



## **ANTI-BRIBERY AND** **ANTI-CORRUPTION COMMITMENT**

**Integrity commitment, performance of the contract and punitive action thereof:**

**Commitment by C-Quel & Its Employees/ Associates:**

C-Quel and its employees commit to take all measures necessary to prevent corruption in connection with its clients, contracts and government liaising. C-Quel will conduct all its activities with clients and government agencies in a transparent and fair manner.

C-Quel and its employees commit to take all measures to prevent corruption and will not directly or indirectly influence any decision or benefit which he is not legally entitled to nor will act or omit in any manner which tantamount to an offence punishable under any provision of the Indian Penal Code, 1860 or any other law in force in India.

C-Quel and its employees will perform/ execute its client contracts as per the contract terms & conditions and will not default without any reasonable cause, which causes loss of business/ money/ reputation, to C-Quel.

**C-Quel and its employees/ associates agree to adhere to the covenants below:**

1. DEFINITIONS

**“Agent”:** Any individual acting as an agent, paid by the C-QUEL, acting on the C-QUEL’s behalf in negotiating with Third Parties.

**“Bribery” / “Corruption”:** Bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another to influence a business outcome improperly, 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/C-QUEL.

**“Company”:** All subsidiaries and affiliated companies.

**“Conflict of Interest”:** Occurs when an individual or organization is involved in multiple interests, one of which could possibly corrupt, or be perceived to corrupt, the motivation for an act in another.

**“Donation”:** A Donation is a voluntary contribution in the form of monetary or non-monetary gifts to a fund or cause for which no return service or payment is expected or made. Contributions to industry associations or fees for memberships in organisations that serve business interests are not necessarily considered Donations.

**“Employee”:** For the purposes of this policy this includes all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or joint ventures or their employees, wherever they are located.



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**“Facilitation Payments”:** A form of Bribery in which small payments are made with the purpose of expediting or facilitating the performance by a Public Official/ Officials of a routine governmental action and not to obtain or retain business or any other undue advantage.

**“Gifts, Invitations & Hospitality”:** Invitations given or received to social functions, sporting events, meals and entertainment, gifts or customary tokens of appreciation.

**“Intermediary”:** Includes but is not limited to Agents, distributors, consultants, sales representatives, implementation partners, sales partners.

**“Kickback”:** A bribe to obtain an undue advantage, where a portion of the undue advantage is 'kicked backed' to the person who gave, or is supposed to give, the undue advantage.

**“Public Official”:** Officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and officers or employees of enterprises which are mandated by a public body or a state-owned enterprise to administrate public functions.

**“Sponsorship”:** Sponsorship is about partnering with external organisations to deliver mutual benefits through an exchange of monies, products, services, content or other intellectual property.

**“Third Party”:** Any individual or organisation C-Quel and its employees come into contact with during the course of its work. This includes government and public bodies, including their advisors, representatives and officials, politicians and political parties.

### **3. SCOPE**

3.1 This policy applies to all Employees of C-Quel and shall be communicated to them at the outset of their employment contract and as appropriate thereafter.

### **4. GIFTS, INVITATIONS & HOSPITALITY**

4.1 This policy does not prohibit normal and appropriate hospitality (given and received) to or from Third Parties/C-QUEL.

4.2 You are prohibited from accepting a gift or giving a gift to a third party in the following situations:

- (a) it is made with the intention of influencing a Third Party/C-QUEL Official to obtain or retain business, to gain a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (b) it includes cash or a cash equivalent (such as gift certificates or vouchers);
- (c) it is of an inappropriate type and value and given at an inappropriate time (e.g. during a tender process); and

(d) it is given secretly and not openly.

4.3 The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, justifiable and is proportionate. The intention behind the gift should always be considered.

## **5. EMPLOYEE RESPONSIBILITIES**

5.1 It is not acceptable for you (or someone on your behalf) to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) give, promise to give, or offer, a payment, gift or hospitality to a Public Official or Third Party to 'facilitate' or expedite a routine procedure;
- (c) accept payment from a Third Party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- (d) accept a gift or hospitality from a Third Party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- (e) threaten or retaliate against another Employee who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (f) engage in any activity that might lead to a breach of this policy or perceived breach of this policy.

5.2 It is your responsibility to ensure that 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 must be kept 'off-book'.

5.3 You must declare and keep a written record of all Gifts, Invitations & Hospitality which will be subject to managerial review.

5.4 The prevention, detection and reporting of any form of Bribery & Corruption are the responsibility of all Employees. You must notify C-QUEL AUTHORIZED PERSON as soon as possible if you are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

5.5 All Employees have the responsibility to read, understand and comply with this policy. You should at all times, avoid any activity that might lead to, or suggest, a breach of this policy.

5.6 Any Employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.

## **6. FACILITATION PAYMENTS & KICKBACKS**

6.1 Where the facilitation payment is being extorted or you are being coerced to pay it and your safety or liberty is under threat, immediate escalation needs to be done according to the Escalation Matrix given below:

### **BRIBERY & CORRUPTION ESCALATION MATRIX**

1. ABHIJIT BHATTACHARYA, CHIEF MANAGER-COMPLIANCE  
([abhijit@cquel.com](mailto:abhijit@cquel.com))
  
2. NANDINI SARKAR, DIRECTOR ([nandini@cquel.com](mailto:nandini@cquel.com))
  
3. SUSHOBHAN SARKAR, MANAGING DIRECTOR ( [sushobhan@cquel.com](mailto:sushobhan@cquel.com))

## **7. PROTECTION**

7.1 Employees who refuse to take part in bribery or corruption, or report in good faith under this policy their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future will be protected from detrimental treatment/retaliation. Detrimental treatment includes termination, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

## **8. GOVERNANCE**

9.1 C-Quel's Chief Manager, Compliance, has primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness.

DATE

**13/10/2018**

VERSION

**2.0**

APPROVED BY

**MANAGING DIRECTOR**