



Anti-Bribery and Corruption Policy

FLAIR WRITING INDUSTRIES LIMITED

INTRODUCTION:

This document defines Control Risks Policy on the avoidance of bribery and corruption and to conduct all of our business in an honest and ethical manner. Our company is committed to maintaining the highest ethical standards and vigorously enforces the integrity of its business practices wherever we operate throughout the world. It has the endorsement of Management and will be regularly reviewed by them to ensure that it reflects any changes in applicable laws and developments in acceptable standards for the conduct of business.

POLICY STATEMENT:

As laid out in the Code of Conduct of Flair Writing Industries Limited ('FWIL'), integrity is a key Flair value. FWIL aims to maintain the highest standards of ethics in all of our business dealings worldwide. FWIL is committed to conducting itself professionally, fairly, honestly and lawfully in all its business dealings and relationships globally and has a zero-tolerance approach to bribery and corruption.

FWIL is committed to ensure compliance with all the applicable anti-bribery and anti-corruption laws in all jurisdiction wherever it operates and lay down the guidance on how to recognise and deal with bribery and corruption issues.

FWIL always encourages raising of genuine concerns pertaining to bribery related issues while assuring confidentiality and without the fear of retaliation. The Audit Committee shall play the role of an independent Anti- Bribery function with direct access to the Board.

Even if some conduct is permissible under the rules and regulations of the jurisdiction concerned, if it contravenes this policy, the provisions of this policy shall prevail and be followed by the persons to whom this policy applies.

Conversely, even if some conduct is permissible under this policy, but if it contravenes the rules and regulations of the jurisdiction concerned, such rules and regulations shall prevail and be followed by the persons to whom this policy applies. This policy applies to all stakeholders working for or acting on behalf of FWIL or any of its subsidiaries.

DEFINITIONS

- **Bribery** means to obtain or accept or attempt to obtain or promise for giving, receiving, soliciting or accepting of financial or other advantages, or any other thing of value, to influence or reward the behavior of a person who is in a position of trust to perform a public, commercial or legal function to retain or obtain a commercial advantage. Bribes are payments made in the form of money or anything else of value in return for a business favour or advantage.

- **Corruption** is dishonest, improper and usually unlawful conduct intended to secure a benefit undertaken by a person or organization entrusted with authority to attain illicit benefit or abuse power for one's private gain.
- **Facilitation payments** are unofficial payments made to secure or expedite a routine action by authorized official.
- **Kickbacks** are payments made in return for a business favor/advantage.
- **Gift** means any item of considerable value, given to/received from a party that has business dealings with the organization.

The most prevalent forms of bribery and corruption stem from:

- Payments to a company's employees or their relatives, or to a third party, to secure advantage in business transactions.
- Political contributions made to secure advantage in business transactions.
- Sponsorships used to secure advantage in business transactions.
- Facilitation payments made to secure or accelerate routine or necessary business actions.
- Gifts, hospitality and expenses payments made to secure advantage in business transactions

WHAT IS NOT ACCEPTABLE?

1. BRIBES AND KICKBACKS:

The company prohibits its employees from engaging in acts of corruption and from paying bribes or kickbacks to or accepting bribes or kickbacks from public officials and private individuals such as the personnel of companies with which the company does business. FWIL does not encourage its stakeholders to take part in acts of corruption, pay bribes, or receive kickbacks directly or indirectly.

The policy also prohibits facilitation payment. A facilitation payment is a payment made to secure or expedite a routine government action by an official.

2. GIFTS, HOSPITALITY AND EXPENSES:

Company employees shall not offer to or accept from, third parties, gifts, hospitality, rewards, benefits or other incentives that could affect either party's impartiality influence a business decision or lead to the improper performance of an official duty. Similarly, they may not offer or accept cash donations. Company employees may offer and accept 'reasonable' and 'proportionate' gifts and entertainment, such as dinner invites etc.

Gifting is strictly prohibited when used as bribes.

FWIL personnel should not and should ensure that members of their immediate family do not, provide, solicit or accept cash or its equivalent, entertainment, favors, gifts or anything of substance to or from competitors, vendors, suppliers, customers or business partners, which do business or are seeking to do business with FWIL, to secure any unfair or undue advantage. No stakeholder shall threaten or retaliate against, another employee who has refused to commit a bribery offence or who has raised concerns under this Policy and shall not engage in any activity that might lead to a breach of this Policy.

In determining, what is 'reasonable' and 'proportionate', employees should consider the value of the gift or benefit as well as the frequency with which the same or similar gift or benefit is offered. In all cases, they must ensure that the gift or benefit:

- is being given as an expression of goodwill and not in expectation of a return favour (a gift designed to secure a return favour could be seen as a bribe).
- is commensurate with generally accepted standards for hospitality taking into account the norms for the Industry/professional sector in which it is offered.
- is being provided openly and transparently, and is of a nature that will not cause the company embarrassment if publicly reported.

If prior approval cannot be realistically obtained before the initial acceptance of a gift or hospitality, the employee must report and seek retrospective approval, or otherwise, at the required level as soon as possible after initial acceptance.

PERSONAL CONFLICTS OF INTEREST:

Company employees must avoid situations or transactions in which their personal interests could conflict or might be seen to be in conflict with the interests of the company.

This includes:

- a. acting on any client information gained through their employment with the company for personal gain;
- b. passing such information to a third party; or
- c. acting in any way that could be construed as insider trading.

Conflicts of interest can arise if individuals have a personal interest in business dealings involving the company. Personal interest can be direct or indirect, and refers not only to personal interests but to those of family members and friends. If there is a potential for conflict, the interests of the company must take priority.

Employees must disclose any personal conflict of interest or perceived conflict to their Reporting Head.

PROCEDURE

How to raise a concern?

Every person, to whom this policy applies too, is encouraged to raise their concerns about any bribery issue or suspicion of malpractice at the earliest possible stage. If he/ she is unsure whether a particular act constitutes bribery or corruption or if he / she has any other queries, these should be raised with their respective Manager and/or the Audit Committee of the Company.

What to do if you are a victim of bribery and corruption?

It is his / her responsibility to inform / report it to their respective Managers and the Audit Committee or its members via email immediately if you are offered a bribe by a third party, you are asked to make one, suspect that this may happen in the future or believe that you are a victim of another form of corruption or other unlawful activity. You must refuse to accept or make the payment from or to a third party, explain our policy against accepting or making such payment and make it clear that the

refusal is final and non-negotiable because of this Policy. If you encounter any difficulty making this refusal, you should seek assistance from your Manager.

PROTECTION:

Employees or those who are acting on behalf of FWIL who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoings are sometimes worried about possible repercussions. FWIL encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

FWIL is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern. If you believe that, you have suffered any such treatment, you should inform your Reporting Head or you should raise it formally using your HR Grievance Procedure.

TRAINING:

Training on this policy will form part of the induction process for all new employees. All existing employees will receive regular, relevant updates on how to implement and adhere to this policy. All other new people working for or representing FWIL, such as external resources, consultants, agents, etc., will receive training on this policy as part of their induction program. Existing external resources, committee members, consultants, agents, etc., will receive training and communications on this policy from Head Office.

INVESTIGATION:

The Audit Committee shall either initiate investigation itself or issue directives to investigate a matter as and when required.

Business and functional leadership shall ensure that any violation of this policy, noticed by them or brought to their notice, is immediately reported to the Audit Committee in confidence, along with reasons for suspicion and available evidence.

NON - COMPLIANCE:

Adherence to this policy shall be monitored within the business with support from the Audit Committee. Internal Auditor shall conduct periodic reviews in accordance with its guidelines.

Company

Failure to ensure compliance with this policy could lead to the following consequences for the company:

- Criminal or civil liabilities for the company including unlimited fines and imprisonment;
- Serious reputational damage including media comment; and
- The unenforceability of contracts entered into as a result of acts of bribery, fraud or other illegality.

Employees

Failure to ensure compliance with this policy could may lead to disciplinary action along with the following consequences for employees:

- Counselling
- Formal Apology
- Censure
- Recovery of financial loss incurred
- Personal criminal liability followed by fines or imprisonment;
- Disciplinary action initiated by the company, including dismissal;

All the employees are expected to co-operate to the fullest extent possible in any investigation into suspected breaches of this policy or any related processes or procedures.

In exceptional cases, as determined by the Audit Committee, any other penalty may be imposed.

Business partners such as consultants and representatives violating this policy may be subject to imposition of large fines/ penalties as the case may be, in addition to immediate termination of commercial/business relations with FWIL.

REVIEW AND GOVERNANCE:

The Audit Committee should periodically interact with key stakeholders to review the Anti-bribery program objectives and key components to identify improvement areas/aspects needing realignment due to the changes in the control environment.

Observations/suggestions emanating from these interactions, as well as learnings from handling of corruption and bribery related issues should be leveraged for continual improvement of the Anti-corruption and bribery policy and programs. FWIL reserves the right to vary and/or amend the terms of this Policy from time to time.

SYNOPSIS:

The company and its employees are:

- Prohibited from offering, promising or paying a bribe of any kind;
- Prohibited from soliciting, accepting or receiving a bribe of any kind;
- Prohibited from giving or offering anything of value to a public official;
- Required to comply with the company's guidelines and authorization levels in relation to the giving and receipt of gifts and hospitality;
- Required to complete due diligence into all agents, representatives, suppliers, contractors and all those with whom a business relationship is established in order to enable the company to offer its services to its clients.