



Anti-bribery and Anticorruption Policy

Bharat Hotels Limited (“BHL” or the “Company”) is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. It is the Company’s policy to conduct all business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice of not engaging in bribery or corruption.

1. Scope and applicability

This Anti-bribery and Anti-corruption Policy (this “Policy”) applies to all individuals working for the Company, its affiliates, subsidiaries and associates at all levels and grades, including directors, senior executives, officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers, volunteers, interns, agents, or any other person associated with BHL (collectively referred to as “Employees” in this Policy).

“Third Party(ies)” means any individual or organization, who / which come into contact with BHL or transact with BHL and 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).

2. Policy details

A bribe is an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to directly or indirectly offer a bribe or receive a bribe.

It is an offence to bribe a government/ public official. “Government / public official”. A bribe may be anything of value and not just money - gifts, inside information, sexual or other favors, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function etc. and can pass directly or through a third party.

3. Gifts and hospitality

All relationships must be on an arm’s length basis. This Policy does not prohibit normal and appropriate gifts, hospitality, entertainment and promotional or other similar business expenditure, such as calendars, diaries, pens, meals and invitations to theatre and sporting events (given and received), to or from Third Parties. However, the key determining factor for appropriateness of the gift or hospitality and/or its value would be based on facts and

circumstances under which such gift or hospitality is provided.

To avoid committing a bribery offence, the gift or hospitality must be:

- a. Reasonable and justifiable in all the circumstances
- b. Intended to improve the image of BHL, better present its products and services or establish cordial relations

The giving or receiving gifts or hospitality is acceptable under this Policy if all the following requirements are met:

- a. It is not made with the intention of influencing a Third Party to obtain/ retain business or a business advantage or to reward the provision or retention of business or a business advantage or in explicit or implicit exchange for favors/ benefits or for any other corrupt purpose
- b. It complies with local laws and customs.
- c. It does not include cash or a cash equivalent (such as gift certificates or vouchers)
- d. It is appropriate in the circumstances. For example, in India it is customary for small gifts to be given at Diwali time
- e. Taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time
- f. It is given openly, not secretly and in a manner that avoids the appearance of impropriety

4. Facilitation payments and kickbacks

Neither an Employee nor any person acting on behalf of BHL shall make and shall not accept facilitation payments or “kickbacks” of any kind. “Facilitation Payments” are typically small, unofficial payments made to secure or expedite a routine action by an official. “Kickbacks” are typically payments made to commercial organizations in return for a business favor/ advantage. Employees must avoid any activity that might lead to or suggest that a Facilitation Payment or Kickback will be made or accepted by BHL.

Facilitation Payments are known to be prevalent in many countries and industries. Inability to make such payments may cause difficulties in doing business in some jurisdictions and that this may result in loss of income or contract. The guidance set out below is intended to help support Employees in circumstances when Employees are asked to make Facilitation Payments.

5. Guidance on how to avoid making Facilitation Payments

Corrupt government officials demanding payments to perform routine government actions may often put people acting on behalf of BHL in very difficult positions:

- Employees must insist on official receipts for any payments made.
- Report suspicions, concerns, queries and demands for Facilitation Payments to the higher ups and to local enforcement authorities and refuse to make such payments

6. Blackmail/ extortions

We remain committed to our policy of not making Facilitation Payments. The only limited exception to this is in circumstances where Employees have make payments in order to protect against loss of life, limb or liberty. In such circumstances, Employees make the payment and it is their immediate responsibility to contact their reporting officer.

7. Charitable donations

As part of its corporate social responsibility activities, BHL may support local charities or provide sponsorship, for example, to sporting or cultural events. We only make charitable donations that are legal and ethical under local laws and practices and also within the corporate governance framework of the organization.

8. Cash Transactions to be avoided

We must endeavor that all our transactions are by cheque or any other digital mode. Cash transactions should be completely avoided. In exceptional circumstances where payment is to be received in cash, any transactions where total receipt exceeds Rs.25,000/- PAN No of the person giving cash must be taken. If the person does not have a PAN number, he / she is required to make a declaration in by filing the Form 60 along with a copy of any of the document mentioned on the form i.e. Adhaar, Passport, Ration card, Driving license, Identity card or any other document in support of the address given in the form.

9. Record-keeping

Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to Third Parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept “off-book” to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.

Employees must follow all the procedures laid out in standard operative procedures which help in anti-bribery and corruption due diligence on suppliers, potential joint venture parties, clients and other third parties.

10. How to raise a concern

Employees are encouraged to raise concerns about any bribery issue or suspicion of malpractice at the earliest possible stage. If Employees are unsure whether a particular act constitutes bribery or corruption or if Employees have any other queries, these should be raised with their respective reporting officer and/or the Whistleblower Committee via whistleblower@thelalit.com.

11. What to do if Employees are victim of bribery and corruption?

It is Employees responsibility to inform / report it to their reporting officer and the Whistleblower Committee via whistleblower@thelalit.com as soon as possible if Employees are offered a bribe by a third party, Employees are asked to make one, suspect that this may happen in the future or believe that they are a victim of another form of corruption or other unlawful activity. Employees 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 Employees encounter any difficulty making this refusal, they should seek assistance from their reporting officer.

12. Protection

Those who refuse to accept or offer a bribe or those who raise concerns or report another's wrong- doing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future. If Employees believe that they have suffered any such treatment, they should inform their reporting officer or the Whistleblower Committee via whistleblower@thelalit.com immediately.

13. Training

This policy should be communicated to all the employees and those associated with the Company. Periodical training, seminars, programs must be held to make everybody aware of the policy.

14. Waiver and amendment of the policy

The Compliance Officer /Chief Financial Officer will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Therefore, this document is subject to modification.

The Board reserves the right to amend this Policy from time to time based on changing requirements.