



**Cellcomm**

## **ANTI-BRIBERY AND CORRUPTION POLICY**

*Annexure-A  
of CSL Business Philosophy and Principles*

DOCUMENT APPROVAL NOTE:		
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## **INDEX**

1 PURPOSE .....	3
2 DEFINITIONS .....	3
3 POLICY STATEMENT .....	4
4 APPLICATION OF THE POLICY.....	4
5 BRIBERY, CORRUPTION, AND FACILITATION PAYMENTS .....	4
6 GIFTS AND HOSPITALITY.....	5
7 RECORD-KEEPING .....	5
8 COMMUNICATION OF THE POLICY.....	5
9 LINE OF RESPONSIBILITY.....	6
10 MONITORING AND REVIEW .....	6
11 QUERIES AND CONCERNS .....	6
12 FAQs .....	6



## 1 PURPOSE

The purpose of this Policy is to ensure that controls are established in the Company to eliminate Bribery and Corruption while promoting personal and professional integrity in individuals acting on behalf of the Company.

## 2 DEFINITIONS

- 2.1 **Bribe:** An undue reward for action which is illegal, improper or unethical. Bribes can be categorized into various forms, including but not limited to money, Gifts, loans, Facilitation Payments, Hospitality, services, discounts or any other benefit that is intended to wrongfully influence a decision or action.
- 2.2 **Bribery:** Offering, promising, accepting or seeking a Bribe.
- 2.3 **Company:** Cellcomm Solutions Ltd with its registered office at 8<sup>th</sup> Main Road, 3<sup>rd</sup> Stage, 4<sup>th</sup> Block, Mahalakshmi Layout, Bengaluru – 560 086 and corporate office at #38, KIADB Hardware Park, Mahadevakodigehalli, Bangalore – 562 149, India and all its subsidiaries.
- 2.4 **Corruption:** Dishonest or fraudulent conduct by abuse of power, typically involving Bribery.
- 2.5 **Disciplinary Action:** Any action or actions taken by the Company against an Employee for any breach of condition(s) which may include warning, suspension, termination with or without notice period and/or any other action depending upon the nature and seriousness of each case including legal action at the discretion of the Company.
- 2.6 **Employee:** A person on regular employment with the Company with effect from the date of joining until the date of relieving or date of termination, as the case maybe.
- 2.7 **Facilitation Payment (aka Motivation Payment):** Bribe made to an official to expedite government transactions to which the payer is already entitled.
- 2.8 **Gift:** Something given or received willingly without any payment in return, as to show favor towards someone.
- 2.9 **Hospitality:** Any form of travel, entertainment or preferential treatment offered or received for an improper benefit in return.
- 2.10 **Head of the Department (HOD):** An individual appointed to monitor, lead, train, and manage staff members belonging to a specific department.



- 2.11 **HR Department:** The department or function designated within the Company responsible for the implementation of its HR policies and management of its human resources.
- 2.12 **Whistleblowing Committee (WC):** Team of Employees authorized by the Company to address any illegal / unfair / unethical behavior and implement remedial actions.

### **3 POLICY STATEMENT**

- 3.1 The Company shall not offer (or accept) any kind of favor, undue advantage or incentive to (or from) any individual or entity.
- 3.2 There is a zero-tolerance approach to Bribery and Corruption. The Company shall act with integrity while performing its business functions.
- 3.3 Any Employee who is involved in Corruption or similar activity is in clear breach of this Policy. He / She shall be liable for Disciplinary Action.
- 3.4 Any non-employee / contractor / vendor who breaches this Policy may have their contract terminated and / or face criminal prosecution.

### **4 APPLICATION OF THE POLICY**

This Policy applies to all persons working for or on behalf of the Company in any role, including the Employees, directors, contractual workers, trainees, consultants, external service providers, business partners or any other person associated with the Company.

### **5 BRIBERY, CORRUPTION AND FACILITATION PAYMENTS**

- 5.1 Any act of Corruption, Bribery or Facilitation Payment is strictly prohibited.
- 5.2 In particular, an Employee:
- (a) Shall not offer or accept any payment, Gift, Hospitality or other benefits expecting an improper business advantage.
  - (b) Shall not offer or give any Facilitation Payment to a government official to speed up procedures.



- (c) Shall disclose any knowledge of activities that may amount to Bribery or Corruption.
- (d) Shall not intimidate another person who has refused to offer or accept a Bribe.

## **6 GIFTS AND HOSPITALITY**

- 6.1 Lavish, luxurious or extravagant Gifts or Hospitality should be avoided as they could be seen as a reward for preferential treatment / business advantage. They could also become an obligation and influence business decision making.
- 6.2 Gifts must not include cash or equivalent (such as vouchers). Gifts should preferably be given in the Company's name, without any secrecy.
- 6.3 Promotional Gifts of low value such as stationery may be given to or accepted from existing customers, suppliers and business partners.
- 6.4 Hospitality of a modest value shall be allowed for building relationships, maintaining reputation or marketing our products and services.

## **7 RECORD-KEEPING**

- 7.1 It is advised to keep a record of all Hospitality or Gifts given or received. The nature of expense and reasons for this expenditure may be documented.
- 7.2 All such invoices, accounts, etc., relating to third parties including external service providers, suppliers and customers should be documented with strict accuracy and completeness.

## **8 COMMUNICATION OF THE POLICY**

- 8.1 The Policy shall be published on the Company's website to ensure access to all Employees, directors, consultants, service providers and other interested parties.
- 8.2 New Employees shall be educated about this Policy during the induction training program.
- 8.3 All stakeholders shall be given adequate training on how to implement and adhere to this Policy.



## **9 LINE OF RESPONSIBILITY**

- 9.1 Primary responsibility: Board of directors.
- 9.2 Secondary responsibility: The WC is responsible for day-to-day implementation of this Policy. The HR and Whistleblowing Committee (WC) shall ensure its adequacy and effectiveness. HODs shall ensure that their teams understand and adhere to this Policy.

## **10 MONITORING AND REVIEW**

- 10.1 This Policy shall be reviewed at least once in a year by the Whistleblowing Committee to ensure its compliance to the latest legal regulatory framework.
- 10.2 The Policy shall be reviewed to assess its adequacy and effectiveness.
- 10.3 An internal audit, if required, may be done to provide assurance of implementation.
- 10.4 Comments, suggestions and queries on this Policy shall be reviewed from time-to-time and necessary updates shall be done in accordance with them.

## **11 QUERIES AND CONCERNS**

Ambiguity in the Policy terms or any further queries on this Policy shall be addressed to the HR Department / WC.

## **12 FAQs**

- (a) I want to hire a consultant to obtain licenses that we need from government. The consultant is charging us INR 50,000 which will be partly used towards govt fees and partly for "speeding up the permits". Is this arrangement acceptable?

Answer - No. Since the charges include "speeding up the permits", this will be categorized as facilitation payment.



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- (b) I have finalized a vendor to buy UPS for the Company. This vendor offered to supply a UPS for my residence at a price much lower than the market value. Can I accept the offer?

Answer - No. Goods offered by a vendor for personal use much lesser than market price is considered bribe.