



**ANTI-BRIBERY AND CORRUPTION POLICY**

**ECOM EXPRESS PRIVATE LIMITED**

## I. INTRODUCTION

Adherence to good corporate governance and managing its affairs in a fair, honest, ethical, transparent and legal manner is an integral part of the philosophy of Ecom Express Private Limited ("**Company**"). The Company is therefore committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates, and to implementing and enforcing effective systems to counter bribery. This includes compliance with all applicable laws, domestic and foreign, prohibiting improper payments, gifts 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.

Furtherance to its philosophy, the Company formulates this Anti-Bribery and Corruption Policy ("**Policy**") to ensure that no employee of the Company shall indulge in, and the Company shall take reasonable steps to ensure that its Third Party Representatives (*as defined hereinafter*) do not indulge in, any act of bribery, extortion or corruption with any government officials or any person for or on behalf of the Company.

The Company upholds all laws relevant to countering bribery and corruption as applicable to the Company in the conduct of its business including, wherever applicable, the U.S Foreign Corrupt Practices Act, 1977 ("**FCPA**"), and the Indian Prevention of Corruption Act, 1988 ("**PCA**").

The FCPA prohibits the bribery of foreign officials. As a domestic concern of the United States, Warburg Pincus, its portfolio companies, and joint ventures are subject to the FCPA. Additionally, as a company doing business in India through an investment in the Company, Warburg Pincus, its portfolio companies and joint ventures are also subject to the PCA. Warburg Pincus, its portfolio companies, and joint ventures must therefore abide by the FCPA and PCA by prohibiting corrupt and other unlawful payments by the Company, its employees and Third-Party Representatives (as defined below).

## II. SCOPE

The Company shall abide by the provisions of the FCPA and PCA, summarized below, by prohibiting corrupt and other unlawful payments by the Company, its directors, officers and employees and all others subject to the Policy.

This policy applies to all directors, officers and partners of the Company, and any entity in which the Company has a greater than 50% interest, earns over 50% of the profits (or capital or beneficial interest), or holds over 50% of the seats on the board; any entity in which the Company has any other type of controlling power. This policy also applies to any other individual or entity acting for or on behalf of the Company. For entities in which the Company does not have a controlling interest, the Company should use its best efforts to implement this policy and the relevant procedures.

## III. PROHIBITION OF BRIBERY

Generally, anti-bribery laws like the FCPA and PCA prohibit paying, offering, authorizing or promising to pay or accepting Anything of Value with the intention of inducing or influencing a Government Official or political party to improperly use their position, in order

to assist the Company in obtaining or retaining business, directing business to any person, or securing an improper advantage in the conduct of business.

Likewise, the Company condemns and prohibits its employees from paying, offering, authorising or promising to pay, directly or indirectly, Anything of Value to any other person—such as a third-party representative—at the request of a Government Official or political party or while suspecting or having reason to believe that the payment or promise to pay will be offered or given to any Government Official or political party for the purposes of inducing or influencing a Government Official or political party to improperly use their position, in order to assist the Company in obtaining or retaining business, directing business to any person, or securing an improper advantage in the conduct of business.

This policy prohibits payments described above, those made with a corrupt purpose, to any individual, regardless of whether such individual is a Government Official.

### **Prohibited Payments**

“Anything of value” is a broad term. It can mean any transfer of value from one party to another, including of money, stocks, bonds or any other property, payment of expenses or providing services of any type. It can even include helping someone’s son get into university, assumption of a debt or release from the obligation to pay a debt, hiring individuals related to a Government Official or sponsored activities such as entertainment or travel. The payment need not actually be made to violate the FCPA or PCA or any other applicable anti-bribery law – an offer or promise to provide a thing of value is a violation as well.

Some examples of the type of payments which are prohibited include:

- Payments to induce the issuance of any license, permit or other authorization.
- Payments to a Government Official to induce the official not to disclose or prosecute activities by the Company that violates the law (e.g., payment to a transport official to allow vehicles to operate without government authorization).
- Payments to a Government Official to obtain or expedite a negotiated agreement with a governmental agency.
- Payments to a trade association or similar organization where there is reason to know that some or all of the payment will be passed to Government Officials to influence their decision-making.
- Payments or gifts given indirectly through a third party are also prohibited under these policies. Money or a gift to, without limitation, a third party representative, consultant, independent contractor, distributor, sales representative, attorney or lobbyist, knowing that money or gift will be passed on to someone with whom the Company does or wants to do business would violate these laws.
- Facilitation or “grease” payments to speed up routine actions such as licensing or permit processes are also not allowed.

## **Government Officials**

The term "Government Official" includes any officer, employee or other person acting in an official capacity on behalf of a government or any department or agency of the government. This includes elected officials, civil servants and military personnel. Children, spouses, siblings or parents of a Government Official can also be included in this definition. A Government Official may also be an officer or employee of a company or business that is owned or controlled by a government or any government department or agency. Political party officials or candidates are considered Government Officials. Individuals acting in an official capacity for or on behalf of a government even though he/she may not be an employee of such government or organization are also covered by this definition.

The Company understand that the conduct of any business with the government is highly regulated and typically follows stricter rules than those in the commercial marketplace. The Company may interact with the government, Government Officials and government agencies in multiple forms, in such event, the Company and its employees shall comply with applicable laws and regulations, adhere to the highest standards of integrity and avoid even the appearance of impropriety

## **Gifts, Hospitality and Entertainment**

Gifts, entertainment, and hospitality may be acceptable if they are reasonable, proportionate, made in good faith and in compliance with the Company's policies and as per applicable law. In addition, under the FCPA certain promotional or marketing expenses may be incurred in connection with Government Officials. However, any expense in relation to gifts, entertainment, and hospitality above Rs. 5,000/- shall not be extended to any person including Government Officials unless approved by the Compliance Officer (*defined below*). These expenses must be incurred in connection with the sale, promotion or demonstration of Company products or services (e.g., demonstration or tour of a Company facility) or in connection with a particular contract.

The Company may offer to pay for the reasonable cost of a meal, lodging or travel expenses for a Government Official only when:

- the amount of the expense or reimbursement is nominal and reasonable in light of routine business travel and entertainment; and
- the expense is directly related to either (a) the promotion, demonstration or explanation of Company products or services or (b) the execution of a contract.

These expenses must also be accurately and fully recorded in the Company's books and records, along with reasonable documentation to support such expenses, to the extent available.

In addition, the Compliance Officer shall maintain a register in which all gifts offered or received by the employees (apart from gifts of value not exceeding, individually, Rs. 5000/- for gifts offered and Rs. 1,000 for gifts received, including promotional material) shall be recorded.

Where local law and regulations require more stringent processes/ controls, then such more

stringent processes/ controls must be followed. For example, the PCA does not provide a specific exception for expenses of the nature mentioned above.

#### IV. **THIRD PARTY REPRESENTATIVES AND JOINT VENTURES**

The Company engages various third parties and agents for the conduct of its business.

The Company may be held responsible for bribes paid on its behalf by third parties, with severe and often irreparable consequences, even if the Company did not authorize these payments. All dealings with suppliers, agents, governmental authorities 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 and the Company expects all its third party representatives and agents to share the Company's values and ethical standards.

Before entering into an agreement with a third party that will act on behalf of the Company or otherwise represent it before or with regard to a government entity or Government Official ("**Third Party Representatives**"), the Company must seek to ensure under its contracts with the Third-Party Representatives that the: (i) Third-Party Representatives agree to abide by the FCPA and PCA, irrespective of whether those parties are subject to it; and (ii) Third-Party Representatives agree to refrain from engaging in any activity that the Company or its employees are prohibited from doing under the FCPA and PCA, including making any offer, payment or promise to pay anything of value to any Government Official with the intent or purpose of unlawfully influencing such Government Official in his official capacity or to do any act or take any decision in violation of FCPA and PCA.

For the avoidance of doubt, notwithstanding anything to the contrary contained in the Shareholders' Agreement, dated October 7, 2019, executed between the Company, its promoters and certain shareholders, the stipulations contained in this **POLICY** are a policy directive under under FCPA/PCA and nothing contained herein shall be deemed to impose a condition or obligation on the Company which is more extensive and/or or onerous than the stipulations prescribed under FCPA/PCA.

#### V. **COMPLIANCE OFFICER**

The Company shall, from time to time, designate an employee of sufficient seniority, competence and independence as the compliance officer to ensure compliance with the provisions of this Policy ("**Compliance Officer**") and the same shall be notified to the employees and/or Third Party Representatives of the Company. All reports, complaints, doubts or concerns in relation to this Policy shall be raised by the employees and/or Third Party Representatives to such Compliance Officer. Every query or concern raised by any employee or Third Party Representative of the Company in relation to any suspected violation of this Policy shall be reviewed by the Compliance Officer. Any action required to be undertaken under this Policy shall be taken by the Compliance Officer in accordance with Policy. The Compliance Officer shall have a functional reporting to the Board of Directors of the Company ("**Board**"). Aggravated cases of breach of this Policy shall be escalated to the Board of Directors of the Company ("**Board**").

**VI. COMMUNICATION AND COMPLIANCE TRAINING**

It is the Company's commitment to ensure that it has adequate procedures to combat anti-bribery and corruption risks and threats. In order to meet this objective, the Company shall make regular training available to all its business units in relation to the Policy, obligations of the employees and/or Third Party Representatives, company procedures and measures.

**VII. RAISING CONCERNS**

Every employee and Third Party Representatives is encouraged to raise concerns about any bribery issue or suspicion of malpractice or any case of corrupt practice or any breach of this Policy or applicable anti-corruption law at the earliest possible stage. If the person is unsure whether a particular act constitutes bribery or corruption or if the person has any other queries, these should be raised with the respective reporting manager and the Compliance Officer.

The employees may also raise concerns or queries through the 'Whistle-blower Policy' which is intended to encourage and enable employees and other stakeholders to raise serious concerns internally.

No personnel who in good faith, reports a violation of the Policy shall suffer harassment, retaliation or adverse employment consequences.

**VIII. RESPONSIBILITY AND PENALTIES**

Our Company takes the subject of corruption and bribery very seriously. Any violation of this Policy 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 employee or Third Party Representative will be accountable whether such person pays a bribe herself/himself or authorizes, assists, or conspires with someone else to violate this Policy or an anti-corruption/anti-bribery law. Punishments for violating the law are against a defaulting employee or Third Party Representative as an individual and may include imprisonment, probation and significant monetary fines which will not be paid by the Company.

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