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**HEALTHCARE GLOBAL ENTERPRISES LIMITED
HCG ANTI BRIBERY AND ANTI CORRUPTION
POLICY**



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1. INTRODUCTION

HealthCare Global Enterprises Limited including all its subsidiaries, joint ventures and affiliated entities (hereinafter referred to as HCG or the Company) strives to ensure that the best practices of corporate governance and disclosure requirements are followed, while ensuring that creation of wealth for shareholders and protection of interests of stakeholders are achieved with the highest level of integrity, fairness, accountability and transparency.

2. OBJECTIVES

The Anti-bribery and Anti-Corruption Policy (hereinafter referred to as the ABC Policy) aims to set up a framework to facilitate the Company and its employees to comply with the local and international standards on anti-bribery and to communicate the Company's views and values on anti - bribery compliance. The Company expects and requires all stakeholders to comply with the applicable anti - bribery regulations and Company's policies to help protect stakeholders and the Company from potential liabilities and penalties.

The Policy is intended to articulate the following Company principles:

- Zero tolerance attitude towards non – compliance with the ABC Policy and applicable anti - bribery regulations.
- Maintaining appropriate business relationships with government officials, customers/ clients, vendors, subsidiaries, ventures, business partners and other affiliates.
- Communicating the Policy to agents and other parties such as vendors, business partners etc.; who interact with the government officials and customers/ clients, on behalf of the Company.

3. SCOPE

It is the policy of HCG that all Covered Persons must comply with applicable anti-corruption laws and regulations. For the purpose of this policy, "Covered Persons," shall mean directors, officers, full time and part time employees, trainees, seconded staff,



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interns, sales representatives, vendors, dealers, co-partners, co-ordinators, third parties or any other person associated with HCG. For purposes of training requirements, those third parties will be deemed Covered Persons only when specifically designated as such by the Company Secretary.

In this Policy, “Third Party(ies)” means any individual or organization, who / which come into contact with HCG or transact with HCG and also includes actual and potential clients, suppliers, business contacts, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures and government & public bodies (including their advisers, representatives and officials, politicians and political parties).

4. PURPOSE

- a. The Anti – bribery and Anti-Corruption policy (hereinafter referred to as the Policy) aims to set up a framework to facilitate the Company and its employees to comply with the local and international standards on anti-bribery and to communicate the Company’s views and values on anti - bribery compliance
- b. Compliance with applicable anti-bribery and corruption laws such as but not limited to Prevention of Corruption Act, 1988(PCA) etc.
- c. Not making any contribution to any political party, political organization, or to a business associate or close family relative of a Public Official (‘Politically Exposed Persons’), known as on behalf of HCG or by using HCG funds or assets;
- d. Comply with Company’s requirements regarding conduct of employees with other third parties;
- e. Maintaining accurate documentation and records of any and all transactions entered into by or on behalf of HCG;
- f. Completing the appropriate level of compliance training as directed by the Company Secretary;
- g. Reporting information to the Company Secretary and appropriate leadership as advisable by this Policy; and
- h. Cooperating with any reviews conducted by HCG concerning violations or suspected violations of this Policy.



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5. GENERAL GUIDELINES

5.1 Bribery:

Definition:

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. It is also an act of providing someone a financial or other advantage to encourage that person to perform their functions /duties or activities improperly or to reward that person for having already done so.

It can take many forms, for example in the nature of unreasonable gifts, unreasonable entertainment, payment of cash, excessive rebates or excessive commissions (example: to coordinators or dealers), excessive allowances or expenses, "facilitation" payments and/or prioritize a particular customer, political / charitable donations or other advantages to which the person is not entitled to in the normal course of business.

It does not matter whether the bribe is offered or given or received directly or through a third party (such as someone acting on HCG's behalf, for example an agent, coordinator, supplier, third party or other intermediary); or for the benefit of the recipient or some other person.

5.2 Guidelines:

'Covered persons' must not:

- Offer, promise or give any financial or any other advantage to any person (both government or non-government) to induce that person to perform or not perform a relevant function or to reward that person for the improper performance of such a function or activity;
- Request, demand, agree to receive or accept a financial or any other advantage to perform improperly a relevant function or activity;



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- Make any promise or commitment that HCG does not intend or would not be able to honour;
- Make facilitation payments (or “grease payments”), even if payment of same was not prohibited under local laws or it represents a local practice or custom;
- Make provisions, setting money aside or create accounts for the purpose of facilitation payments or payment of a bribe;

If you are in any doubt, consult Company Secretary before proceeding.

5.3 Charitable and Political Contributions

As part of Corporate Social Responsibility, the Company may consider making charitable contributions to institutions supporting social cause. However, the following should be ensured prior to making such contributions:

- a. The institution to which the contribution is made is approved by the Chairman & CEO and the CFO.
- b. Agreement or contract is entered into with all institutions, restricting the utilization of funds for charitable purposes only.
- c. The contributions are not made as a subterfuge to bribery.

All charitable contributions shall be made in compliance with the applicable local laws. Political contributions shall be in accordance with the Code of Conduct.

5.4 Gifts, Hospitality and Entertainment

Exchange of business gifts, hospitality and entertainment maybe an acceptable norm or practice in some geographies as a local culture, as part of everyday business operations in order to maintain business relationships. However such culture may create an appearance of or actual conflict of interest or illicit payments.

Refer to the Gifts and Entertainment Policy for guidelines on stakeholders operations with respect to offering or accepting of gifts, hospitality and entertainment to/ from third parties.



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5.5 Grants and donations:

- a. Grants and donations can only be given if HCG does not receive, and is not perceived to receive, any tangible consideration in return. For instance, grants or donations must not be given to obtain a marketing authorization or any other approval, or to directly increase the sales of HCG
- b. Requests for grants or donations must be handled with special caution, in particular, those requests received from individuals who are able to affect the sales of HCG or may benefit personally, if the request is granted.
- c. For donations, the authorization limits need to be approved by Chief Compliance Officer before proceeding.

5.6 Agents:

For Business operations, Company uses third parties/agents to perform services on our behalf that involve the third parties' interaction with government officials/ customers or clients. For the purpose of this policy, agents include

- Tax consultants, Labour law consultants, Lawyers/Consultants, who specialize in regulated fields,
- Customs agents, Freight forwarders, Shipping agents, Travel agents, Visa & immigration agents,
- marketing agents, referral partners, and certain consultants
- any other individuals who negotiate directly with government officials on behalf of the Company to resolve matters related to local, state or national laws or governing tenets

Following are the provisions essential as part of the business transactions with agents:

- a. An agent should be engaged only after an adequate bribery risk based due diligence and background check is conducted.
- b. Anti - Bribery declaration should be obtained prior to the engagement of the agent.



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- c. Adequate conflicts of interests check should be conducted prior to engagement of the agent.
- d. A valid agreement by the Company should be entered with all agents covering the scope of services to be rendered.
- e. The agent should be prohibited from any activity or service which is not within the scope of the agreement.
- f. The remuneration or compensation of the agent should be appropriate with the services rendered.
- g. The agent should be prohibited from performing any activity on behalf of or in representation of the Company which is in violation of this Policy.
- h. Agent should be required to certify in writing on an annual basis that it is in compliance with HCG's policies

6. BOOK KEEPING PROVISIONS

The Company mandates maintenance of accurate books and records and has implemented a system of internal controls to ensure compliance to this rule. It is the responsibility of every stakeholder to record and report all transactions in compliance with the following book keeping provisions:

- a. Report or prohibit any "off-the record" payments and any form of fraudulent accounting or falsification of books and records to conceal any improper payment.
- b. Understand and enforce the Company's commitment, values and principles towards adherence to anti -bribery regulations.
- c. Not to offer, promise, give or pay public officials or other associates, anything of value, in violation of this Policy.
- d. Ensure that remuneration to third parties, by whatever name called, is for legitimate services and valid business purposes only.
- e. Take necessary steps to ensure compliance with this Policy and to prevent, detect and report any suspected bribery, which has occurred in violation of this Policy.
- f. Use a proper communication channel to report any activity that violates this Policy.

7. RESPONSIBILITIES OF EMPLOYEES

- a. Understand the Company's view towards adherence to anti – bribery regulations
- b. Take necessary steps to ensure compliance with this Policy and to prevent, detect and report any suspected bribery in accordance with this Policy
- c. Not to offer, promise, give, pay, demand, request or agree to receive to/ from public officials or stakeholders (excluding employees), any portion of a contract payment or any benefit in violation of this Policy

Use a proper communication channel to report any activity that violates the Policy.

8. RESPONSIBILITIES OF COVERED PERSONS OTHER THAN EMPLOYEES

All other Covered Persons must ensure that they have read and understood this Policy and must comply with the terms and conditions of this Policy.

The prevention, detection and reporting of bribery or other forms of corruption are responsibility of all those who are working for us or under our control. All other Covered Persons are required to avoid any activity that might lead to, or suggest a breach of this Policy.

The Covered Persons must notify their reporting manager or consult the appropriate member of the Human Resources team as soon as possible, if they believe or suspect, or has reason to believe or suspect, that a breach of this Policy have occurred or might occur in the future. Please note that the failure to report an actual or suspected breach of this Policy is itself, a breach of this Policy.

Any other Covered Person who breaches any terms of this Policy will face disciplinary action as contained in the Policy. The Company reserves its right to terminate a contractual relationship with the Covered Persons.



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9. DISCIPLINARY ACTIONS

Violations of anti-bribery and anti-corruption laws and regulations covered by this Policy can result in substantial civil or criminal penalties both for HCG and responsible individuals. Such penalties would have serious consequences for HCG's operations and reputation.

Any violation of the ABC Policy is likely to result in one or more of the following disciplinary actions:

In respect of employees:

- Written warning
- Imposing of penalty
- Suspension without pay
- Reduction in salary
- Termination of employment
- Restitution
- Demotion
- Initiation of legal action

In respect of others:

- Suspension
- Termination of the contracts, sub contracts or any other arrangement
- Restitution
- Initiation of legal action

10. REPORTING

a. Training:

All 'Covered Persons' are required periodically to participate in training covering compliance with this Policy and HCG's anti-corruption standards and procedures, as directed and scheduled by the Chief Compliance Officer.



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b. Whistleblower Policy and Reporting:

The Whistleblower Policy of the Company provides a mechanism for the stakeholders to report any concerns or violations whether actual or suspected.

You may report any concerns/ queries anonymously by

1. Reporting facts to immediate superior.
2. Mailing concerns to hcgwhistleblower@hcgoncology.com . The email will be acknowledged through an auto mailer.
3. Writing a letter to the following postal address:

Dr. Ramesh Billimaga
HCG Towers, No 8, P.Kalinga Rao Road,
Sampangiram Nagar,
Bengaluru,
Karnataka –560027

For further information please refer the Company's Whistleblower Policy.

11. APPLICABILITY OF THE LOCAL LAWS

The Policy is intended to supplement all applicable local laws, rules and other corporate policies. In instances where the Policy is more restrictive than the applicable local rules and regulations, stakeholders are required to abide by the Policy even if it imposes requirements that go beyond the legal obligations. This policy should be read and applied in conjunction with the Company's

- Code of Conduct and Ethics
- Whistleblower Policy

12. RESPONSIBILITY FOR COMPLIANCE OF THE POLICY

The Chairman & CEO has overall responsibility for ensuring that this Policy complies with our legal and ethical obligations and that all those under our control comply with it. Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, undertake training on how to implement and adhere to it and also monitor compliance of it.



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The Compliance/ HR team is responsible for this Policy and for monitoring its use and effectiveness (and dealing with any queries on its interpretation). Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend regular training on how to implement and adhere to it. Every person to whom this policy applies is responsible for the success of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrong-doing.

13. WAIVER AND EXCEPTION:

There is no permitted deviation or waiver from this Policy. The only limited exception to this Policy is in extreme circumstances where stakeholders are left with no option but to make payments made under duress and/ or to protect oneself against unlawful physical harm. In such circumstances, it is the stakeholder's responsibility to contact the local Head of Human Resource immediately on occurrence of such incident, who will further inform the Corporate Office.

14. MODIFICATION:

Modifications to this Policy may be necessary, to comply with applicable regulations and/ or to accommodate organizational changes within the Company, evolving legislations and business requirements, among other reasons.

Any change/ updation to this Policy may be approved by the Audit Committee, at any time, without any notice. The Anti - Bribery Policy is continuously evolving.

15. DEFINITIONS

The terms indicated shall carry the meaning of the term for the purpose of this Policy alone.



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Word	Meaning/ Definition
Agent	Any third party, regardless of the nature of engagement by the Company, who represents/ acts on behalf of/ takes decision on behalf of or jointly acts with the Company. Agents may include sales agents, distributors, sub-contractors, consultants, merger/ acquisition/ joint venture partners, clearing and forwarding agents, legal advisors, etc.
Anything of value	Includes, but is not limited to cash, cash equivalents, gift cards/ certificates/ others, travel and accommodation, educational/ employment/ business opportunities, etc.
Bribe	Any advantage or anything of value, including loan, fee, reward or commission, interest in property of any description or any other service or favour, designed to influence the exercise of duty and as an incentive to act contrary to accepted standards of honesty, integrity and diligence
Bribery	It covers offering, promising, giving, accepting, receiving or soliciting a bribe to/ from government officials or private individuals.
Charitable Contributions	Payments made for the benefit of society for charitable, education, social welfare or similar causes without demand or expectation of any business or tangible return.
Employee	Employee of HCG, all its subsidiaries and affiliated entities including contracted employees, sub contracted employees and interns.
Facilitation or grease payment	Any payment to a government official, political party or party official for "routine governmental action," such as processing papers and issuing permits, in order to expedite performance of his duties of non-discretionary nature, i.e. duties which he is already bound to perform.
Government official:	1. Any officer, employee or person acting on behalf of a government department or agency
	2. Any officer or employee of a company or business owned in whole or part by a government or government agency. For example banks in UK and India have a government stake in them



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Word	Meaning/ Definition
	3. Any officer or employee of a government international organization such as the United Nations.
	4. Any officer or employee of a political party or any person acting in an official capacity on behalf of a political party.
	5. Any candidate to a political office.
	6. Any person working for a state-owned institution, for example, Municipal Corporation, Electricity and Pollution boards, City Counsel, etc.
	6. Any person working for a state-owned institution, for example, Municipal Corporation, Electricity and Pollution boards, City Counsel, etc.
Political contribution	Any donation/ contribution, financial or in kind, towards or to support a political cause, political party, politician or candidate of a political office including not limited to gifts of property or services, advertising or promotional activities, purchase of tickets to fundraising events, contributions to research organizations with close associations with a political party.
Stakeholders	All employees of the Company, Board of Directors, agents, vendors, venture partners, business partners, customers/ clients, associates, contract/ sub-contractors, interns and other third parties/ affiliates.

16. Frequently asked questions:

1. Is there any Indian equivalent of the FCPA / UKBA?

The Prevention of Corruption Act, 1988 prohibits such payments. Any offence or violation is punishable including imprisonment that may extend to five years and shall also be liable to fine. In terms of accounting provisions, all companies listed on Indian stock exchanges must comply with Clause 49 of the Listing agreement which provides for exercise of adequate internal controls over financial reporting.



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2. What constitutes an offence under PCA, 1988?

India's PCA makes it unlawful for a public servant to, among other offences:

- accepts or obtains or agrees to accept or attempts to obtain, for himself or for any other person any “gratification ... as a motive or reward for doing or forbearing to do any official act or for showing or forbearing to show, in the exercise of his official functions, favour or disfavour to any person or for rendering or attempting to render any service or disservice to any person”; or
- accepts or obtains or agrees to accept or attempts to obtain for himself, or for any other person, any valuable thing either without consideration or for

inadequate consideration, from any person who is, has been or is likely to be involved in any “proceeding or business transacted or about to be transacted by such public servant, or having any connection with the official functions of himself or of any public servant to whom he is subordinate, or from any person whom he knows to be interested in or related to the person so concerned.

3. Who is considered as an abettor under PCA and what is the punishment?

Whoever abets (giver of an impermissible gratification) any offence punishable under section 7 or section 11 whether or not that offence is committed in consequence of that abetment, shall be punishable with imprisonment for a term which shall be not less than six months but which may extend to five years and shall also be liable to fine, Gratification is not restricted to gratifications estimable in money.

PCA punishes the giver of an impermissible gratification as an abettor u/s 12 of the act. Abettor liability is attached irrespective of commitment of the underlying offence.

4. Do anti – bribery regulations discourage giving anything of value only to government official or even officers of private companies?



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The anti - bribery provisions of HCG prohibits giving and receiving anything of value to any governmental official, political party (or official thereof) or candidate for political office or any private individual.

5. We do business with government owned companies. Can I meet with them and pay for meals & entertainment?

Reasonable business related entertainment (like offering meals) of government officials is permissible in limited situations, when each of these five conditions is met:

- a) The expenses are reasonable and bona fide and related to a legitimate business purpose (Reasonable expenses include the limits set forth in the Gifts and entertainment Policy)
- b) It does not violate the provisions of PCA and other anti – corruption legislations
- c) It is approved by the identified Company personnel in advance
- d) The expenses are properly documented and recorded in the Company’s books
- e) There is no improper motive involved and such meals or entertainment is legal under the laws of the official’s country

6. What if an employee or an agent or a third party of a subsidiary pays a bribe on the Company’s behalf?

A bribe on behalf of a subsidiary by its employee or agent will not automatically involve liability on the part of its parent company, or any other subsidiaries of the parent company, if it cannot be shown that the employee or agent intended to obtain or retain business or a business advantage for the parent company or other subsidiaries. This is so even though the parent company or the subsidiaries may benefit indirectly from the bribe.

7. An agent was engaged based on guidelines mentioned in this Policy and the Agent was made aware of the anti – bribery standards of the Company. However, information has been received from valid sources, that the Agent has made



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payments on behalf of the Company in violation of this Policy. Will the Company be held responsible for the same?

The Company may not be liable provided the following conditions are satisfied:

- a) An anti – bribery risk based due diligence has been performed.
- b) The agreement/ contract/ purchase order or any other document executed in respect of that vendor contains a clear and explicit anti – bribery clause.
- c) An acknowledgement has been signed by the vendor in respect of compliance with the Anti-Bribery Policy of the Company.
- d) Payments to agents were made against valid invoices.
- e) Invoices of agents were verified from an anti – bribery perspective.
- f) Any red flags identified were reported, investigated and dealt with thoroughly.

8. How does the Company ensure that all third parties and agents that the Company deals with comply with anti-bribery and anti-corruption provisions?

Standardized procedures for anti-bribery and anti-corruption compliance include procedures for selection of all third parties and agents. A risk-based due diligence questionnaire and back ground check is conducted for third party dealing which involve higher risks, example agents for governmental contracts, licenses. The Company has anti-bribery and right to audit clauses included in all agreements with third parties and agents.

9. What action should be taken in an event where a third party or agent that the company works with has made payments prohibited under the anti - bribery regulations?

If any such non-compliance is noted, the Company must:

- a) Immediately stop all dealings/ transactions with the concerned third party
- b) Notify the Company Secretary & Compliance Officer
- c) Consider initiating legal action against the concerned third party
- d) If required, notify the appropriate authorities



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10. Will my responsibility cease once I have performed due diligence on a vendor?

Due Diligence is an ongoing process. The activities of every vendor need to be monitored and any red flags observed are required to be reported to the Company Secretary, or CFO at the earliest.

11. If I notice a PCA violation in the Company, how do I report it?

In the event a stakeholder notices a violation, he/ she may report the violation as per the HCG Whistle-blower Policy.