

## Anti-Bribery and Anti-Corruption Policy

Authority	Name & Designation
Approved by	Board of Directors
Reviewed by	Sandhya Rani G Chief Human Resource Officer
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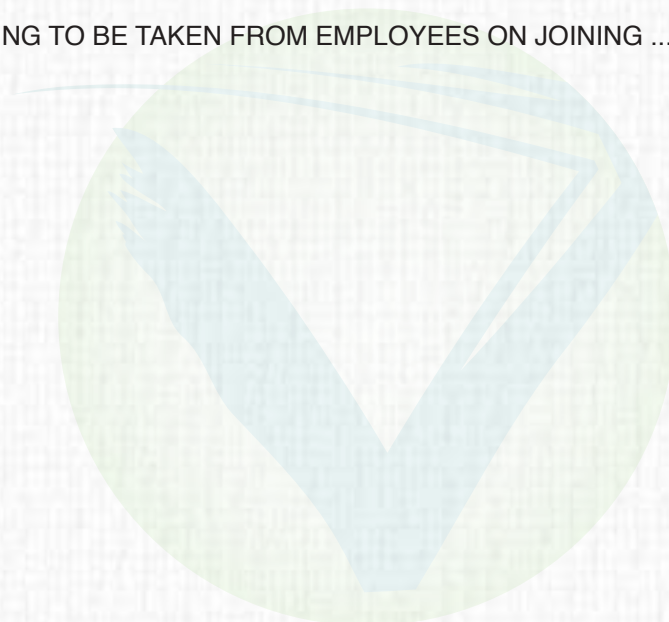
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# 1. INTRODUCTION

## 1.1 Scope of the policy

Vidal Healthcare Services Pvt Ltd referred as “the Company” is engaged in the business of providing primary health care services. This policy is aimed at ensuring that no corrupt practices take place in the course of the Company’s business operations and that the Company’s business is conducted in a fair and transparent manner.

This policy describes what is meant by bribery and corruption; how it affects the Company’s business, and lays down the internal procedures to be adhered to in order to effectively counter bribery and corruption risks. This Anti-Bribery Policy extends to all business dealings and transactions of the Company. This policy applies to all the “Staff” or “Employees” of the Company, which shall include

- (i) Directors
- (ii) Employees, whether permanent or temporary
- (iii) Seconddees, interns or trainees.

Besides, the policy shall also apply to third parties associated with the Company i.e., those who perform services for or on behalf of the company.

All those associated with the company who perform services on its behalf must comply with applicable Anti-Bribery and Corruption laws and with this policy. Employees and third parties associated with the company must demonstrate honesty, integrity and fairness in all aspects of their business dealings and exercise appropriate standards of professionalism and ethical conduct in all their activities.

The Board of Directors of the Company shall have the overall responsibility of ensuring that this policy complies with the Company’s legal and ethical obligations and putting in place adequate procedures as set out herein. The Board of the Directors shall nominate the Head of Legal & CHRO as a designated officer, who shall have the responsibility for implementing this policy within the Company for monitoring its effectiveness and dealing with any queries with regard to its interpretation.

Bribery and corruption, including any fraudulent, coercive, collusive or obstructive practice, as brought out in **Appendix 1** “Definitions”, by the company or any of its or any of its Employees, shall be treated as gross misconduct. Any violation of this policy may result in such disciplinary action including among other things, a letter of censure, suspension, demotion or termination.

This policy has been approved by the Board of Directors of the Company. Any changes to this policy shall require prior approval of the Board of Directors.

# 2. REGULATORY FRAMEWORK AND GUIDING PRINCIPLES

## A. Governing Regulations and principles

The Company governed by the Prevention of Corruption Act, 1988 (POCA) and other applicable Indian laws. The offence, as listed out in the POCA, to the extent relevant to the Company’s operations, are brought out in corruption.

## B. Bribery

Bribery is commonly defined as involving promise, offer/acceptance or transfer of an advantage either directly or indirectly, in order to induce or reward the improper performance of a function or activity.

- A bribe can include money, or any offer, promise or gift of something of value or advantage.
- It need not necessarily be of large value. It might include incentive programs (other than those given in normal course of business), overpaying a third party.
- It might also include intangible benefits such as the provision of information or advice or assistance in arranging a business transaction or refraining from taking specific action.

No Employee should receive or give bribes in any form [in cash or otherwise]. In case a Vendor offers a bribe, Employees are expected to report the incident immediately to their manager. In case an Employee notices any other Employee demanding or taking or giving a bribe from/to any employee or third party (including vendors, partners, consultants, and regulators), he/she is expected to report the same immediately to the Company's Ethics Officer "**CHRO**".

## C. Corruption

Corruption is defined as the abuse of entrusted power, authority, or position for personal gain or to provide undue advantage to any individual or entity. It is broader in scope than bribery and encompasses a wide range of unethical or improper conduct, whether or not it involves the exchange of money or tangible benefits.

- Offering, giving, soliciting, or receiving anything of value to influence a decision;
- Providing or receiving preferential treatment;
- Engaging in favouritism, nepotism, or conflicts of interest;
- Any conduct or behaviour that compromises the company's ethical standards, reputation, or interests.
- Corruption may occur in both public and private sector interactions and is strictly prohibited under this policy.

No Employees should take part in any kind of corrupt activity, such as using their position wrongly, changing information, or taking unfair advantage for personal or work-related benefit. Any vendor or stakeholder tries to influence decisions in an unfair way, it should be reported to the reporting manager. If an employee sees or learns that someone is involved in such actions—like showing unfair favors, changing records, or misusing processes—they must report it to the Company's Ethics Officer.

## D. Fraudulent practices

Employees are required to be diligent in performing the roles assigned to them. Employees should desist from any action or omission, which could be construed as a misrepresentation of facts, or which attempts to mislead a party to obtain a financial or other benefit or to avoid an obligation. It is clarified that mere inaccuracy in such information committed through simple negligence would not constitute a "Fraudulent Practice".



### 3. INTERNAL PROCEDURES AND SYSTEMS TO PREVENT BRIBERY AND CORRUPTION

#### A. Governance Structure

The Board of Directors of the Company is responsible for ensuring that the Company conducts its business with integrity. Responsibility for monitoring compliance with the anti-bribery and corruption policy shall be with the Ethics officer the company.

All actions to be undertaken pursuant to discussions with the Board of Directors shall be recorded in the minutes, and the implementation of such actions shall be initiated by ethics officer.

#### B. Procedures

Internal procedures specific to those areas or aspects of business of the company, which are susceptible to bribery and corruption risks are brought out in this policy, as detailed below.

##### I. Gifts and Entertainment

Gifts and Entertainment are a customary way to strengthen business relationships, and these are permitted so long as these do not amount to actual or attempted bribery. For a definition of Gifts and Entertainment, please refer to **Appendix 1**.

Employees may offer or accept reasonable Gifts and Entertainment in connection with their work provided that all such Gifts and Entertainment are offered and accepted in a transparent manner and are in compliance with this policy. Employees are prohibited from seeking improper financial gain and from making or receiving Gifts or Entertainment or any payment as an improper inducement to confer preferential treatment.

Any Gift and Entertainment received or given should be within the limits specified in **Appendix 2**. Employees are prohibited from receiving or accepting Gifts or Entertainment, above the said limits, unless an approval for the same has been granted by the Board. If an Employee is unsure about the acceptability of any Gift or Entertainment, he/she should consult the Head of Legal.

##### What should not be accepted/offered

- Gifts in cash or cash equivalents from/to any party.
- Gifts from/to political parties/candidates for political office
- Entertainment that includes travel and accommodation from/to any party, which does not relate to the business of the Company
- Any Gift or Entertainment that falls within the definition of Prohibited Payments as brought out in **Appendix 1**.

##### Where Employees should not receive gifts

- Receipt of Gifts and Entertainment from third parties/vendors by an employee, particularly when the employee is associated with the selection process.
- Gifts and Entertainment received from and provided to Public Servants. For definition of Public Servants, please refer to **Appendix 1**.

##### Exceptions

The limits as mentioned in **Appendix 2** shall not be applicable to the following:

- a) Ordinary, infrequent, non-excessive business-related meals or entertainment incidental to the Company's usiness.
- b) Promotional gifts such as pens, diaries, promotional items that are widely distributed (e.g., branded pens, diaries, other items marked with a corporate logo, etc.); or customary gifts such as a box/packet of chocolates, sweets, dry fruits etc., given or received during occasions / festivals.

## II. Donations to Charities

Donations to charities shall be in accordance with the provisions of the Companies Act, 2013. In terms of Section 181 of the Companies Act, the Company can contribute up to 5% of average net profits for three immediately preceding financial years to Bonafide charitable funds in any financial year, with the approval of the Board of Directors. In case the donations exceed the 5% limit, prior permission in a general meeting shall be required for the same.

## III. Political Donations

Any political donations or contributions (i.e. contributions to political parties or political candidates) made by the Company shall be as per the provisions of the Companies Act, 2013 and shall need prior approval of the Board of Directors. Any donation or payment to a person who is carrying on an activity, which can be reasonably regarded as likely to affect public support for a political party, shall also be deemed to be a political donation. Besides, expenditure incurred on an advertisement in any publication shall be deemed to be in the nature of a political donation, if such publication is by or on behalf of a political party or the publication is for the advantage of a political party.

Such contribution or donation by the Company should not exceed the limits as prescribed in the Companies Act. All donations should be given against proper receipt and recorded accurately in the books of accounts of the respective Company. Adequate disclosures in respect of the same should be brought out in the Profit and Loss Account of the Company.

## IV. Reporting of bribery including “speak up” or “whistle blowing”

Keeping in view the Company’s “Zero Tolerance” policy towards Bribery and Corruption, Employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. Employees shall need to comply with the Company’s Whistle Blower Policy. The Company will support anyone who raises concerns in good faith, even if they turn out to be mistaken. A deliberate failure to speak up when there was clear evidence of corruption by others can lead to disciplinary action. Failure to report concerns can result in damaging the Company’s business and may suggest that the Company or individual members of staff have been complicit in this behaviors.

The complaint should be sent with the subject “Privileged & Confidential- To be opened only by addressee only”.

The report can be submitted through any of the channels mentioned below

- **Written complaint:** A written complaint can be sent to the following address to Head of Legal:  
Vidal Healthcare Services Pvt Ltd. Tower 2, 1st floor, Plot No :13,14,15, SJR I Park, EPIP Area, Whitefield, Bangalore - 560066
- **Email:** An email complaint can be sent to **reports@vidalhealth.com**.
- **Helpline number:** In case the complainant is unable to use above channels he can call Head of Legal on 080-40125678 – Ext-243



## C. Illustrative list of red flags

Given below is an illustrative list of the “red flags” which Employees may encounter during working for the Company.

- Abnormal cash payments;
- Employee never takes time off, even if ill, or on holidays, or insists on dealing with specific contractors/ agents himself/herself;
- Unexplained preference for certain agents;
- Missing documents or records regarding meetings or decisions;
- Knowledge that a third party is engaging in or has been accused of engaging in, improper business practices;
- Third party being suggested by a public servant;
- Suspicion or knowledge that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- Third party being a shell company or having a non-transparent corporate structure;
- Insistence by a third party on receiving commission or fee payment before committing to sign up to a contract;
- Requests for payment of fee to a bank account not held by the third party or payment into a country that is not the third party's principal place of business or the place where the services are performed;
- Insistence on use of side letters and not including important clauses in the contract;
- Unexpected additional fee or commission sought by a third party;
- Request by a third party to use an agent, intermediary or consultant that was not part of the agreed scope;
- Offer of an unusually generous gift or lavish hospitality by or to a client or third party.

A red flag by itself may not mean that a transaction or a relationship cannot go ahead. Where red flags arise, escalation procedures should take effect and the employee should report the matter to the Ethics officer.

## D. Training and communication

New employees would have to undergo a training programme on Anti-bribery and Corruption as part of the induction process. Besides, all Employees would need to be trained on Anti-Bribery and Corruption. Training would be required to be imparted on an annual basis. For employees working on the field, training will be imparted by the Reporting Manager in a planned manner as per their availability.

## E. Monitoring and review

Internal Audits to be conducted to periodically assess effectiveness of Anti-bribery & corruption policy. The designated officer will review & identify areas of improvement.

# 4. POLICY REVIEW

This policy is subject to be reviewed on an annual basis or as and when required, based on operational or regulatory needs.

# 5. AMENDMENT

The policy shall be reviewed annually and any changes in applicable laws relating to this policy shall be incorporated into this policy. Any changes introduced to this policy must be approved by the Board of Directors. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such ambiguities will be resolved in line with the broad intent of the policy.

## APPENDIX 1-DEFINITIONS

Sl.No.	Term	Meaning
1	Bribery and Corruption Risks	Risks of bribery and corruption including coercive, collusive, obstructive or fraudulent practices.
2	Coercive Practice	Impairing or harming or threatening to impair or harm, directly or indirectly, any party or the property of the party to influence improperly the actions of a party.
3	Collusive Practice	An arrangement between two or more parties is designed to achieve an improper purpose, including to influence improperly the actions of another party.
4	Company	Vidal Healthcare Services Pvt Ltd depending on the context of use.
5	Corrupt Practice	<p>The offering, giving, receiving or soliciting, directly or indirectly, of anything of value to influence improperly the actions of another party and shall include kickbacks and bribery.</p> <p>Taking any gratification, by illegal or corrupt means, in order to influence a Public Servant.</p> <p>Taking gratification for exercise of personal influence with a Public Servant.</p> <p>Abetment of the above offences.</p> <p>The word “gratification” is not restricted to pecuniary gratifications or to gratifications estimable in money.</p> <p>The above offences are punishable with imprisonment and fines, under the Prevention of Corruption Act, 1988.</p>
6	Domestic Public Official or Public Servant	<p>(i) any person in the service or pay of the Government or remunerated by the Government by fees or commission for the performance of any public duty;</p> <p>(ii) any person in the service or pay of a local authority.</p> <p>(iii) any person in the service or pay of a corporation established by or under a Central, Provincial or State Act, or an authority or a body owned or controlled or aided by the Government or a Government company as defined in section 617 of the Companies Act, 1956*.</p> <p>(iv) any Judge, including any person empowered by law to discharge, whether by himself or as a member of any body of persons, any adjudicatory functions.</p> <p>(v) any person authorized by a court of justice to perform any duty, in connection with the administration of justice, including a liquidator, receiver or commissioner appointed by such court.</p>



Sl.No.	Term	Meaning
		<p>(vi) any arbitrator or other person to whom any cause or matter has been referred for decision or report by a court of justice or by a competent public authority.</p> <p>(vii) any person who holds an office by virtue of which he is empowered to prepare, publish, maintain or revise an electoral roll or to conduct an election or part of an election.</p> <p>(viii) any person who holds an office by virtue of which he is authorized or required to perform any public duty;</p> <p>(ix) any person who is the president, secretary or other office-bearer of a registered co-operative society engaged in agriculture, industry, trade or banking, receiving or having received any financial aid from the Central Government or a State Government or from any corporation established by or under a Central, Provincial or State Act, or any authority or body owned or controlled or aided by the Government or a Government company as defined in the Companies Act.</p> <p>(x) any person who is a chairman, member or employee of any Service Commission or Board, by whatever name called, or a member of any selection committee appointed by such Commission or Board for the conduct of any examination or making any selection on behalf of such Commission or Board.</p> <p>(xi) any person who is a Vice-Chancellor or member of any governing body, professor, reader, lecturer or any other teacher or employee, by whatever designation called, of any University and any person whose services have been availed of by a University or any other public authority in connection with holding or conducting examinations.</p> <p>(xii) any person who is an office-bearer or an employee of an educational, scientific, social, cultural or other institution, in whatever manner established, receiving or having received any financial assistance from the Central Government or any State Government, or local or other public authority.</p> <p>People falling under any of the above sub-clauses are public servants, whether appointed by the Government or not.</p>
7	Entertainment	<p>Any benefit provided to an Employee of the Company or a related individual (eg. Spouse, children, other family member or friend) by a third party in the form of</p> <ul style="list-style-type: none"> <li>• Meals, visits to theatres, shows, other venues. Tickets to events, Invitation to concerts, events, exhibitions etc.</li> <li>• Travel and accommodation costs or any such benefit provided by an Employee of the Company to a third party.</li> </ul>

Sl.No.	Term	Meaning
8	Fraudulent Practice	Any action or omission, including misrepresentation that knowingly or recklessly misleads, or attempts to mislead, a party to obtain a financial or other benefit or to avoid an obligation.
9	Gifts	<p>Any benefit (monetary or non-monetary) other than Entertainment provided to the Company's Employee or related individual by a third party or provided by an Employee of the Company to a third party. Benefits include services and provision of goods at no cost to the recipient or at a price below market value.</p> <p>In order to determine whether gifts are appropriate, each employee should consider the following criteria;</p> <ul style="list-style-type: none"> <li>• Made for the right reason: the gift should be given as an act of appreciation, friendship or hospitality, not influence.</li> <li>• No obligation: the gift does not place the recipient under any obligation.</li> <li>• Made openly: if made secretly then the purpose will be suspect.</li> <li>• Appropriate: the nature of the gift is appropriate and is in line with both general business practice as well as local cultural and ethical standards</li> <li>• Infrequent: such giving or receiving is not a regular happening between the giver and the recipient.</li> </ul>
10	Obstructive Practice	<p>(i) deliberately destroying, falsifying, altering or concealing of evidence that is material to an investigation or making a false statement to investigators and/or threatening, harassing or intimidating any party to prevent it from disclosing its knowledge of matters relevant to an investigation or from pursuing the investigation.</p> <p>(ii) Any act intended to materially impede the exercise of any investors' access to contractually required information in connection with an investigation into allegations of a corrupt, fraudulent, coercive or collusive practice.</p> <p>The investigation could be by a regulator, an agency appointed by the regulator.</p>
11	Political Party	A political party registered under Section 29A of the Representation of the People Act, 1951.



Sl.No.	Term	Meaning
12	Prohibited Payments	Any offer, gift, payment, promise to pay or authorization of the payment of any money or anything of value, directly or indirectly, to or for the use or benefit of any Official (including to or for the use or benefit of any other Person if the Company knows, or has reasonable grounds for believing, that the other Person shall use such offer, gift, payment, promise or authorization of payment for the benefit of any such Official), for the purpose of influencing any act or decision or omission by any Official in order to obtain, retain or direct business to, or to secure any improper benefit or advantage for, the Company, its Affiliates or any other Person, provided that any such offer, gift, payment, promise or authorization of payment shall not be considered a Prohibited Payment if it is lawful under applicable written laws, rules, policies or regulations.
13	Ethics Officer	The Ethics officer will be Chief Human Resources officer of the company.

\* Government Company now defined under Section 2(45) of the Companies Act, 2013.

## APPENDIX 2 - LIMITS ON GIFT AND ENTERTAINMENT

### Gifts:

Receipt of gifts	Up to a maximum of INR 2,500 per instance	Not to exceed a cumulative value of financial year of INR 10,000.
Offer/Giving of gifts	Up to a maximum of INR 2,500 per instance	Not to exceed a cumulative value of financial year of INR 10,000.

### Entertainment:

Receipt of Entertainment	Up to a maximum of INR 2,500 per occasion	Not to exceed a cumulative value of financial year of INR 10,000.
Offer of Entertainment	Up to a maximum of INR 25,00- per occasion	Not to exceed a cumulative value of financial year of INR 10,000.

## APPENDIX 3 - DRAFT FORMAT OF REPRESENTATIONS TO BE FURNISHED BY THE THIRD PARTY

We have in place and comply with our own anti-bribery and corruption procedures adequate to ensure that we comply with Anti-Corruption Laws. If requested, we shall provide a copy of our procedure document to the Company.

We shall co-operate with the Company with information or confirmation that the Company may require from time to time in connection with our obligations. We acknowledge that the Company will place reliance upon the information provided by us. This obligation shall continue after the expiry or termination of our contract.

We shall immediately notify the Company in writing of any suspected or known breach of our procedure document or of the Anti-Corruption Laws.

We shall be responsible for ensuring that the terms as mentioned above are included within any subcontract that we use in relation for provision of the services such that these terms flow down to the sub-service provider.

The Company shall have the right to suspend and/or terminate this Contract for material breach immediately or on such other time specified by the Company, upon written notice to us, if (i) we or any person employed by us or acting on our behalf or any sub-service provider fails to comply with any of the Anti-Corruption Laws or (ii) the Company has reasonable proof that that an occurrence as specified in (i) has occurred.

In the event of breach by us, any exclusions or limitations of liability set out in the Contract or Engagement Letter which shall otherwise be applicable, shall not apply to any claim or loss arising from or connected with such breach and the parties agree that the following losses shall be recoverable from us by the Company:

- Any costs or expenses (including reasonable legal fees) incurred by the Company in investigating a breach or suspected breach of Anti-Corruption Laws and any other costs related to the breach.
- Any fine or penalty paid or imposed on the Company or any of its associated persons as a result of such breach.

## APPENDIX 4 - UNDERTAKING TO BE TAKEN FROM EMPLOYEES ON JOINING

I hereby acknowledge receipt of the Anti-Bribery and Anti-Corruption Policy of Vidal Healthcare Services Pvt Ltd.

I hereby represent and affirm that I have read the Policy in its entirety and have understood its contents. I affirm that I shall take note of the amendments to this Policy from time to time. I undertake to ensure full compliance with this Policy.

Should I have any questions concerning this Policy, I will direct such questions to the designated officer as specified in the Policy.

\_\_\_\_\_  
Employee's Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Employee's Name (Please Print)

\_\_\_\_\_  
Designation