



GOPAL SNACKS LIMITED

ANTI BRIBERY POLICY

REVISION HISTORY

Version	Summary of changes	Board Approval on	Date of Release
Version 1	Initial	05.05.2023	05.05.2023

1. PREFACE

- 1.1 Gopal Snacks Limited ('**Company**') is a public limited company. The Company is in the business of Namkeen, Wafers, Fryums, Papad, Besan, Bakery products & Spices and snacks items or any other products ("**Products**") marketed, distributed and sold by the Company under the various brands owned by the Company.
- 1.2 This Anti-Bribery Policy ("**Policy**") has been formulated by the management of the Company and was approved by the Board at their Board Meeting held on 5th May, 2023.

2. OBJECTIVE, SCOPE AND APPLICABILITY

- 2.1 The purpose of this Anti-Bribery Policy ("**Policy**") is to emphasize on the Company's zero tolerance approach to bribery and to ensure that the Company sets up adequate procedures in order to prevent the Company's involvement in any activity relating to bribery, facilitation payments kick backs, or corruption, even where the involvement may be unintentional.
- 2.2 The policy applies to all employees (whether permanent, fixed-term or temporary) including senior managers, officers, contractors, trainees, seconded staff and members of the Board of Directors of the Company. It also applies to individuals who serve the Company on contract, subcontract, retainer, consultant, or any other such basis.
- 2.3 This policy further applies and covers the third parties or extended Gopal family. In this policy, third party means any individual or organisation working on behalf of the Company and includes actual and potential clients, customers, suppliers, service providers, external professionals, channel partners (dealers, distributors and others), casual workers, agency staff, sponsors, volunteers, business contacts, agents, and government and public bodies, including their advisors, representatives and officials, politicians and political parties. who serve as an extension of the Company. The extended Gopal family is also expected to adhere to the Company anti-bribery policy in equal measure while working for and on behalf of Company; (hereinafter collectively referred to as "**Designated Persons**")
- 2.4 The Company expects all employees, officers, directors, and third parties working on its behalf to refrain from engaging in any form of bribery or corruption, irrespective of citizenship, domicile, or location.

3. POLICY STATEMENT

- 3.1 **“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 also includes advantages provided directly as well as indirectly through an intermediary and covers the facilitation payments, kickbacks or any wrongdoing on the part of an authority, or those in power, through means that are illegitimate, immoral, or incompatible with ethical standards.
- 3.2 **“Facilitation Payments”** are unofficial payments made to public officials in order to secure or expedite the performance/ non-performance of a routine or necessary action. They are sometimes referred to as 'speed' money or 'grease' payments or 'good-will money'. The payer of the facilitation payment usually already has a legal or other entitlement to the relevant action.
- 3.3 **“Kickbacks”** are typically payments made in return for a business favour or advantage.
- 3.4 This policy prohibits Designated Persons from giving or receiving bribes, facilitate payments not only to any public/government official but also to any private individual. It is illegal and immoral to, directly or indirectly, offer or receive a bribe. Bribery in any form will not be tolerated.
- 3.5 Company’s policy is to comply with all applicable laws and regulations, to conduct our business in an ethical manner and to act with integrity in dealing with our customers, suppliers, partners, competitors, employees and other stakeholders and to implement and to enforce effective systems to counter bribery in all the jurisdiction where we operate. This policy must be complied with in any country in which our Company does business even when the policy is stricter than the anti-bribery laws that are applicable. However, when applicable anti-bribery laws are stricter than this policy, such laws must be complied with;
- 3.6 Because no code of conduct or policy can cover every possible situation, our Company relies on the Designated Persons to use good judgment and to speak up when they have either questions or concerns.

4. POLICY FRAMEWORK

- 4.1 The Company conducts its business lawfully and ethically and expects everyone employed with it to conduct its business with integrity regardless of the existence of any local customs or traditions that may question integrity. The Company prohibits all forms of bribery whether directly or indirectly involving, but not limited to, Government Official or a private sector person or company.
- 4.2 No employee shall ever:
- 4.2.1 directly or indirectly offer or pay, or authorize an offer or payment, of money or anything of value to a government official, or any other person or entity (including in the private sector), which is
- a. intended to influence the judgment of the recipient in exercising his or her job responsibilities, or
 - b. intended to secure preferential treatment or an improper advantage for Company, or
 - c. intended as gratification for the recipient having made a decision or acted in a way that benefited the Company;
- 4.2.2 directly or indirectly request or accept any money or item of value, which is
- a. intended to influence the judgment or conduct of an Employee in his or her job responsibilities, or
 - b. intended as gratification for a decision or act in a way that benefits the person or entity giving the item of value.
- 4.3 The Company (or any of its employees) does not make or accept, Facilitation Payments or Kickbacks of any kind and all employees must avoid any activity that may lead to or suggest that a Facilitation Payment or Kickback will be made or accepted by the Company.
- 4.4 If any Employee is asked to make a payment on behalf of the Company, they should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Employees should always ask for a receipt that details the reason for the payment. In case of any suspicion, concern, or query regarding a payment, raise these with your Team Head or the appropriate member of the HR Department without delay or hesitation.

4.5 Gifts, Hospitality and Entertainment

4.5.1 The giving or receipt of gifts by employees is not prohibited, if following requirements are met:

- a. No quid pro quo – There must always be a legitimate business purpose to support gifts related expenses and are reasonable, proportionate, made in good faith and in compliance with the Company's policies. Customary gifts, meals, entertainment, travel or lodging may never be given or received in return for a favour/ favourable treatment or to refrain from doing something disadvantaging the Company.
- b. It complies with all applicable anti-bribery laws.
- c. It does not include cash or a cash equivalent (such as gift certificates or vouchers).
- d. Considering, the reason and nature of the gift, it is of an appropriate type, value and given at an appropriate time and is given openly, not secretly.
- e. Gifts should not be offered to, or accepted from, Government officials or representatives, or politicians or political parties without seeking an opinion of the Head of HR Department.

4.6 Donations

4.6.1 The Company may make charitable donations that are legal and ethical under Indian laws and practices. No donation must be offered or made without seeking the prior opinion of the Head of HR Department.

4.6.2 Designated Persons may, in their personal capacity, make donations that are legal and ethical under local laws and practices. It is recommended that all such donations or contributions are documented with a receipt.

5. THIRD PARTIES

5.1 Our Company may be held responsible for bribes paid on its behalf by third parties, with severe and often irreparable consequences, even if our Company did not authorize these payments. Therefore, it is critical that we are careful in the selection of agents, that is, those people or companies who act on our behalf. Thus, It is important that intermediaries and third parties who are operating on our behalf shall adhere to the anti-corruption and anti-bribery laws of the country where they operate as well be fully compliant with our set standards.

5.2 All dealings with suppliers, agents, contractors, service providers, intermediaries, consultants, and advisors, 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 and they are expected to act in accordance with the requirements set out in this policy.

5.3 The following should be kept in mind prior to engaging a third party:

5.3.1 appropriate due diligence is conducted and properly documented to ensure that their reputation, background and abilities are appropriate and meet our ethical standards;

5.3.2 formal commitment (in writing) is sought from the third party to ensure compliance of these standards;

5.3.3 appropriate anti-bribery and anti-corruption provisions are incorporated in the contracts in consultation with our Company's Legal team, including the right to audit, as well as a clause on termination, if the partner/party fails to abide by the anti-bribery and anti-corruption terms; and

5.3.4 we must never do anything through a third party that we are not allowed to do by ourselves (**"Proxy Bribing"**).

6. RESPONSIBILITY OF EMPLOYEES OR DESIGNATED PERSONS

6.1 Designated Persons must ensure that they have read and understood this policy and, must at all times comply with the terms and conditions of this policy. Prevention, detection and reporting of bribery is the responsibility of all those working for us or under our control. All employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.

6.2 Employees must notify their Team Head or appropriate member of HR Department as soon as possible if they believe or suspect, or have a reason to believe or suspect, that a breach of this policy has occurred, or may occur in the future. (For example, if a customer or potential customer offers an employee something to gain a business advantage with Gopal Snacks Limited or indicates to an employee that a gift or payment is required to secure their business).

6.3 Any employee or Designated Persons who breaches any of the terms of this policy will face corrective or disciplinary action, which could result in dismissal for gross misconduct. The Company reserves its right to terminate a contractual relationship with other employees and other employed persons, as the case may be if they breach any of the terms and conditions of this policy.

6.4 All employees are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

7. INTERACTION WITH CUSTOMERS

- 7.1 Where a person is responsible for relationships with customers, she/he may entertain customers for bona-fide purposes only in accordance with our Company's policies and code of conduct and records of such entertainment should be maintained.
- 7.2 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 our Company.
- 7.3 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 (for example, selective dissemination of the fact that free products are being provided), and consequently great care needs to be exercised in the deployment of such arrangements.

8. PROCUREMENT PROCESS

- 8.1. Employees must follow our Company's processes and adhere to the system of internal controls around supplier selection. Supplier selection should never be based on receipt of a gift, hospitality or payment. When supplier selection is a formal, structured invitation for the supply of products or services (often called a 'tender'), it is most important we maintain documentation supporting our internal controls. Employees must familiarise themselves with our Company's procurement processes and must adhere to the same.

9. RAISING COMPLAINTS

- 9.1 If you are offered a bribe by a third party, or if you are asked to make a bribe, or if you suspect that you may be asked to commit such a violation, or if you believe that you or anyone else is a victim of any form of unlawful activity, you must comply with this policy.
- 9.2 Designated Persons are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery, you should raise the matter with the Head of the HR Department. Each one of us is responsible to promptly raise issues or concerns about misconduct. The Company will promptly investigate all credible reports of misconduct.

10. RECORD- KEEPING

- 10.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 10.2 All employees must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to review and shall ensure that all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for such expenditure.
- 10.3 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

11. PROTECTION

- 11.1 Designated Persons who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim 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.
- 11.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery, or because of reporting in good faith their suspicion that an actual or potential bribery has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Head of HR Department immediately.

12. TRAINING AND COMMUNICATION

- 12.1 Training on this policy forms part of the induction process for all new employees. All existing employees will receive regular, relevant training on how to implement and adhere to this policy. In addition, all employees will be asked to formally accept conformance to this policy on an annual basis.
- 12.2 Our zero-tolerance approach to bribery must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

13. IMPLEMENTATION AND REVIEW OF POLICY

- 13.1 The head of the HR Department will regularly monitor the effectiveness has primary day-to-day responsibility for review and the implementation of this policy considering its suitability, adequacy and effectiveness. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery.
- 13.2 Management at all levels are responsible for ensuring that those reporting to them are made aware of and understand this policy and, if necessary and appropriate, are given adequate and regular training on it.
- 13.3 The board of directors has overall responsibility for reviewing this Policy and ensuring that this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 13.4 Any amendment or waiver of any provision of this Policy should be approved by the Board of Directors of the Company.
- 13.5 Any suggestions, comments or query on this policy may be addressed to the Head of the HR Department. This policy does not form part of the employees' contract of employment and it may be amended at any time by the Company.
- 13.6 In the event of any conflict between the provisions of this Policy and applicable laws, the provisions of applicable laws shall prevail and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.
