

ANTI BRIBERY AND ANTI CORRUPTION POLICY

REVENT PRECISION ENGINEERING LIMITED


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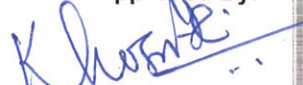
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CEO

1. INTRODUCTION

The Anti-Bribery and Anti-Corruption Policy (the "Policy") of Revent Precision Engineering Limited, (herein referred as "Revent" or "Company" or "our" or "we" or "us") has been developed to identify and avoid situations that could potentially violate Indian and / or international anticorruption laws.

Consistent with our core values, Revent is committed to complying with anti-bribery and anti-corruption laws. Revent takes zero tolerance approach to corruption and is committed to act professionally, fairly and with integrity in all our business dealings and relationships. It is our objective that those with whom we do business will take similar zero tolerance approach to corruption.

The Policy reflects the commitment of the Company and its management for high ethical standards doing open and fair business for improving the corporate culture, following the best practices of corporate governance, and supporting the business reputation at the appropriate level.

2. PURPOSE AND OBJECTIVE

2.1 The purpose and objective of the Policy is:

- a) to initiate the steps to reduce the bribery and corruption risks to the business of the Company by setting out clear guidelines.
- b) to encourage employees and Directors to be vigilant and to act diligently in good faith.
- c) monitoring and investigating instances of alleged corruption.
- d) taking firm and vigorous action against any individual(s) involved in corruption.
- e) to minimize the risk of involvement of all employees and Directors in corruption related activities.
- f) to form a common understanding for all stakeholders that the Company prevents the corruption in any form.
- g) to summarize and explain the key requirements of Indian anti-corruption regulations and other anti-corruption laws (as and when applicable to the Company);
- h) to set responsibility for the employees of the Company to know and comply with the principles and requirements of the Policy, the key rules of the applicable anti-corruption laws, as well as adequate procedures to prevent corruption

3. SCOPE

3.1 This program would be applicable to:

- a) All employees (including off roll employees, Directors, senior management of the Company)
- b) All employees of subsidiaries of the Company
- c) Business Partners, Vendors, Contractors, Customers and any other individuals, who may be acting on behalf of Company.

4. DEFINITIONS

The definitions of some of key terms used in the Policy are given below.

- a) "**Bribe**" is anything of value, including money, gifts and entertainment, other business courtesies, hospitality, or personal gratification given, offered, or received in an attempt to influence a person's behavior, in order to obtain or retain business, or to secure an unfair benefit or advantage.
- b) "**Corruption**" is dishonest behavior by those in positions of power, such as managers or Government Officials. Corruption can include giving or accepting bribes or inappropriate gifts, under-the-table payments, or benefits, diverting funds, laundering money, and defrauding investors.
- c) "**Compliance officer**" the purpose of this policy, shall be the Compliance officer of the Company.

- d) **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013.
- e) **"Ethics Committee"** means a committee formed to act as an Ombudsman to investigate the concerns raised by Whistle Blower(s). The Composition of the Ethics Committee is to be decided (including changes, if any from time to time), by the Chairman and/or CEO.
- f) **"Employee"** means any employee or director of the company (whether working in India or abroad) and includes contractual employees, apprentices, interns and trainees.
- g) **"Improper Payments"** means payment made or promised for the purpose of:
 - Inducing an official act
 - Obtaining or retaining business
 - Obtaining some other business advantage
- h) **"Facilitation Payments"** means payments made to further routine governmental action that involves non-discretionary acts.
- i) **"Public/ Government Official"** is any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of a government, or a public international organization. This includes elected or appointed persons who hold legislative, administrative, or judicial positions such as politicians, bureaucrats and judges. It also includes persons who perform public functions such as professionals working for public health agencies, water authorities, planning officials and agents of public international organizations, such as the UN or World Bank. A "Public Official" may also include employees of government-owned or controlled businesses, including sovereign wealth funds. For example, if a government has an interest in a bank and exercises control over the activities of that bank, then the banking officials are likely to be considered "Public Officials".
- j) **"Third Party/Parties"** includes any person or entity that performs services for or on behalf of the Revent Precision Engineering Limited. They are engaged in activities that requires or involves interaction with any level of the government (domestic or foreign) and includes agents, suppliers, contractor, service provider, broker and consultants. They perform business activities on behalf of the Revent Precision Engineering Limited like:
 - Facilitate performance of contractual obligations.
 - Obtain licenses, permits and similar authorizations for day-to-day business activities

5. KEY PRINCIPLES

- The Members of the Board of Directors of the Company should form the ethical standard of uncompromising attitude to all forms and demonstration of corruption at all levels setting the example by their own behavior.
- Revent expresses its opposition to corruption; welcomes and encourages compliance with the principles and requirements of the Policy by all Employees, Business Partners, Third Party Intermediaries associated parties/companies, its managerial bodies and other persons who may be acting on behalf of or having business relationship with Revent.
- The Policy is applicable to all the Employees on the date of implementation and to all new employees at the time of joining.

6. APPLICABLE ANTI CORRUPTION LAWS AND KEY PROVISIONS

The applicable Anti-Corruption Laws under the Indian Statutory Framework are as follows:

- a. Indian Penal Code, 1860,
- b. Prevention of Corruption Act, 1988,
- c. Prevention of Corruption (Amendment) Act, 2018,
- d. Prevention of Money Laundering Act, 2002,
- e. Right to Information Act, 2005,
- f. Central Vigilance Commission Act,
- g. Lok Ayukta Acts of States, and
- h. Any other Act/statutes as may be notified by the Government of India from time to time

All employees would also abide the provisions of Foreign Corrupt Practices Act ("FCPA") to the extent applicable at present or in future. For details on FCPA and PCA, please refer References section.

In India and other countries, the "corrupt practices" will be considered - giving or receiving bribes, intermediation in giving or receiving bribes, malpractice, misuse of official authority, commercial bribery, facilitation payments, illegal use of the official position by a person to receive benefits in the form of money, property or other assets, services, and any rights to himself or to other persons or illegal provision of benefits or rights by other persons.

In view of the above, all employees of the Company are strictly prohibited, whether directly or indirectly, personally or through the mediation of third parties, to be involved in corrupt activities, offer, give, promise, request and receive payments or make payments to simplify administrative, bureaucratic and other formalities in any form including cash, valuables, services or other benefits to any person or from any persons or organizations, including governments and local authorities, government officials, private companies and its representatives.

7. COMPLIANCES

1) Gifts and hospitality:

- a) Acceptance /giving of Gifts and / or hospitality over and above the extent and the manner are allowed subject to fulfillment of the conditions hereunder: -

Gifts and representative expenses including hospitality business expenses which the employee may provide on behalf of the Company to the individuals or organizations, or which the employees may receive in connection with their work in the Company from other persons and organizations, must meet a set of five criteria mentioned below:

- i. to be directly related to the legitimate activity of the Company, for example, a presentation or completion of business project(s), or the successful execution of contracts, or either with common holidays such as the Christmas, Diwali, New Year, International Women's Day, anniversaries, birthdays.
 - ii. to be reasonable, proportionate and not be a luxury.
 - iii. to be not a hidden fee for the service, act, omission, conniving, protection, provision of rights, making of certain decision on transaction, agreement, license, permit, etc. or attempt to influence the recipient to indulge in any illegal or unethical activity.
 - iv. not to create a reputational risk for the Company, employees, and other persons, in case of disclosure of information on gifts or representative expenses.
 - v. not to be in conflict with the principles and requirements of the Policy, the Code of Ethics, other internal documents of the Company and the rules of applicable law.
- b. Any sort of gifts, entertainment, hospitality will be governed by Revent's gift and entertainment policy. Gifts on behalf of the Company, its employees and representatives to third parties in the form of cash is not allowed. However, non-cash gifts are allowed subject to limit of INR 5000 and approval from CEO.
(Please refer Gifts and Entertainment policy for further details)

2) Political contributions and charitable donations:

- a) Revent does not make political contributions or sponsor political meetings, conferences etc. Political Donations, if any, shall be made post obtaining approval from the Board of Directors. No contributions shall be made in order to obtain commercial advantages or participation in Political Activities. No employee shall use his job title in connection with any political activities

- b) Charitable contributions shall be made in accordance with the Company's policy on Corporate Social Responsibility. While making charitable contributions, following should be kept in mind:
- i. Background checks must be conducted on the organizations to whom these contributions are being made to identify any political linkages, involvement in illegal activities, money laundering.
 - ii. The purpose for which the contributions are being made should be known. This can include humanitarian needs and other factors such as disaster relief, medical emergency situations.
 - iii. Contributions should be made in good faith and not under a demand or expectation as these may lead to violation of the applicable anti-bribery and anti-corruption laws.
 - iv. No contributions shall be made in order to obtain commercial advantages directly or indirectly.

3) Interaction with Public/ Government Official:

- a. Only individuals designated by the Management are authorized to interact with Public/ Government Officials for business purposes.
- b. Payment of any costs for government officers and their relatives (or in their interests) in order to obtain commercial advantages is prohibited
- c. Any requests/demands by a Public/ Government Official which may result in violation of this policy should be addressed to the Compliance Officer

4) Use of Third Parties:

- a. Third parties may be used by Revent Precision Engineering Limited for various day to day activities, including activities that may require interaction with Public/Government Official.
- b. Revent may be held responsible for any Bribes/Facilitation/Improper Payments that may be paid by Third Party on behalf of Revent Precision Engineering Limited. Therefore, it is imperative that the Third Party complies with the applicable Anti-Bribery and Anti-Corruption laws.
- c. Employees should avoid doing business with third parties who do not have a zero-tolerance approach to bribery. Clauses pertaining to anti-bribery and anti-corruption and right to audit should be included in contracts entered with Third Parties.
- d. Employees should consult with legal representative to determine the steps required for conducting appropriate diligence of potential Third Parties and business partners prior to engaging them.

(Please refer Use of Third Parties policy for further details)

5) Mergers and Acquisitions:

- a. Appropriate due diligence procedures shall be undertaken at the time of acquiring any new entity to ensure compliance of the potential target with applicable anti-bribery and anti-corruption laws.
- b. Conduct training of the employees, directors, officers, business partners and Third Parties of the acquired entity to ensure that they are aligned with Revent Precision Engineering Limited's policies.
- c. Require Third Parties and business partners to sign new contracts that shall include anti-bribery and anti-corruption clauses.

6) Procurement

- a. Employees must follow the laid down procedures for vendor selection and procurement in line with the Company Procurement Policy
- b. Due Diligence procedures should be conducted before onboarding vendors. Clauses pertaining to anti-bribery and anti-corruption and right to audit should be included in contracts entered with vendors.
- c. Vendor selection and awarding of business should not be based on receipt of favors, gifts, hospitality, or a payment.
- d. Employees should not engage in financial transactions with vendor

(Please refer Procurement Policy for further details)

7) Interaction with Customers

- a. Employee should refrain from accepting bribe to prefer one customer over other with the potential damaging consequences for relationships with the customer, as well as the legal consequences to the company.
- b. Employees responsible for managing relationships with customer may entertain customers or for bonafide purposes in accordance with Gift and entertainment policy.
- c. All contracts with customer or distributors should have provisions on anti-bribery and corruption that the proposed distributor must sign off to. Relevant employee should ensure that every customer has formally signed off on and agrees to adhere to the latest version of the Revent's Code of Conduct.
- d. Due Diligence procedures should be conducted before onboarding customers. Clauses pertaining to anti-bribery and anti-corruption and right to audit should be included in contracts entered with vendors.

8) Recruitment

- a. Hiring and deployment activities need to be designed to find, attract, and employ the right people to create a workforce that is able to meet the Company's business goals now and in the future. Hiring of candidates will be based on merit only and must meet the requirements. The candidate should not be hired based on recommendations and influence of any employee, customers or pleasing any Government official.
- b. Hiring any former Government official and their immediate family member requires the approval of the Board of directors with a clear business justification and not created as a special position. Once approval is granted, due diligence and background checks must be conducted prior to making an offer of employment to any Government Official or their immediate family member(s).

8. BOOKS AND RECORDS

- a) All employees of Revent Precision Engineering Limited must follow all applicable standards, principles, laws, regulations, and Company practices for accounting and financial reporting. It is the responsibility of every employee to accurately report and capture all records.
- b) All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties should be prepared and maintained with strict accuracy and completeness.
- c) Appropriate internal controls shall be established to ensure compliance with Company policies and applicable laws.
- d) Regular monitoring audits shall be undertaken to identify any violations with this policy and applicable anti-bribery and anti-corruption laws.
- e) If, at any time, any Employee or Director has information or knowledge of any violation under this policy, then such information must be reported in accordance with the procedures set out in this policy

9. IMPLEMENTATION AND COMPLIANCE

The policy would be implemented by order of the Board of directors of the Company. However, the Ethics / Compliance Officer will be administering the same in collaboration with HR for awareness and cascading the management message on ABAC. It is sole responsibility of the employees (including all persons/officials covered under the Policy) to abide by the Policy and to restrict their actions/conduct within the set framework of the Policy. The compliance with the principles and requirements of the Policy by the employees would be taken into account during the course of their appraisal and sanction of promotions.

10. REPORTING AND ACTION

Any violation/non-adherence of the Policy would be reported to Ethics Committee using the whistle blowing mechanism of the Company, who will take appropriate action and would report it to Board of Directors.

The Company shall be subject to non-compliance with anti-bribery and corruption laws if such instances are observed and consequently the employees or entities involved shall be subject to disciplinary actions.

It is important not only to avoid bribery but also to avoid ignoring signs of bribery and one should:

- Disassociate from any such activity
- Ask questions if something seems suspicious
- Take sufficient steps in his/her capacity to stop the act
- Report to the Ethics and Compliance Committee

The Company shall assure confidentiality of complainant and adequate actions shall be taken on the reported issue. One shall not face retribution or retaliation for any complaints made in good faith however if one provides intentional false information then disciplinary actions shall be taken.

If one feels that the complaint was reasonable and has been treated wrongly, he/she can raise the issue again using any of the reporting channels.

The Ethics Committee will submit its report on violations of the Policy to the Board of Directors on periodic basis, who would then review the same.

11. ADMINISTRATION OF THE POLICY

1. All the complaints under this policy shall be addressed to Ethics Committee. (Ref. Annexure 1)
2. Ethics Committee shall maintain a detailed tracker for recording all complaints received on different modes of communication and actions taken thereof.
3. The Ethics Committee shall be responsible for the implementation and administration of the policy, including the following:
 - a. Ethics Committee shall decide who shall investigate the matter and the methodology of the investigations.
 - b. Ethics Committee should ensure proper training should be conducted throughout the company.
4. If any Anti-Bribery complaint has been made against any member of the Ethics Committee, such complaint needs to be addressed directly to Audit Committee.

5. Procedure for reporting Non-Compliance under the policy.

- a. Hotline: You may report all suspected violations using the Company hotline number: +91-7058955570
- b. Email: - You may report all suspected violations to by sending an e-mail to whistleblower@reventengineering.com
- c. Physical Communication: - Any complaint/concern can also be lodged by sending a complaint letter in a sealed envelope marked as "Private and Confidential" to:
- d. The Ethics Officer
Unit No. 412, 4th Floor, Orient Bestech Business Tower, NH-8
Sector 34, Haryana, Gurgaon – 122002

6. Anonymous complaints: - A complaint may be made anonymously. An Anonymous complainant must be detailed in description and must provide the basis of making the assertion therein. Where possible, it should describe:

- a. nature of the suspected violation.
- b. identities of persons involved in the suspected violation.
- c. description of documents that relate to the suspected violation.
- d. time frame during which the suspected violation occurred.

It is the duty of Committee members to take all reasonable steps to protect the identity of the person(s), who has/have reported the violations. It is also their responsibility to take all reasonable steps to safeguard such information, which they come across during the reporting/investigation process, to use such information only for the reasons it was supplied and not to share it with third parties, unless in compliance with applicable laws and regulations.

7. Investigation

- a. Ethics Committee will investigate all Anti-Bribery complaints either internally or through an external party.
- b. Ethics Committee shall submit the results of investigation conducted in respect of each Anti-Bribery complaint to the Audit Committee. The report shall include:
 - i. The facts, documents perused and Employees and/or any other person interviewed.
 - ii. The implications / outcome, including financial irregularity and any other loss caused as a result of the Event or action.
 - iii. Findings and the reasons, therefore.

8. Training & Communication

- a. As part of the prevention, identification and detection of Anti-bribery and Anti-corruption issues, trainings and risk assessments shall be conducted throughout the Company.
- b. Training on this Policy shall form part of the induction process for new employees at all levels. All existing employees shall receive regular, relevant training on how to implement and adhere to this Policy.
- c. The Company's zero-tolerance approach to bribery and corruption shall be communicated to all third parties at the outset of the Company's business relationship with them and as appropriate thereafter. Wherever possible, all such third parties shall also be sent a copy of this Policy at the outset of the said business relationship and periodically throughout the term of the relationship.

12. RESPONSIBILITY FOR FAILURE (IMPROPER FULFILLMENT) OF THE POLICY

The Ethics Committee shall submit a report to the Audit Committee on a quarterly basis about all Protected Disclosures referred to them since the last report together with the results of investigations, if any.

13. MONITORING AND REVIEW

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years from the date of receipt.

14. AMENDMENT

In case of change of the requirements of applicable laws or to make the policy or any process more effective or in case of any other modification(s), which may be deemed necessary, the Policy may be amended/updated by Ethics Committee. The Ethics Committee would then present the amended / updated policy before the Board of Directors.

Annexure I - Composition of the Ethics Committee

The Ethics Committee of Revent Precision Engineering Limited comprises of the following members:

<u>Internal Ethics Committee – Revent Precision Engineering Limited</u>			
S.No.	Name	Role	Designation
1	Prakash Khose	Member	Group CEO
2	Muneesh Chawla	Member	Group Financial Controller
3	Arun Aggarwal	Member	CFO
4	Ravi Shankar Singh	Member	Chief Human Resource Officer
5	Sanjeeb Mahapatra	Ethics Officer	Company Secretary