

Anti Bribery & Anti Corruption Policy (“ABAC Policy”)

I. Purpose of ABAC Policy

1. **Core Value:** Leap India Food and Logistics Private Limited and its subsidiaries/affiliates (collectively referred to as “**Company**”) believe in core values of integrity and recognize integrity as its ‘Guidance System’. This includes moral, financial and business integrity. This core value as pertaining to ABAC Policy, leads to core principle that Company, and its employees shall neither receive nor offer or make, directly or indirectly to any person (including to any governmental authority/official), any illegal payments, remuneration, gifts, donations, sponsorships or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business and shall participate in efforts to eliminate such forms of illicit payments, bribery, fraud and/or corruption. This includes compliance with all applicable laws (including but not limited to the Prevention of Corruption Act, 1988 and Foreign Corrupt Practices Act, 1977) , domestic and foreign, prohibiting improper payments, gifts and/or inducements of any kind to or from any person, including officials in the private or public sector, customers and suppliers. Our Company is equally committed to the prevention, deterrence and detection of bribery and other corrupt business practices.

2. **Purpose:** The purpose of this ABAC Policy is to ensure that the Company sets up adequate procedures to prevent involvement in any activity relating to bribery, facilitation payments, or corruption, even where the involvement may be unintentional. It requires all employees, directors, officers or others) associated with the Company to undertake the following:

- a. Recognize questionable transactions, behaviour or conduct (including conduct relating to accepting cash transactions, making payments to bank accounts of sanction countries);
- b. Be alert to warning signs in relation to bribery and corruption;
- c. Report actual or suspected violations of this ABAC Policy;
- d. Report any evidence that an agreement or arrangement with a third party lacks business integrity;
- e. Co-operate with any investigation or audit activities relating to matters covered by this ABAC Policy;
- f. Comply with and follow procedures set in accordance with this ABAC Policy.

II. SCOPE AND APPLICABILITY

The ABAC Policy is applicable to all individuals working at all levels and grades, including board of directors, employees whether permanent, fixed-term or temporary, consultants, contractors, trainees, interns, casual workers and third party staff, agents, or any other person associated with our Company;

III. COMPLIANCE OFFICER & COMPLIANCE TEAM

The Company shall designate an employee of sufficient seniority, competence and independence as the ‘Compliance Officer’ to ensure compliance with the provisions of this ABAC Policy and a designated team as ‘Compliance Team’. All reports, complaints, doubts or concerns in relation to matters covered by this ABAC Policy should be raised by the employees to the relevant Compliance Team members and such relevant Compliance Team members to the Compliance Officer. Every query or concern raised by any person in relation to any suspected violation of this ABAC Policy shall be investigated by the Compliance Officer. Persons nominated in the Compliance Team will have a special responsibility to comply with this ABAC Policy, and ensure that Company’s procedures and measures to combat bribery and corruption risks and threats are upheld and strengthened. The Compliance Officer will ensure appropriate training of all concerned is carried out and are made aware of all procedures under this policy.

Ms Yatika Vasudevan has been designated as the Compliance Officer. The Compliance Officer shall report to the board of directors of the Company, functionally and to the chief executive officer of the Company, operationally. The designated team for compliance is as under and will be nominated for a period of one year and subsequently re-appointed/ changed as deemed necessary by the Compliance officer:

- a. Admin Rep
- b. SCM Rep
- c. HR Rep
- d. IT Rep

- e. Accounts Rep
- f. Tech rep, one from each project

IV. Definitions & Interpretations

1. **Bribery.** Bribery includes the offer, promise, giving, demand or acceptance of an undue advantage as an inducement for an action which is illegal, unethical or a breach of trust. Bribes often involve payments or promises of payments but may also include anything of value - providing lavish/inappropriate gifts, hospitality and entertainment, inside information, or sexual or other favours; offering employment to a relative; underwriting travel expenses; abuse of function; or other significant favours. Bribery includes advantages provided directly, as well as indirectly through an intermediary. ABAC Policy prohibits any person from giving bribes not only to any public/government official but also to any private individual. Bribery in any form will not be tolerated.
2. **Corruption.** Corruption includes wrongdoing on the part of an authority, or those in power, through means that are illegitimate, immoral, or incompatible with ethical standards, such as misuse of public office or power for private gain or misuse of private power in relation to business outside the realm of government.
3. **Facilitation payment or Kickbacks.** Facilitation Payments are unofficial payments made to anyone in order to secure or expedite the performance/ non-performance of a routine or necessary action. The payer of the facilitation payment usually already has a legal or other entitlement to the relevant action. Kickbacks are typically payments made in return for a business favour or advantage. ABAC Policy prohibits any person from giving/receiving any facilitation payments/kickbacks not only to any public/government official but also to any private individual. Bribery in any form will not be tolerated.
4. **Third Party:** The term “third party” includes any individual or organization, who/which comes into contact with the Company or transacts with the Company, and also includes actual and potential clients, vendors, consultants, retainers, agents, advisors, distributors, business associates, partners including academic institutions, contractors, suppliers or service providers who work for and on behalf of the company.

Improper Performance: Breach of an expectation that a person will act in good faith, impartially or in accordance with a position of trust amounts to improper performance. This would also include obtaining, agreeing to receive, accepting, or attempting to obtain, an undue advantage for acts to be performed properly.

V. APPLICABLE BUSINESS AREAS

The areas of business where corruption, including bribery, can most often occur include:

- a. Gifts, Entertainment and Hospitality;
- b. Facilitation Payments;
- c. Procurement Process;
- d. Political, Community or Charitable Contributions;
- e. Improper Performance of Duties;
- f. Favours Regarding Recruitment Opportunities
- g. Arranging meetings/ interactions with government officials
- h. Donations or Sponsorships made by the Company

VI. GIFTS, ENTERTAINMENT AND HOSPITALITY

Gifts, entertainment, and hospitality may be acceptable if they are reasonable, proportionate, made in good faith and in compliance with the Company's policies. Our Company's Gifts & Hospitality Policy would include:

- a. Accepting or giving token gifts up to or equal to a maximum value of INR 5,000 (Five Thousand) only;

- b. Declaring any gifts and/or entertainment received by any employee to his/her manager and Human Resource Department, in cases where the value of such gifts and/or entertainment is below INR 5,000 (Indian Rupees Five Thousand). Extending hospitality in the form of entertainment or meetings in appropriate places and incurring reasonable expenses as per other company policies;
- c. Declaring any gift or such cases of extending entertainment or hospitality transparently in all correspondence. All gifts should be recorded in a Gift register maintained by the Compliance officer;
- d. Obtaining due permission of such expenses and after due approvals from appropriate authorities or in case of shortage of time, intimate at the earliest;
- e. Any doubts in this regard should be clarified with the Compliance Officer.

VII. PROCUREMENT PROCESS

Compliance Officer must ensure that all follow Company's processes and adhere to the system of internal controls around supplier/vendor selection. Supplier/vendor selection should never be based on receipt of a gift, hospitality or payment. When supplier/vendor selection is a formal, structured invitation for the supply of products or services, it is most important to maintain documentation supporting internal controls. Compliance Officer and Compliance Team must familiarise themselves with Company's procurement processes and must adhere to the same.

VIII. INTERACTION WITH CUSTOMERS

Where a person is responsible for relationships with customers, he/she may entertain customers for bona-fide purposes only in accordance with Company's Gifts & Entertainment Policy. Records of such entertainment should be maintained in separate register with the Compliance Officer.

Bribery may also occur on the sales side, for example an employee might accept a bribe to prefer one customer over another, again with potentially damaging consequences for relationships with other customers, as well as the legal consequences to Company.

In the normal course of business, discounts and rebates are offered to customers in both the private and public sectors. While this is common industry practice, the wide variety of arrangements and the relative complexity of some of them creates a degree of risk that such arrangements could be used to disguise improper inducements to individual customer representatives, hence great care needs to be exercised in the deployment of such arrangements.

IX. USE OF THIRD PARTIES

Company may be held responsible for bribes paid on its behalf by third parties, with severe and often irreparable consequences, even if Company did not authorize these payments. Therefore, it is critical that we are careful in the selection of third parties who act on our behalf or with whom we deal or are otherwise associated.

All dealings with third parties shall be carried out with the highest standards of integrity and in compliance with all relevant laws and regulations. We expect all our third parties to share our values and our ethical standards. All contracts executed by the Company with third parties shall incorporate provisions which would give effect to this policy. Additionally, the Company shall undertake annual certification to ensure they are in compliance with the policy.

All third parties with whom we deal should be aware of the Company's policies and expectations with respect to bribery and corruption. Due diligence must be carried out on all third parties with whom business is conducted by the Company. The extent of due diligence should be proportionate to the risk associated with the relevant country and/or activity. All contracts with third parties must be in writing, on commercial terms and be reviewed by the Company's legal team. Payments to all third parties must only be made to the contracting party in its home country, not to an offshore account or entity, other than with the prior written approval of the Compliance Officer.

X. GOVERNMENT INTERACTION

Every employee of the Company shall, in his business conduct, comply with all applicable laws and regulations, both in letter and in spirit. Doing business with the government is highly regulated and typically

follows stricter rules than those in the commercial marketplace. All dealing with government officials or a government-owned or partially-owned company, should know and comply with applicable laws and regulations, adhere to the highest standards of integrity and avoid even the appearance of impropriety. All such persons should always be truthful, accurate, co-operative and courteous while representing our Company before any government, government officials and government agencies.

Our Company and employees shall not, unless mandated under applicable law and Company's Corporate Social Responsibility Policy, offer or give any company funds or property as donation to any government agency or its representative, directly or through intermediaries. Donation of Company's funds or property to the Prime Minister's Relief Fund or donations towards disaster relief may be permitted. The Company shall comply with government procurement regulations and shall be transparent in all its dealings with government agencies.

The Company shall not support directly or indirectly any specific political party or candidate for political office. The Company's conduct shall preclude any activity that could be interpreted as mutual dependence/ favour with any political body and shall not offer or give any company funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign. Concerned persons may incur reasonable costs for attendance at an event hosted by a political party only where the event is for briefing purposes or for the purpose of meeting and having dialogue with political figures which contributes to the public debate of policy issues that may affect the Company and such payments if any are approved by the Compliance Officer. In such cases, the details of pre-approval, actual cost incurred, agenda shall be captured and maintained with the Compliance officer.

XI. MERGERS AND ACQUISITIONS

The Company will undertake appropriate and reasonable due diligence on the reputation and integrity of any business in which it makes investments. Our Company, when it is acquiring a potential target, will train new employees, re- evaluate third parties under company standards and where appropriate, conduct audits on new business units.

XI. CONFLICTS OF INTEREST

Any conflict of interest, even if it is perceived or potential, must be reported to the Compliance Officer, must be in turn be actioned as per this policy. Further, Compliance officer may be required to update the board of directors of the Company about any relevant conflicts basis the scenarios identified and actions taken for remediation.

XII. BOOKS, RECORDS, AND INTERNAL CONTROL REQUIREMENTS

Accurate and complete recordkeeping is essential to the successful operation of our Company, as well as to our ability to meet our legal and regulatory obligations. Each concerned person has a responsibility to be accurate, complete and honest in what he/she reports and records to meet regulatory requirements, as well as in all internal and external documents of our Company, including accounting records, time cards, expense reports, invoices, payroll records, safety records, business records, performance evaluations, etc.

Expenses must never be hidden or purposefully misclassified. Many serious global bribery and corruption scenarios are found to involve inaccurate record-keeping. To prevent this, international anti-corruption laws generally require detailed and accurate accounting records for transactions, including cash and bank accounts. All concerned must ensure that the Company maintains accurate books, records and financial reporting.

XIII. COMMUNICATION AND COMPLIANCE TRAINING

It is our commitment to ensure that our Company has adequate procedures to combat ABAC risks and threats. To meet this objective, regular training will be made available to all business units in relation to our ABAC Policy, obligations of Compliance Team, company procedures and measures.

XIV. REPORTING CONCERNS

Any person may report any concern they have about any bribery issue or suspicion of malpractice or any case of corrupt practice or any breach of this ABAC Policy or applicable anti-bribery or anti-corruption law whether

actual or suspected 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 must be raised with the respective reporting manager or Compliance Team member or the Compliance Officer at the earliest by email. Each Compliance Team member must be alert to warning signs in relation to bribery and corruption and investigate any evidence or activity relating to bribery or corruption.

XV. RESPONSIBILITY AND PENALTIES

Any violation of this ABAC Policy including a failure to report a breach, co-operate with audit, or perform adequate due diligence, will be regarded as a serious matter and shall result in disciplinary action, including termination, consistent with applicable law and the employee's terms of employment.

Bribery is a criminal offense. The defaulting person will be accountable whether she/he pays a bribe herself/himself or authorizes, assists, or conspires with someone else to violate this ABAC Policy or an anti-corruption/ anti-bribery law. Punishments for violating the law under Prevention of Corruption Act, 1988 are against a defaulting person as an individual and may include imprisonment, probation, and significant monetary fines which will not be paid by the Company.

XVI. PERIODIC REVIEW AND EVALUATION

Audit Committees will monitor the effectiveness and review the implementation of this ABAC Policy, considering its suitability, adequacy and effectiveness. Company reserves the right to vary and/or amend the terms of this ABAC Policy from time to time. In case of any non-compliance with this policy, the same shall be reported to Ms Yatika Vasudevan.