



FORTIS HEALTHCARE LIMITED

**ANTI-BRIBERY AND ANTI- CORRUPTION  
POLICY  
("ABAC POLICY")**

<b>Type: Policy</b>	<b>Owner: Legal Department</b>	<b>Custodian: Group General Counsel</b>
<b>Effective Date: June 2024</b>	<b>Review Schedule: Annual / Need Based</b>	<b>Last Reviewed: N.A.</b>
<b>Communication Plan: company website</b>	<b>Privacy Classification: Open General</b>	<b>Doc. No. FHL/ABAC/v.1/June 2024</b>
	<b>Version: v.1</b>	

## ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

### 1. OBJECTIVE

- 1.1. Fortis Healthcare Limited including its subsidiaries and associates (collectively referred to as “**Company**”) has zero-tolerance against bribery and corruption. It is committed to conduct its business with integrity; promote values of integrity, transparency, accountability and good corporate governance; strengthening internal systems that support corruption prevention and complying with laws relating to fighting corruption.
- 1.2. This Anti-Bribery and Anti-Corruption Policy (**‘ABAC Policy’**) has been formulated to set out standards of integrity and behavior that is required of the Company, its directors, employees and third parties.
- 1.3. This ABAC Policy has been developed also as part of the IHH Group’s broader anti-bribery and anti-corruption (**“ABC”**) policy and program. It leverages the principles and rules set out in IHH Group’s ABC policy.
- 1.4. ABAC Policy prescribes that no financial and/or other inducements are offered or accepted by or on behalf of the Company, its directors and employees. It is also to encourage them to be vigilant, to act with integrity and report against any individual(s) involved in bribery and corruption.
- 1.5. ABAC Policy is not intended to provide definitive answers to all questions regarding bribery and corruption. Rather, it is intended to provide guidance to Company, its Directors, its Employees and third parties concerning how to deal with Bribery and Corruption and related issues that may arise in the course of business.
- 1.6. The meanings as provided in **Schedule 1** shall apply wherever used in this ABAC Policy.

### 2. SCOPE

- 2.1. Company, its directors, its employees and Third Party shall comply with ABAC Policy.
- 2.2. The fact that the Company has a zero-tolerance approach to bribery and corruption shall be communicated to all third parties while executing any kind of contract/ Purchase Order with them.
- 2.3. This ABAC Policy is accessible from the Company’s website at [www.fortishealthcare.com](http://www.fortishealthcare.com)

### 3. DUTIES OF DIRECTORS, EMPLOYEES AND THIRD PARTY

- 3.1. Directors, employees and Third Party must ensure that they have read and understood the ABAC Policy and must at all times comply with it. Engaging in bribery or corrupt practices may have severe consequences for the Directors, employees, Third Party, Company and IHH Group. Directors, employees and Third Party may face *inter alia* dismissal/termination, civil and criminal legal action, fines. As a result of bribery and corrupt practices, Company as well as IHH Group may face damage to reputation, financial loss and disbarment from business and other negative consequences.
- 3.2. Prevention, detection and reporting of Bribery and Corruption can be done by all those working directly or indirectly for the Company.

- 3.3. Illustrations of actions/ conduct in connection with a Third Party, which may be considered violative of ABAC Policy (“Red Flags”) are given in **Schedule 1**.
- 3.4. All contracts with third parties should include Anti Bribery and Anti-Corruption clause as suggested in **Schedule 2**. Subject to approval of legal department of the Company, the ABAC clause as referred in **Schedule 2** can be customized to suit requirements, rules and regulations/ negotiations between the Parties.
- 4. GENERAL REQUIREMENTS TO PREVENT BRIBERY AND CORRUPTION**
- 4.1 Directors, employees and Third Party shall not directly or indirectly make, promise, approve, authorize or offer to give to anyone or accept or solicit from anyone anything of value (including but not limited to cash, gifts, job offers, travel expenses, meals and entertainment) if the purpose or effect is to induce the recipient to take (or to refrain from taking) action that would bestow a commercial benefit or business advantage on the Company or any other party.
- 4.2 No bribes of any sort shall be paid or accepted from customers, suppliers, politicians, government/ public officials, public advisor or representative’s, private persons or company for or on behalf of the Company for or in respect of any business for official matters for transactions of the Company. Bribery is committed when an inducement or reward is provided, in order to gain any commercial, contractual, regulatory or personal advantage for the Company or another party.
- 4.3 Company acknowledges that offering of meals, entertainment or gift is customary in many parts of world during national, cultural and religious occasions. The following conditions must be satisfied when offering meal, entertainment or gifts to Third Party:
- a) Meal, entertainment or gifts offered should be within the range of normal social courtesies and with prior written approval of the concerned departmental heads. The test to be applied is whether in all circumstances the meal, entertainment and gifts offered are modest, desirable, reasonable and not viewed as lavish regardless of actual monetary value and justifiable.
  - b) There must be no circumstances that could give rise to any misunderstanding that such meal, entertainment or gifts are being offered with the intention of gaining any improper business advantage.
  - c) Offering meal, entertainment or gift should not violate any applicable laws.
- 4.4 If chauffeur service, land and air travel are provided to a third party by the Company, it shall be provided with prior written approval of the concerned departmental heads. The same would be normally allowed for reasonable and justifiable reasons including social courtesy and gesture of goodwill.
- 4.5 Charitable contribution including sponsorship as part of corporate social responsibility activities should be made in line with the applicable laws and regulations.
- 5. TRAINING AND AWARENESS**
- 5.1. As part of prevention, identification and detection of bribery and corruption issues, trainings/ awareness program shall be conducted by HR Team from time to time.

- 5.2. Training on ABAC Policy shall form part of the induction process for new employees.
- 5.3. Each employee having designation 'General Manager' and above shall submit an annual Certification as per template provided in **Schedule 3** acknowledging that they are adhering to the ABAC Policy.
- 5.4. All Directors shall submit a Certification as per template provided in **Schedule 4** acknowledging that they shall adhere to ABAC Policy.

## **6 HOW TO RAISE CONCERNS**

- 6.1. Directors, employees and third parties are encouraged to raise concerns about Bribery or Corruption issue or any breach of ABAC Policy at the earliest possible stage.
- 6.2. Directors, employees and Third Party may either notify at [fortis@integritymatters.in](mailto:fortis@integritymatters.in) or reach out to Ethics Committee, as soon as possible, if they believe or suspect, or have a reason to believe or suspect, that a breach of the ABAC Policy has occurred, or may occur in future. Ethics Committee shall notify any changes in the said reporting Email ID from time to time.
- 6.3. Concerns notified under this Policy will be dealt as per the Whistle Blower Policy, the Consequence Management Policy of Company and/or Applicable Law(s). The Whistle Blower Policy offers protection from victimization and reprisals to all persons raising concerns about Bribery or Corruption issue.
- 6.4. No person who in good faith, reports a violation of the ABAC Policy shall suffer harassment, retaliation or adverse employment consequences.

## **7 DISCIPLINARY APPROACH**

- 7.1. Engaging in Bribery or Corrupt practices can have severe consequences for directors, employees and third parties. They may face dismissal, reprimand, withholding of their compensation, actions as provided in the Consequence Management Policy of Company.

Company reserves the right to either blacklist or terminate contractual relationship with third parties if they breach the ABAC Policy.

- 7.2. Company reserves the right to terminate any pending negotiation(s), tender(s), purchase order(s) or contract(s) with any Third Party who does not comply with the ABAC Policy.

## **8 PERIODIC REVIEW AND EVALUATION**

- 8.1. Ethics Committee will monitor the effectiveness and review the implementation of this ABAC Policy, considering its suitability, adequacy and effectiveness.
- 8.2. Company reserves the right to vary and/or amend the terms of this ABAC Policy from time to time.

## SCHEDULE 1

### MEANINGS AND ILLUSTRATIONS

**“Bribe”** is anything of value, including money, gifts and entertainment, other business courtesies or personal gratification given, offered, or received in an attempt to influence a person’s behaviour, in order to obtain or retain business, or to secure an unfair benefit or advantage.

It is clarified that meals, entertainment or gifts offered within the range of normal social courtesies shall not be considered as Bribe. The test to be applied is whether in all circumstances the meals, entertainment and gifts offered are modest, desirable, reasonable and not viewed as lavish regardless of actual monetary value and justifiable.

**“Bribery”** occurs when one person offers, pay, seeks or accepts a payment. Gift, favour or a financial or other advantage from another to unfairly influence a business outcome, to induce or reward improper conduct or to gain any commercial, contractual, regulatory or personal advantage. It can be direct or indirect through third parties or agents.

**“Corruption”** includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards. It includes giving or accepting bribes or inappropriate gifts, under-the-table payments, or benefits.

#### Illustration of Bribery

##### **Example 1: Offering Bribe**

*“You offer a potential client, ticket to a holiday abroad, but only if they agree to do business with us”.*

In this case you would be committing an offence as you are making the offer to gain an improper commercial and contractual advantage. The Company may also be found to have committed an offence because the offer has been made improperly to obtain business for it. It may also be an offence for the potential customer to accept your offer.

##### **Example 2: Receiving Bribe**

*“A supplier gives your distant relative a job but makes it clear that in return they expect you to use your influence in the Company to ensure we continue to do business with them.”*

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain an improper personal advantage.

**“Director”** a person appointed to perform the duties and functions of director of a company in accordance with the provisions of the Companies Act, 2013.

**“Employee”** includes all employees (full-time or part-time) engaged directly or indirectly, wherever located regardless of grade and position, in all locations where the Company operates.

**“Compliance Officer”** means ‘Company Secretary’ of the Company or any other person so designated by the Board of Directors of the Company.

**“Ethics Committee”** means the ethics committee constituted by the Company comprising of Compliance Officer, Chief Human Resources Officer and Group General Counsel.

**“Third Party”** means any individual or organisation who has business dealings with the Company and includes business partners (including O&M Partners and JV Partners), customers, contractors, subcontractors, suppliers, distributors, business contacts, agents, technical and other consultants and advisors.

**Illustrations of Red Flags:**

Following are illustrations of actions/ conduct in connection with Third Party, which may be violative of ABAC Policy (**“Red Flags”**). The list below is not intended to be exhaustive and is for illustrative purposes only:

- a) A Third Party insists on receiving a commission or fee payment before committing to sign up to a contract with Company.
- b) A Third Party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.

**“IHH Group”** means the company namely ‘IHH Healthcare Berhad’ which includes its subsidiaries, related corporations and any of its affiliates.

## **SCHEDULE 2**

### **TEMPLATE**

#### **ANTI BRIBERY AND CORRUPTION CONTRACTUAL CLAUSE**

Endeavor shall be made to include the clause below in all contracts executed with Third Party:

*“Engaging Party agrees that it shall comply at all times with applicable anti-corruption laws and regulations in connection with the performance of the Agreement and that it has not, and covenants that it will not, in connection with the performance of the Agreement, directly or indirectly, make, promise, authorize, ratify or offer to make, or take any act in furtherance of any payment or transfer of anything of value for the purpose of influencing, inducing or rewarding any act, omission or decision to secure an improper advantage; or improperly assisting it or Fortis Entities in obtaining or retaining business, or in any way with the purpose or effect of public or commercial bribery, and warrants that it has taken reasonable measures to prevent subcontractors, agents or any other third parties, subject to its control or determining influence, from doing so. Fortis Entities shall be entitled to terminate the Agreement immediately on written notice to Engaging Party if Engaging Party fails to perform its obligations in accordance with this clause.”*

**SCHEDULE 3**

**TEMPLATE**

**ANNUAL ANTI-BRIBERY AND ANTI-CORRUPTION (ABAC) COMPLIANCE CERTIFICATION (EMPLOYEE)**

To,  
Compliance Officer  
Fortis Healthcare Limited

I acknowledge that I have read and understood the Anti-Bribery and Anti- Corruption (“ABAC”) Policy and declare that:

- a) In the financial year (\_\_\_\_ to \_\_\_\_), I have complied with the ABAC Policy and I have sought prior written permission from my Departmental Head wherever needed, in terms of the said policy.
- b) I am not aware of any non-compliant behaviour w.r.t. this Policy. I will report any known or suspected violations of ABAC Policy or anti-corruption laws to the Company.
- c) I understand that Violation of the ABAC Policy by me would constitute an offence that could result in disciplinary action including termination of my services/ association with the Company.

Sign: \_\_\_\_\_

Name: \_\_\_\_\_

Emp ID: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_



**SCHEDULE 4**

**TEMPLATE**

**ANTI-BRIBERY AND ANTI-CORRUPTION (ABAC) COMPLIANCE CERTIFICATION (DIRECTOR)**

To,  
Compliance Officer  
Fortis Healthcare Limited

I acknowledge that I have read and understood the Anti-Bribery and Anti- Corruption (“ABAC”) Policy and state that:

- a) In the financial year (\_\_\_\_\_ to \_\_\_\_\_), I have complied with the ABAC Policy and shall remain bound with the same throughout my association with the Company.
  
- b) I will report any known or suspected violations of ABAC Policy or anti-corruption laws to the Company.

Sign: \_\_\_\_\_

Name: \_\_\_\_\_

DIN No: \_\_\_\_\_

Company: \_\_\_\_\_

Date: \_\_\_\_\_