

ANTI-BRIBERY AND ANTI CORRUPTION POLICY

1. Preamble and Purpose

Nitta Gelatin India Limited (the 'Company' or 'NGIL') practices a zero-tolerance approach to bribery and corruption and is committed to act professionally and fairly in all its business dealings and relationships and in implementing and enforcing effective systems to counter bribery and corruption in any form. NGIL is committed to conduct business in accordance with highest ethical standards within prescribed rules and applicable laws of the land. Integrity and trust which are accepted as the core values of NGIL form the basis of all the activities towards achieving its Vision.

The purpose of this Code is to enhance integrity, ethics & transparency in governance of the Company and thereby to reinforce the trust and confidence reposed in the Company by the shareholders and other stakeholders". It requires employees, directors, officers of the Company and third parties subject to this ABAC Policy to recognize questionable transactions, behaviour or conduct, and to take steps to record, comply and follow procedures set in place to deal with such behaviour or conduct.

1.1 Bribery is illegal and can result in both civil and criminal penalties, including significant fines and imprisonment. We prohibit all forms of bribery (*payments or receipts*) including those to Govt Officials and political parties.

1.2 This policy applies to all "NGIL", who are defined as:

- All NGIL employees (including employees of our subsidiaries);
- Members of the of Directors when they act in their capacity as directors; and

This policy also applies to any third party who has a written agreement to: (i) represent the Company; or (ii) act with discretion on the Company's behalf.

1.3 Participation in any bribery or corruption by a NGIL Employee is a violation of this policy and NGIL's Code of Conduct. It is the personal responsibility of every NGIL Employee to comply with this policy, to acquaint themselves with the standards and restrictions applicable to their assigned duties, and to conduct themselves in accordance with those standards and restrictions in all respects.

2.0 DEFINITIONS

For the purposes of this policy:

2.1 a "Bribe" means any payment of (or an offer, promise, or authorization to pay)

Anything of Value to any Government Official or any other person or entity, including any person or entity in the private or commercial sector, if the payment is intended to induce the recipient to misuse his or her position or to otherwise obtain an unfair advantage.

2.2 "Anything of Value" is very broad and includes, but is not limited to, cash, cash equivalents (such as gift cards or vouchers), gifts, hospitality, meals, goods, services or merchandise, event tickets, retail certificates, entertainment, travel perks, use of vacation homes, free airfare or accommodations, special favours or privileges (such as educational or employment opportunities for friends and relatives), donations to designated charities, discounts, free

personal services, financial or property loans, co-signing of a loan or mortgage, or a promise of future employment.

2.3 "Corruption" is dishonest behaviour by those in positions of power, such as managers or Government Officials. Corruption can include giving or accepting bribes or inappropriate gifts, under-the-table payments or benefits, diverting funds, laundering money, and defrauding investors.

2.4 "Government Official" is defined as an individual person and generally includes, but is not limited to:

- All government employees, including employees of environmental, licensing, tax, and custom agencies, commissions or departments;
- Representatives of public organizations,
- Political party leaders including Panchayath president, ward councillors, Municipal chairman, Corporation Mayors, MLA's MP's ,
- Members of law enforcement, including, local police and other enforcement agencies;

2.5 "Facilitating Payments" are minor payments made to low level Government Officials to expedite non-discretionary actions or services, such as police protection, processing visa, permit or licensing applications, or providing water and power.

3.0 PROHIBITION OF BRIBES AND FACILITATING PAYMENTS

3.1 It is prohibited under this policy any NGIL Employee to give or offer (or engage in activities which give the appearance of giving or offering) a Bribe. This prohibition also applies to Facilitating Payments, as defined in Section 2.5, above. For purposes of this Policy, a Facilitating Payment shall be considered and treated as a Bribe and a violation of this policy,

3.2 It is prohibited under this policy for any NGIL Employee to

(i) authorize a third party to give or offer a Bribe or Facilitating Payment on behalf of the Company,

(ii) to engage the services of any third party to give or offer a Bribe or Facilitating Payment on behalf of the Company;

(iii) to engage the services of a third party in circumstances where it is probable that their activities may result in a Bribe or Facilitating Payment being given or offered; or

(iv) to provide funds to a third party for the purpose of paying or reimbursing the third party's payment of a Bribe or Facilitating Payment.

3.3 Any request for a Bribe or a Facilitating Payment, and any concerns about whether a bribe has been requested or paid, should be reported as soon as possible to the Chief Risk Officer or through Speak up. Alternatively, you may report requests for Bribes (including Facilitating Payments) on an anonymous basis through the NGIL Speak Up. Accordance with NGIL's Code of Conduct the Company is committed to protecting the rights of those individuals who report such issues to the Company and will not permit retaliation of any kind against any employee who in good faith reports a proposed or suspected Bribe or refuses to pay a Bribe.

3.4 If you receive a request from a Government Official for a Bribe or a Facilitating Payment, you must decline to make the payment unless you have a reasonable good faith belief that failure to make the payment would result in your incarceration, or that the health and safety of you or others around you may be jeopardized by your refusal to pay. If you are forced to make a Bribe or Facilitating Payment in order to avoid subjecting yourself or others to such consequences, you should report the payment and the surrounding circumstances immediately to Chief risk Officer. All such payments must be accurately recorded.

4.0 GIFTS, HOSPITALITY AND ENTERTAINMENT

4.1 As a general principle, any gifts or hospitality from a NGIL Employee must serve a legitimate business purpose and be reasonable, proportionate and made in good faith. Providing gifts or hospitality to a Government Official or the spouse or immediate family member of a Government Official (as opposed to a government agency or department) is generally prohibited because such acts could be a violation of anti-corruption laws; however, a reasonable and bona fide expenditure involving a Government Official may be permitted in certain circumstances, provided that it is approved in accordance with the process outlined in Section 4.2 below.

4.2 Before directly or indirectly making any payment or gift to (or at the request or direction of) a Government Official and before providing any meals, entertainment, travel or lodging to the Government Official, you must first consult with functional head/Division head and receive written approval. Any form of charitable or political contribution to a government official or to any third party at the direction of government official is prohibited as per this policy.

For further details on GHE, refer policy on Gift, Entertainment and Hospitality in the Company Website.

5.0 ACCURATE BOOKS AND RECORDS

5.1 The Company should keep accurate books and records and to establish appropriate internal controls regarding its business transactions. It is NGIL's policy that our books and records must fairly and accurately reflect the facts of a transaction and give enough information to provide a complete understanding of the transaction. It is also our policy to maintain a system of internal financial controls that will provide reasonable assurance that transactions are properly authorized, executed and recorded.

5.2 It is the responsibility of each NGIL Employee to ensure that he or she complies with the books and record-keeping requirements applicable to his or her role and responsibilities. All expenditures must be accurately and completely described and recorded.

6.0 RESPONSIBILITY OF EMPLOYEES

All employees shall ensure that they have read and understood this Policy and must at all times comply with its requirements. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company or under its control. All employees are required to avoid any activity that might lead to, or suggest, a breach of this Policy. Employees shall notify their immediate reporting manager or division

head or Chief Risk Officer, as soon as possible, if they believe or suspect or have a reason to believe or suspect, that a breach of this Policy has occurred, or may occur in the future. An employee who breaches any terms of this Policy shall face disciplinary action, up to and including dismissal. The Company reserves the right to terminate a contractual relationship with third parties or associated persons if they breach this Policy. The Company may also report the matter to relevant authorities.

7.0 REPORTING SUSPECTED VIOLATIONS

All NGIL Employees are encouraged to report suspected violations of this policy or any anti-corruption law or suspicion of malpractice by any NGIL Employee or any third party meeting the criteria described in Reports of suspected violations should be made to your supervisor, the Division Head or to the Chief Risk Officer at the earliest stage. Alternatively, you may report suspected violations on an anonymous basis through the whistle-blower channel or through NGIL Speak up. In accordance with NGIL's Code of Conduct, the Company is committed to protecting the rights of those individuals who report issues to the Company and will not permit retaliation of any kind against any employee who in good faith reports suspected misconduct.

8.0 PERIODIC REVIEW AND EVALUATION

The Board of Directors will monitor the effectiveness and review the implementation of this policy considering its suitability, adequacy and effectiveness. Internal control systems and procedures shall be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

NGIL reserves the right to vary and/or amend the terms of this ABAC Policy from time to time.
