

Prepared by	Viral Joshi
Checked by	Shital Salunkhe
Approved by	Nehal Mehta 

APPENDIX A

Contact Information for Key Compliance-Related Functions/ Departments:

Function/Department	Location	Contact Information
Compliance Officer	Mumbai India	Viral Joshi
Legal Department	Mumbai India	Shital Salunkhe
Finance Department	Mumbai India	Nehal Mehta
Sales and Marketing Department	Mumbai India	Pankaj Kaushik
Human Resources Department	Mumbai India	Rohit Khopkar
Head Ethics	Mumbai India	Mahesh Saboo

APPENDIX B

ABAC Policy- ANJ Turnkey Projects Pvt. Ltd.

Compliance Forms

FORM A	Red Flags
FORM B	Questionnaire for Proposed Third Party Representative
FORM C	Summary of ANJ's Anti-Corruption Policy for Third Party Representatives
FORM D	Due Diligence Checklist for Proposed ANJ's Third Party Representative
FORM E	Sample Anti-Corruption Contract Provisions
FORM F	Certification of Compliance with Ethical Practices
FORM G	White List of Approved Gifts
FORM H	Sample ANJ Gift Log
FORM I	Approval Request Form for Travel/Accommodation for Government Officials
FORM J	Charitable Donation Due Diligence Checklist
FORM K	Sample Pre-Acquisition / Pre-Investment Due Diligence Checklist

FORM A

Representative Red Flags

- ▶ A Government Official recommends that ANJ Turnkey Projects Private Limited (“ANJ”) to engage a specific person or company to act as a sales agent, consultant, distributor, supplier, contractor, or other business partner. The Government Official may have an undisclosed relationship with the third party and may be seeking a personal benefit.
- ▶ A third party requests, without reasonable explanation, fees that are much greater than the market rate for comparable work. A request for unusually high compensation may indicate that part of the fee will be used for improper payments.
- ▶ A third party proposes to be paid a large contingency fee if, for example, a government permit is awarded, an anticipated shipment clears customs quickly, or a favourable regulatory change is achieved. This type of compensation structure can create an incentive for the third party to make an improper payment to achieve a favourable result.
- ▶ A third party requests that payments be made to a different company or person or to a third-country bank account or asks for other unusual financial arrangements. Such an arrangement may indicate an effort to use the funds for an improper purpose or to circumvent regulatory requirements.
- ▶ A sales agent or consultant suggests that because of its close relationships with key Government Officials, only companies that partner with it will be able to secure a government contract, license, permit, customs clearance, or another successful outcome.
- ▶ A third party requests to be paid in cash for services that are typically paid by bank transfer or other non-cash means.
- ▶ A third party requests reimbursement for unusual or unexpected out-of-pocket costs.
- ▶ A third party requests that his or her agreement be kept secret from his or her employer. A third party lacks a track record with the product, field or industry.
- ▶ A third party is not listed in standard industry directories or is not known to people knowledgeable about the industry.
- ▶ A third party lacks suitable skills, facilities or qualified staff to perform its obligations.
- ▶ A background check of the third party and its principals uncovers unusually close links to, or some sort of financial interest held by, a Government Official.
- ▶ A third party refuses to certify that it will not take any action in furtherance of an improper payment. All third parties that do business with ANJ should be prepared to give this standard commercial assurance.
- ▶ A background check of the third party and its principals uncovers evidence or reports of suspicious, unethical or illegal conduct.

FORM B

Questionnaire for Proposed Third Party Representative

This Questionnaire must be completed for Third Party Representatives appointed or hired to: (i) interact with Government Officials on ANJ's behalf; (ii) be involved in sales-related activities as a representative for ANJ; or (iii) otherwise function as an authorized representative of ANJ. The Questionnaire below doesn't apply to persons or entities that are not authorized to act on behalf of ANJ such as agents of ANJ's customers/suppliers of Raw Material and other vendors and counterparties that do not represent ANJ.

The following information will assist ANJ in assessing the qualifications of _____ (the "**Proposed Representative**") to provide services in the country of _____. Your cooperation in completing this form is important to ANJ and is greatly appreciated. Please attach additional sheets of paper as needed.

A. General Background

1. Name of Proposed Representative:

Principal Contact:

Address:

Telephone:

Fax:

E-mail:

Website:

2. Year established:

3. Registration number:

Please attach a copy of your government registration certificate or similar document.

4. Type of entity:

- ☐ Publicly-traded company ☐ Partnership ☐ Individual
☐ Privately-owned company ☐ Government-owned company
☐ Other (describe)

5. Number of employees:

B. Business and Capabilities

6. Please describe Proposed Representative's current business activities:

7. Please describe in detail the experience and the business and capabilities of Proposed Representative that relate to its ability to be of assistance to ANJ.

8. Please list representative clients of Proposed Representative.

9. Please describe specific examples of services that Proposed Representative has performed for its clients. You may do so in a way that does not identify the client at issue.

10. Please attach copies of brochures or other information reflecting Proposed Representative's experience and capabilities.

C. Organization and Leadership

11. Please list the names and addresses of Proposed Representative's officers, directors, and any person who holds a 5% or greater ownership interest (direct or indirect) in Proposed Representative. Attach additional sheets if needed. Include alternate spellings if the name is a transliteration from a language not written in the Roman alphabet. If Proposed Representative is an individual, please so indicate and move to Question #14.

Name	Position(s) (officer, director, owner)	Ownership %

12. Please list the persons who you expect will be principally responsible for Proposed Representative's work on behalf of ANJ.

Name	Position	Role/Responsibility

13. Please list all affiliated business enterprises of Proposed Representative, where there is a direct or common ownership relationship of 25% or more, including a description of the businesses and the location of each principal place of business.

Affiliated Enterprise	Description of Business	Location

14. Has Proposed Representative, any person for listed in Items #11 or #12 above, or any of Proposed Representative's affiliates identified in Item #13 above:

been a defendant in any criminal proceeding, civil litigation, or arbitration related to actual, alleged, possible or potential violation of, or failure to comply with, any laws, regulations, or industry codes governing bribery, money laundering, or other corrupt payments, in the last five years?

☐ Yes ☐ No

been the subject of a criminal investigation related to actual, alleged, possible or potential violation of, or failure to comply with, any laws, regulations, or industry codes governing bribery, money laundering, or other corrupt payments in the last five years?

☐ Yes ☐ No

If you answered Yes to either of the last two questions, please provide a detailed explanation. _____

D. Government Affiliations

15. Does any Government entity have any ownership interest, other financial interest, or management role in Proposed Representative?

☐ Yes ☐ No

If Yes, please describe.

16. Do any of the following individuals currently hold any position with a Government, a Government agency, an international organization, an enterprise owned in whole or in part by a Government, or a political party; or are any of the following a candidate for public office?

- The Proposed Representative, if an Individual •

Any person listed in Items #11 and #12 above

- Any officer, director or owner of one of Proposed Representative's affiliates identified in Item #13, if any
- Any immediate family member (spouse, dependent children, and dependent parents) of any of the persons above.

☐ Yes ☐ No

If Yes, please identify all such individuals, their positions, and the corresponding Governments, agencies, organizations, enterprises and/or parties.

Name	Position in Proposed Representative	Position in Government / Agency / Organization / Enterprise / Party

17. If the Proposed Representative is a subsidiary of another corporation or other entity, please provide the same information requested in Items #11, #14, #15, and #16 for the parent corporation or entity.
18. Has Proposed Representative or any of the persons listed in Items #11 or #12 above ever served as a Government Official, or been employed by a Government or a Government-owned company in the past 3 years?

☐ Yes ☐ No

If you answered Yes, please provide the following information for each such person.

Name	Government position(s)	Period of service

E. References

19. Please provide the names of at least two commercial enterprises with which you have worked previously, and the name of a person at each of these enterprises who is familiar with the work that you did with his or her employer. By providing this information you authorize ANJ to contact the persons identified.

Name of Enterprise:

Contact Person:

Position:

Address:

Telephone:

E-mail:

Name of Enterprise:

Contact Person:

Position: Address:

Telephone:

E-mail:

20. Provide details of any business dealings that Proposed Representative has had with any ANJ unit.

21. Please provide wire transfer information for Proposed Representative that would be used in the event Proposed Representative is engaged:

Bank Name:

Bank Address:

Country where bank is located:

Account Name:

Account Number:

SWIFT Code:

ABA Number:

F. Ethical Business Practices

22. Attached to this Questionnaire is a copy of the ANJ Ethics & Code of Conduct Policy and the Summary of ANJ's ABAC Policy.

Will Proposed Representative be able to satisfactorily perform its responsibilities under its agreement with ANJ, and at all times act in a manner that is consistent with ANJ's ABAC policies?

☐ Yes ☐ No

If No, please explain.

23. Does Proposed Representative have a policy addressing bribery or other corrupt practices?

☐ Yes ☐ No

If Yes, please attach a copy.

24. Certification: I certify that the information above is true, accurate and complete as of this date. I agree to notify ANJ promptly should there be a material change in any of the information provided herein.

Signature: _____ Date: _____

Name: _____

Position: _____

FORM C

Summary of ANJ's Anti-Bribery and Anti-Corruption Policy ("ABAC Policy") for Third Party Representatives

The Indian Prevention of Corruption Act 1988 prohibit ANJ, its officers and employees, and ANJ's agents and representatives from engaging in corruption and bribery when dealing with government officials or other companies or individuals in the course of its business activities.

While specific anti-corruption laws apply to each jurisdiction where ANJ is engaged in business activities, the general rule to be followed is straightforward:

No ANJ officer, director, employee, agent, or other representative worldwide may, directly or indirectly:

- offer or give anything of value to a government official or any other person as an incentive to, or in exchange or as a reward for, obtaining an improper business advantage for ANJ; or
- give or accept anything of value that is intended to induce the recipient to violate his/her duty of loyalty to his/her employer.

The ANJ Ethics & Code of Conduct Policy requires:

ANJ employees should carry out their duties based on honesty and fairness, seeking to foster a sound business culture. While performing their duties, ANJ employees must not accept any form of improper benefit from interested parties that may obstruct fair judgment. Employees should refrain from any immoral or unethical behaviour as prescribed by social norms in performing their duties and in living their personal lives.

We require our agents and other representatives to adhere to this same standard of conduct. This applies to all activities that agents and other representatives carry out for or on behalf of ANJ that involve government officials or other counterparties, including the provision of:

- Gifts
- Travel and accommodation
- Meals, entertainment and hospitality

- Charitable contributions

The term “government official” is very broad and includes: (i) an officer or employee of any governmental entity; (ii) an elected official; (iii) an officer or employee of any government- owned or government-controlled company; (iv) a candidate for political or elected government office or a party official; (v) an officer, employee, or representative of a public international organization; and (vi) a private person acting in an official capacity for or on behalf of a governmental entity or a public international organization.

What are the consequences if I violate this policy?

ANJ will terminate your agreement.

What should I do if I am uncertain whether an activity would violate this rule?

You should immediately contact the senior ANJ employee with whom you work. You should not act until you have consulted with ANJ.

Business is conducted very differently in my country. Small payments are customary. Why am I required to comply with this policy?

As a representative of ANJ, you are expected and required to conduct business in an ethical manner. ANJ may be held responsible if its agents and third party representatives act in a manner that violates this policy.

How can I learn more about ANJ’s ABAC policy and my responsibilities under that policy?

ANJ will provide ABAC compliance training to you as needed.

FORM D

Due Diligence Checklist for Proposed ANJ Third Party Representative

Directions:

Section A must be completed by the manager responsible for the engagement, or his or her designee.

Section B must be completed by the manager responsible for the engagement.

Section C must be completed by the Chief Compliance Officer.

Section A: Due Diligence

- 1. Name of Proposed Third Party Representative (“Proposed Representative”):**
- 2. Proposed Representative will serve as a:**
 - ☐ Sales Agent
 - ☐ Consultant
 - ☐ Distributor
 - ☐ Other (describe)
- 3. Attach a completed copy of the Proposed Representative Questionnaire (Form B).**
- 4. Speak with the Company employee(s) who suggested engaging the Proposed Representative. Provide their answers to the following questions.**
 - a. How did the Proposed Representative first come to ANJ’s attention?
 - b. What services will the Proposed Representative provide?
 - c. Explain the commercial rationale for engaging the Proposed Representative.
 - d. Describe the Proposed Representative’s relevant contacts with customers and governmental regulatory bodies, if any, and the source(s) of this information.
 - e. Is the employee aware of any information suggesting that the Proposed Representative has engaged in illegal or unethical conduct in the past?
Yes ☐ No ☐
If Yes, explain.
 - f. Does the employee believe that the Proposed Representative would comply with a contractual commitment not to pay bribes?
Yes ☐ No ☐
Explain.

- g. Are you aware of any ANJ employees who are more familiar with the Proposed Representative's business and reputation?

Yes ☐ No ☐

If Yes, interview those employees and also obtain their answers to the questions above.

5. Review the website of the Proposed Representative, if available.

- a. Does the substance of the website suggest that Proposed Representative is an established company?

Yes ☐ No ☐

If No, explain.

- b. Does anything on the website call into question the accuracy of the information provided by Representative in the Proposed Representative Questionnaire?

Yes ☐ No ☐

If Yes, explain.

- c. Is there anything else about the website that you believe may be relevant to this due diligence? Anything unusual?

Yes ☐ No ☐

If Yes, explain.

6. Perform the following tasks:

- Run the names of the Proposed Representative and Proposed Representative's employees who are expected to be involved in the engagement with ANJ, and any other persons or entities identified in the Proposed Representative Questionnaire (including any alternate spellings) through Google or a comparable Internet search engine. Review information obtained.

Date completed: _____

- For agents, consultants and other third parties that are expected to interact with government officials on ANJ's behalf, run the names of the Proposed Representative, Proposed Representative's employees who are expected to be involved in the engagement with ANJ, and any other persons or entities identified in the Proposed Representative Questionnaire (including any alternate spellings) through a database of newspapers and periodicals. Review information obtained.

Date completed: _____

Do these materials indicate:

- a. that Proposed Representative or any persons or entities affiliated with it may have been involved in improper activity of any sort?

Yes ☐ No ☐

If Yes, describe.

- b. that the Proposed Representative, Proposed Representative's employees who are expected to be involved in the engagement with ANJ, or any other person or entity identified in the Proposed Representative Questionnaire responses, holds any position with any government, any agency or instrumentality of any government, any enterprise in which a government owns an interest, any political party, or any public international organization?

Yes ☐ No ☐

If Yes, describe.

- c. that the Proposed Representative, Proposed Representative's employees who are expected to be involved in the engagement with ANJ, or any other persons identified in the Proposed Representative Questionnaire, is a candidate for political office?

Yes ☐ No ☐

If Yes, describe.

7. **Attach copies of any web pages, news articles, or other documents that you have reviewed and that you believe are relevant to assessing (i) the reputation and integrity of Proposed Representative or (ii) Proposed Representative's relationships with government officials.**

Date completed:

Summary of results:

8. **Reference Check: Speak with the references identified in the Proposed Representative Questionnaire. Based on your discussions:**

- a. Do any of the references have reason to believe that the Proposed Representative would be anything other than completely honest in its business dealings?

Yes ☐ No ☐

If Yes, explain.

- b. Do any of the references have reason to believe that the Proposed Representative would violate a commitment not to bribe employees of customers or governmental bodies?

Yes ☐ No ☐

If Yes, explain.

9. **Attach a standard due diligence report from a service, that provides information on the Proposed Representative available from public records.**

- a. Do public records confirm or contradict representations made by the Proposed Representative concerning its business (location, size, owners, etc.) in the Proposed Representative Questionnaire?

Explain.

- b. Does the report indicate that the Proposed Representative has been involved in any criminal or other legal proceedings?

Yes ☐ No ☐

If Yes, explain.

- c. Does the report contain any other information that raises a question about Proposed Representative's integrity?

Yes ☐ No ☐

If Yes, explain.

10. **Provide the following information about compensation:**

- a. Would the Proposed Representative receive compensation that is higher than the normal rate for such services?

Yes ☐ No ☐

If Yes, explain (i) the nature of the additional compensation and (ii) what justifies the extra compensation.

- b. Apart from standard sales commissions based on approved company schedules, would any part of the Proposed Representative's compensation be contingent upon the occurrence of any future event (for example, a success fee linked to a desired outcome)?

Yes ☐ No ☐

If Yes, provide the amount of the contingent compensation, describe the contingency, and explain the reason why compensation has been structured in this manner.

11. **Have other ANJ business units had any dealings with the Proposed Representative?**

Yes ☐ No ☐

If Yes, check with those business units and describe the nature of the dealings.

12. **Attach a copy of the draft agreement with the Proposed Representative.**

13. **Are any of the following circumstances present?**

- A government official recommends that ANJ engage a specific person or company to act as a sales agent, consultant, distributor, supplier, contractor, or other business partner.
Yes ☐ No ☐
- A third party requests, without reasonable explanation, fees that are much greater than the market rate for comparable work.
Yes ☐ No ☐
- A third party proposes to be paid a large contingency fee if, for example, a government permit is awarded, an anticipated shipment clears customs quickly, or a favorable regulatory change is achieved.
Yes ☐ No ☐
- A third party requests that payments be made to a different company or person or to a third-country bank account, or asks for other unusual financial arrangements.
Yes ☐ No ☐
- A sales agent or consultant suggests that because of its close relationships with key government officials, only companies that partner with it will be able to secure a government contract, license, permit, customs clearance, or another successful outcome.
Yes ☐ No ☐
- A third party requests to be paid in cash for services that are typically paid by bank transfer or other non-cash means.
Yes ☐ No ☐
- A third party requests reimbursement for unusual or unexpected out-of-pocket costs.
Yes ☐ No ☐
- A third party requests that his or her agreement be kept secret from his or her employer.
Yes ☐ No ☐
- A third party lacks a track record with the product, field or industry.
Yes ☐ No ☐
- A third party is not listed in standard industry directories or is not known to people knowledgeable about the industry.
Yes ☐ No ☐
- A third party lacks suitable skills, facilities or qualified staff to perform its obligations.

Yes ☐ No ☐

- A background check of the third party and its principals uncovers unusually close links to, or some sort of financial interest held by, a government official.
Yes ☐ No ☐
- A third party refuses to certify that it will not take any action in furtherance of an improper payment.
Yes ☐ No ☐
- A background check of the third party and its principals uncovers evidence or reports of suspicious, unethical or illegal conduct.
Yes ☐ No ☐
- Are there any other facts or circumstances that deviate from normal business norms or otherwise present “red flags”?
Yes ☐ No ☐

If the answer to any of the questions above is Yes, or if you have any other reason to question whether Proposed Representative will abide by its anti-corruption obligations, then you must consult with the Legal Department before entering into an agreement with Proposed Representative.

Signature: _____ Date: _____

Name: _____

Position: _____

Section B: Approval of Investigation
(to be completed by the manager responsible for the engagement)

I have reviewed the foregoing information and collected supporting information as necessary, in order to assess whether this proposed transaction complies with ANJ’s ABAC Policy. Based on my review I recommend that the request to engage this third party be

☐ APPROVED ☐ DENIED

Signature: _____ Date: _____

Name: _____

Position: _____

Section C: Approval of Representative
(to be completed by the Chief Compliance Officer)

I have reviewed the foregoing information, including the Questionnaire for Proposed Third Party Representative and collected supporting information as necessary, in order to assess whether this transaction complies with ANJ's ABAC policy. I have not found any information or inconsistencies that raise concerns for compliance. Based on my review this transaction is

☐ APPROVED ☐ DENIED

Signature: _____ Date: _____

Name: _____

Position: _____

FORM E

Sample Anti-Corruption Contract Provisions

Compliance with Good Ethical Practices

**1. Certain Representations, Warranties and Covenants.[Representative.....]
represents, warrants, and covenants to ANJ, that:**

- 1.1 [Representative.....] is licensed, registered and qualified under local law, regulations, policies, and administrative requirements to do business and, to the extent required by applicable law, has lawfully obtained licenses or completed such registrations as may be necessary or required by law to provide the services encompassed within the Agreement;
- 1.2 In carrying out its responsibilities under this Agreement, [Representative.....] shall not, directly or indirectly, offer, give, promise to give, or authorize the giving of any financial or other advantage, or anything else of value:
- i. to (A) any Government Official, including (i) any official or employee of any government, or any department, agency, instrumentality or political subdivision thereof or (ii) any political party or official thereof, or to any candidate for political office; (B) any other person at the request of or with the assent or acquiescence of any Government Official; or (C) any official or employee of any public international organization, in each case ((A), (B) and (C)), for the purpose of (1) influencing or rewarding any act or decision of the recipient in his official capacity, or (2) inducing the recipient to do or omit to do any act in violation of his lawful duty, or (3) securing an improper advantage, or (4) inducing the recipient to use his or her influence with a government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality; or
 - ii. to an officer, employee, agent, or representative of another company or organization, with the intent to improperly influence or reward the recipient's action(s) in connection with performing a function improperly in connection with the Company's business interests, or to induce or reward the improper performance of the person's duties in order to obtain or retain business or an advantage in the conduct of business for ANJ or [Representative.....].

- 1.3 No financial or other advantage has been offered, given, promised, or authorized as described in [paragraph „1.2“ of this Article] by [Representative.....], prior to the date of this Agreement, in connection with business for ANJ.
- 1.4 [Representative.....] has not received any notice, subpoena, demand, or other communication (whether oral or written) from any governmental authority at any time in the last five (5) years regarding [Representative.....]’s actual, alleged, possible or potential violation of, or failure to comply with, any laws, regulations, or industry codes governing bribery, money laundering, or other corrupt payments and, to its best knowledge, [Representative.....] is not now, and has not been at any time in the last five (5) years, the subject of any governmental investigation, audit, suit, or proceeding (whether civil, criminal, or administrative) regarding its violation of, or failure to comply with, any such laws, regulations, or industry codes governing bribery, money laundering, or other corrupt payments.
- 1.5 In carrying out its responsibilities under this Agreement, [Representative.....] shall at all times be bound by and strictly comply with all applicable laws and regulations concerning corrupt practices or which in any manner prohibit the offer, giving or promise to give any financial or other advantage, or anything else of value, to (i) any Government Official, or official or employee of a public international organization, or (ii) any person to induce or reward the improper performance of the person’s duties.

2. Invoicing and Books & Records

- 2.1 [Representative.....]’s invoices to ANJ shall fairly and accurately describe the nature of any services provided under this Agreement.
- 2.2 [Representative.....] shall maintain true, accurate and complete books and records necessary to demonstrate compliance with this Article.
- 2.3 In addition to any other rights provided under the Agreement, in the event that ANJ in good faith believes that [Representative.....] may not be in compliance with this Article, upon ANJ’s request, [Representative.....] shall provide ANJ with access to the books and records maintained by [Representative.....] in accordance with [paragraph “2.2” of this Article] and ANJ shall have the right to audit such books and records.

3. Notification and Certification

- 3.1 [Representative.....] shall promptly notify ANJ of (a) the occurrence of any fact or event which [Representative] suspects could render any representation, warranty, covenant or undertaking in this Article incorrect or misleading; (b) any notice, subpoena, demand, or other communication (whether oral or written) from any governmental authority regarding [Representative.....]'s actual, alleged, possible, or potential violation of, or failure to comply with, any laws or regulations governing bribery, money laundering, or other corrupt payments; and (c) any governmental investigation, audit, suit, or proceeding (whether civil, criminal, or administrative) regarding [Representative.....]'s violation of, or failure to comply with, any such laws or regulations.
- 3.2 Annually and at such other times as may be reasonably requested by ANJ, [Representative] shall execute and deliver to ANJ a Certificate of Compliance with Ethical Practices (a "Certificate of Compliance") that confirms [Representative.....]'s continued compliance with the provisions of this Article.

4. Termination

- 4.1 Notwithstanding anything to the contrary in this Agreement, ANJ may, in its sole discretion and in addition to its other remedies under this agreement or available in law, equity or otherwise, immediately terminate this Agreement in the event that ANJ should receive information which it reasonably determines to be evidence of a breach by [Representative.....] of any representation, warranty or covenant set forth in this Article. Any termination of this Agreement by ANJ pursuant to this section shall be treated as a termination for breach and the consequences set forth in Section 4.2 shall apply.
- 4.2 In the event of a termination of this Agreement in its entirety, ANJ shall have no liability to [Representative.....] for any fees, reimbursements or other compensation under this Agreement, including for services previously performed, and [Representative] shall defend and indemnify ANJ for any third-party loss, cost, claim, or damage resulting from the breach of this Article and ANJ's termination of this Agreement.

5. Limitations.

5.1 In no event shall ANJ be obligated to take any action under this Agreement if ANJ, acting in good faith and in its sole discretion, believes that to do so would cause ANJ to be in violation of any nation's or territory's laws, including the Indian Prevention of Corruption Act 1988

FORM F

CERTIFICATION OF COMPLIANCE WITH ETHICAL PRACTICES

INSTRUCTIONS: Please complete the form below and return it to ANJ.

1. Name of representative: _____ (the "Representative").
2. Representative previously completed and submitted to ANJ a "Questionnaire for Proposed Third Party Representative" that provided information about Representative's capabilities, owners and key personnel, relationships with government officials, and commitment to ethical practices.

☐ Yes ☐ No

(If you checked „No,“ please complete the "Questionnaire for Proposed Third Party Representative.")

3. The undersigned has carefully reviewed Representative's Questionnaire responses and hereby certifies, as of the date hereof, that all of the Questionnaire responses are true, correct and complete as of the date hereof

☐ Yes ☐ No

Date of Questionnaire: _____

(If you checked „No,“ please attach a separate sheet and list any updates to the information provided in Representative's Questionnaire responses.)

4. The undersigned hereby certifies, as of the date hereof, that in carrying out its responsibilities under this Agreement, [Representative] has not, directly or indirectly, offered, given, promised to give, or authorized the giving of any financial or other advantage, or anything else of value:

i. to (A) any official or employee of any government, or any department, agency, instrumentality or political subdivision thereof ("Government Official"); (B) any political party or official thereof, or to any candidate for political office ("Government Candidate"); (C) any other person at the request of or with the assent or acquiescence of any Government Official or Government Candidate; or (D) any official or employee of any public international organization, in each case ((A), (B), (C) and (D)), for the purpose of (1) influencing or rewarding any act or decision of the recipient in his official capacity, or (2) inducing the recipient to do or omit to do any act in violation of his lawful duty, or (3) securing an improper advantage, or (4) inducing the recipient to use his or her influence with a government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality; or

ii. to an officer, employee, agent, or representative of another company or organization, with the intent to improperly influence or reward the recipient's action(s) with respect to his or her company's or organization's business, or to gain a commercial benefit to the detriment of the recipient's company or organization, or to induce or reward the improper performance of the person's duties in order to obtain or retain business or an advantage in the conduct of business for ANJ or [Representative].

I certify that the information above is true, accurate and complete, and that I am authorized to execute and deliver this certification in the name of Representative.

Signature: _____ Date: _____

Name: _____

Position: _____

FORM G

White List of Approved Gifts

The following items are of modest value and typically exhibit a ANJ logo or are customary gifts and therefore may be given without prior approval.

- ANJ Group standard textile products, such as:
 - o Bed sheets
 - o Pillowcases
 - o Towels
 - o Bath Rugs
- Pens, calendars, diaries and other miscellaneous stationery items
- Box of sweets or dried fruit
- ANJ-branded souvenirs and mementos, and religious statues

The Chief Compliance Officer may amend this list from time to time.

FORM H

Sample ANJ Gift Log

Sr. No.	Recipient's Name and Title	Description of Gift	Gift on White list or modest value bearing ANJ Logo	Occasion for Gift	Date gift is made	Gift Value	Approval Sign

FORM I

Approval Request Form for Travel/Accommodation (Boarding and Lodging) for Government Officials

All travel, accommodation and related expenses exceeding INR 15,000 for operations in India that are incurred on behalf of any Government Official or other counterparties must be approved in advance by the Finance Department at the relevant location.

Section A: Information Concerning the Proposed Travel

(To be completed by the ANJ employee in contact with the proposed traveling Official)

1. Identify the Government Official(s) whose travel/accommodation expenses would be paid by ANJ. Use additional sheets of paper if needed.

Name of Government Official	Government Agency/Department	Position/Title

2. Description of proposed travel/accommodation:

- a. city and country of origin:
- b. city and country of destination:
- c. duration:

3. Summary of anticipated budget:

Expenditure	Number of persons	Cost per person	Total cost
Airfare			
Hotels			
Ground transportation			
Meals			
Other (please describe in detail)			
Total Budget:			

4. Please indicate the travel and accommodation standards.

Airline: Economy ☐ Business ☐

Train: Second A/C ☐ First A/C ☐ Other ☐

Ground Transportation: ☐ Taxi ☐ Other(describe) ____

Hotel: ☐ Tourist ☐ Business ☐ Other

5. Describe in detail the purpose of the proposed trip.

6. Describe how the Government Officials identified above were selected and who selected them.

7. Would ANJ share the cost of these travel expenses with any other person or company?

☐ Yes ☐ No

If Yes, please identify the person or company, and explain how the costs would be shared and why.

8. Other than normal business meals, would the trip include any entertainment that would be paid for by ANJ?

☐ Yes ☐ No

If Yes, explain.

9. Please discuss the circumstances of this trip with the ANJ employees who have been consulted about the proposed travel. Based on the information you collect, review the following statements and confirm all that apply:

a. No immediate family members (spouse, dependent children, and dependent parents) or friends of the Government Officials identified above would travel at ANJ's expense.

☐ Confirmed ☐ Cannot confirm

b. The itinerary does not include any stops at locations where ANJ has no office, facility, or other ongoing operation.

☐ Confirmed ☐ Cannot confirm

c. No per diem payment would be made in connection with the proposed travel.

☐ Confirmed ☐ Cannot confirm

d. To your knowledge, the Government Officials would not be reimbursed by another party for the costs of the travel.

☐ Confirmed ☐ Cannot confirm

e. Based on your investigation, the travel and related expenses described above were neither offered nor sought in exchange for influencing any act or decision of any Government Official, or inducing any government official to do or omit to do any act in violation of a lawful duty, or securing any improper advantage for ANJ.

☐ Confirmed ☐ Cannot confirm

If you were unable to confirm any of the questions above, please explain why.

10. Please attach to this request:

- A copy of the proposed itinerary, if any.
- Any written communications that you have had with Government Officials concerning the proposed travel, if any.

I certify that the information above is true and accurate to the best of my knowledge.

Signature: _____ Date: _____

Name: _____

Position: _____

Section B: Approval

(To be completed by the Finance Department at the relevant location)

I have reviewed the foregoing information and collected supporting information as necessary, in order to assess whether this travel/accommodation request complies with ANJ's ABAC policy.

Based on my review this transaction is

☐ APPROVED ☐ DENIED

Signature: _____ Date: _____

Name: _____

Position: _____

FORM J

Charitable Donation Due Diligence Checklist

(to be completed for all Government-related donations that are not routed to ANJ for processing)

Section A: Information About the Request

(To be completed by the ANJ employee proposing that the donation be made)

1. Name of Proposed Recipient:
2. Describe Proposed Recipient's activities:
3. Summary of the request:
 - a. Amount/Item requested:
 - b. Purpose of donation:
 - c. Person who requested the donation:
4. Attach to this checklist the written request for a donation. (A Government-related donation will not be approved without a written request.)
5. Has Proposed Recipient received any donations from ANJ in the past? ☐ Yes ☐ No
If Yes, describe.
6. Explain why it is in ANJ's interest to make the requested donation.
7. Is Proposed Recipient affiliated with any Government Entity?
☐ Yes ☐ No
Please explain your answer.
8. In the chart that follows, list all of the Government Officials who have communicated with ANJ concerning the requested donation, or who are known supporters of or affiliated with Proposed Recipient. Then, describe the relationship between each Government Official and the Proposed Recipient. Use additional sheets of paper as needed. (The definition of a "Government Official" is contained in Part 3 of the ANJ ABAC policy).

Name of Government Official	Position/Title	Describe Relationship with Proposed Recipient

9. Has anyone stated or implied that ANJ will either (i) receive some sort of benefit if the donation is made, or (ii) suffer adverse governmental action if the requested donation is not made?

☐ Yes ☐ No

Please explain your answer.

10. Based on your examination of this request, do you believe that a Government Official may benefit personally in some way if this donation is made? ☐ Yes ☐ No

Please explain your answer.

Signature: _____ Date: _____

Name: _____

Position: _____

Section B: Donation Review and Approval

(To be completed by the Chief Compliance Officer)

11. Does the file contain adequate information to evaluate this request for compliance with the procedures in the ANJ ABAC Policy?

☐ Yes ☐ No

If No, describe the additional information that is needed, and return this form to the person who signed the request?

12. Is the requested donation consistent with the policies set forth in the ANJ ABAC policy?

☐ Yes ☐ No

13. Is the size and/or type of the request reasonable given its intended use?

☐ Yes ☐ No

14. Based on review of this request, is there any reason to believe that this donation, even if lawful, might embarrass ANJ if it were disclosed, or might otherwise create the appearance of impropriety?

☐ Yes ☐ No

DONATION IS: ☐ APPROVED ☐ DENIED

Signature: _____ Date: _____

Name: _____

Position: _____

FORM K

Sample Pre-Acquisition / Pre-Investment Due Diligence Checklist

This checklist is designed to assist you in incorporating ABAC components into pre-acquisition or pre-investment due diligence.

While this sample checklist illustrates several important areas of inquiry, every due diligence process must be tailored to account for the specific risks that are likely to face the Target, the level of perceived corruption in the foreign market(s) where the Target does business, the Target's product and customer mix, the Target's sales practices, and other factors specific to the Target.

You should consult the Chief Compliance Officer for further guidance on conducting pre-acquisition anti-corruption and international trade due diligence, and on incorporating ABAC contractual provisions in any transactional contract documents.

I. Target's Business

- In which countries does Target operate? What types of entities does it have in each country (e.g., subsidiary, joint venture, franchise, distributor network, etc.)?
- What types of products or services does Target provide throughout the world?
- Is Target subject to the Indian Prevention of Corruption Act 1988? The U.S. Foreign Corrupt Practices Act? The UK Bribery Act? Other anti-corruption laws?

II. Target's Compliance Infrastructure

Does Target have (obtain if available):

- A code of business conduct / ethics?
- A written anti-corruption policy or compliance guide?
- A written international trade policy or compliance guide?
- Organizational charts for all of Target's affiliated entities?
- A product matrix identifying all products and technologies that may be sensitive (in terms of end-use or dual-use) and/or subject to applicable export controls laws?

Does Target have any additional policies, controls, or written SOPs specifically addressing (obtain if available):

- Use of consultants, agents, sales representatives, distributors, and other third parties (examples: due diligence requirements, multiple party approval procedures, certification requirements etc.)?

- Entering into other types of business partnerships, such as joint venture arrangements?
- Gifts (incoming and outgoing)?
- Meals and entertainment (incoming and outgoing)?
- Travel expenses?
- Charitable donations?
- Political contributions?
- Acquisitions?
- Cash transactions, including petty cash and cash advances?
- Business with certain sanctioned and restricted countries, governments, entities and individuals?
- Exports and transfers of products, components, software and technical information?

What procedures, if any, does Target use to screen international transactions against the various lists of restricted parties maintained by national governments? Please provide a copy of any existing policy documents describing these screening procedures.

Does Target provide:

- Anti-corruption or international trade training to its employees and if so, how often and for how long has this training been offered?
- A mechanism for employees to make anonymous reports of potential improper conduct and if so, how far back are records available and can corruption-related complaints be identified (obtain if available)?

III. Audit and Investigation

- Describe all matters that came to Target's attention in the last five years that involved possible violations of its anti-corruption or international trade policy and/or possible violations of anti-corruption and international trade laws, or that relate to potential weaknesses in the company's financial controls.
 - For each such instance: explain/describe how the matter came to Target's attention; steps taken to determine whether Target's policy and/or applicable law in fact, had been violated; corrective measures taken where Target determined violations of Target's policy and/or applicable law occurred; and resulting employee termination or discipline.
- Have Target's internal audits identified any deficiencies or noted any exceptions relating to corruption or anti-corruption-related controls and international trade-related controls during the past 5 years? If so, were any steps taken to address those deficiencies?

- Describe any reports that Target made to government authorities in the last five years that dealt in any way with alleged corruption, fraud or violation of international trade laws (including any self-disclosures of potential violations).
- Within the last 5 years has Target received any subpoenas or requests for information from any law enforcement authorities and is Target currently under investigation for any matters relating to corruption or trade-related matters?
- Have any employees been fired or disciplined during the past 5 years for making payments or giving anything else of value to customers, government officials, or other third parties?

IV. Target's Agents / Sales Reps / Distributors

- Provide a list of all Target's agents / sales reps / distributors and countries in which they are based and operate.
- Did these third parties undergo any vetting process before agreements were signed with them? If so, describe.
- Is there a standard commission schedule for third parties that are paid on a commission basis and if so, how was it developed?
- Does Target ever pay commissions that deviate from the established schedule and if so, under what circumstances are deviations allowed, who is authorized to approve such deviations and is it possible to identify these instances?
- Does Target pay commissions to any third parties other than pursuant to a written agreement and if so, under what circumstances and is it possible to identify these instances?
- Is there a standard discount schedule for third parties that purchase Target's products at a discount to list price and if so, how was this schedule developed?
- Does Target ever offer discounts that deviate from the established schedule and if so, under what circumstances, who is authorized to approve such deviations and is it possible to identify these instances?
- Does Target sell to distributors other than pursuant to a written agreement and if so, under what circumstances and is it possible to identify these instances?
- Are relationships with third-party sales representatives governed by written agreements? If so, which of the following clauses do the agreements contain: (i) commission structures / purchase discounts; (ii) anti-bribery reps / warranties / undertakings; (iii) audit rights; (iv) termination / cancellation provisions in the event of suspected bribery;
- Do agents / sales reps / distributors receive anti-corruption training? How often? Is it possible to identify which have been trained, and when that training occurred?

- Has Target ever terminated an agent / sales rep / distributor for corruption-related concerns? If so, what were the circumstances?

Government ties:

- Are any of the agents / sales reps / distributors (or their principals) employed by a foreign government or government-owned entity; related to a foreign government official; a member of a royal family; or known to do consulting work for a foreign government? If so, provide information.
- Do any of the agents / sales reps / distributors handle sales to government customers, or to state-owned enterprises? If so, which ones?

V. Target's Current Joint Ventures / Other Key Partners

Identify all of Target's joint ventures. For each please provide the following information:

- Selection & Vetting:
 - Date JV was established; whether the JV partner was vetted from an anti-corruption or international trade perspective and if so, the process for vetting and any records of documentation maintained.
 - Please provide copies of all agreements with the JV partner and all due diligence files (if any).
- Government ties:
 - Is the JV partner a government entity or a state-owned company?
 - Are any of the principals of the JV partner employed by a foreign government or government-owned entity; known to be related to a foreign government official; a member of a royal family; or known to do consulting work for a foreign government? If so, provide information.
 - Does the JV partner or any of its senior leaders have any other affiliation with a government entity? With any state-owned enterprise?
 - Is JV partner responsible for any of the following in connection with Target's business: dealing with regulators / obtaining permits; government relations; sales to government or state-owned customers; or other interactions with government officials /state-owned enterprises?
- Control: How is control of the JV divided between Target and the JV partner?
- Compensation: How do Target and the partner share in the profits of the JV?
- Third Parties:
 - Do any of the JVs engage third parties such as agents, sales reps, or distributors? If so, please answer the questions in Part IV above with regard to the engagement of those third parties.

- Do any of the JVs engage consultants? If so, please answer the questions in Part VI below with regard to the engagement of those consultants.

VI. Consultants

- Has Target used consultants to perform any services that require interacting with government officials (e.g., for obtaining permits, customs clearance, tax issues, etc.)?
- Were these consultants vetted from an anti-corruption perspective? If so, describe the due diligence process and review and approval procedures and provide related materials (e.g., checklists, background checks, etc.).
- Do the agreements with consultants clearly describe the services to be provided, provide compensation at fair market value for services, and contain standard anti-bribery reps and warranties? Please provide copies of agreements with these consultants.
- How were these consultants compensated, are there any success fees or other outcome-related payments, and any unusual payments (e.g., payments in cash or to third-country bank accounts)?
- Are any of the consultants employed by a foreign government or government-owned entity; known to be related to a foreign government official; a member of a royal family; or known to do other consulting work for a foreign government? If so, describe.

VII. Government Customers

- Provide the following formation for the Target's largest non-India government / state-owned customers: name; market; products; and sales volume.
 - For each, how is the sales relationship handled? Direct sales?
Distributor? Sales Agent?
Other?

VIII. Employment Issues

Are any individuals on Target's payroll employed by a foreign government or government-owned entity; known to be related to a foreign government official; a member of a royal family; or known to do other consulting work for a foreign government?