parties or offshore locations should not be accepted, as such arrangements may be used to conceal Bribery or other crimes such as money laundering or tax evasion. If payment terms are confusing or present red flags, they should be questioned and reported to the Chief Compliance Officer.



3.9.7. This policy should be read in conjunction with HCDL's Code of Conduct.

3.10. Training

HCDL shall provide appropriate training and resources to ensure that all HCDL Personnel and Business Partners are familiar with the provisions of this Policy and applicable Anti-Corruption Laws.

Training (of all HCDL Personnel) shall be imparted on a risk-prioritised basis and shall be reasonably designed to inform the relevant parties of their individual compliance responsibilities, provide an understanding of the Company's compliance policies and procedures and actively promote a culture of compliance.

HCDL Personnel shall undergo such trainings at least once every year. Certain HCDL Personnel, depending on their job scope, will be required to undertake more intensive training.

3.11. Investigations

HCDL shall maintain an effective process for responding to, investigating and documenting allegations (whether anonymous or otherwise) of violations of applicable Anti-Corruption Laws or this Policy.

The CIA shall either initiate investigations itself or issue directives to other functions or external advisers to investigate matters.

Business and functional leaders shall ensure that any violation of this Policy of which they are notified or otherwise become aware is immediately reported to the CIA (anti.bribery@hathway.net) in confidence alongwith reasons for suspicion and available evidence.

The CIA shall maintain records of each reported instance of a violation of this Policy, the investigative steps taken in response, the results of such investigations and any remedial actions taken as a result.

3.12. Disciplinary action for non-compliance

Adherence to this Policy shall be monitored within the businesses with support from the CIA. Internal audit shall conduct periodic reviews in accordance with its guidelines.

3.12.1. HCDL Personnel who violate this Policy shall be subject to disciplinary actions which may include one or more of the following:

- 3.12.1.1. Counselling
- 3.12.1.2. Formal apology
- 3.12.1.3. Censure
- 3.12.1.4. Recovery of financial losses incurred
- 3.12.1.5. Down-gradation of Designation or Grade
- 3.12.1.6. Reduction in compensation
- 3.12.1.7. Withholding of Promotion
- 3.12.1.8. Voluntary resignation
- 3.12.1.9. Termination of services



- 3.12.2. In exceptional cases, as determined by the CIA, any other penalty may be imposed.
- 3.12.3. Business Partners that violate this Policy may be subject to consequences including the immediate termination of business relationships with HCDL.

3.13. Reporting Mechanism

- 3.13.1. HCDL Personnel, Business Partners and any other third parties who are or become aware of or suspect a violation of this Policy and / or Anti-Corruption Laws should report the same to the CIA and may choose to disclose their identity or remain anonymous. The CIA can be contacted:

3.13.1.1. by email to anti.bribery@hathway.net or

- 3.13.2. by letter addressed to the CIA, marked "Private and Confidential". and delivered to Hathway Cable and Datacom Limited Registered Office.

3.14. Protection Against Retaliation

- 3.14.1. Those who refuse to accept or offer a Bribe, or who raise concerns about the conduct of others, are sometimes worried about possible retaliation. HCDL encourages openness and shall support anyone who raises concerns in good faith under this Policy or any applicable Anti-Corruption Laws, even if they turn out to be mistaken.
- 3.14.2. We are committed to ensuring that no one suffers any detrimental treatment because of refusing to take part in Bribery or Corruption, even if doing so results in a loss of business.
- 3.14.3. HCDL 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 cooperating with an investigation. When a concern is raised, HCDL shall maintain confidentiality to the extent permitted by applicable law.

3.15. Review & Governance

- 3.15.1. The CIA will periodically interact with key stakeholders to review the ABMS program objectives and key components to identify improvement areas or aspects needing realignment.
- 3.15.2. Observations and 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.