



ANTI BRIBERY & CORRUPTION POLICY

Objective

This Anti-Bribery and Corruption (ABC) Policy (“the Policy”) aims to ensure that all operational, administrative and managerial employees of Graphite India Limited (collectively, “Graphite India or the “Company”) and its Value Chain Partners, comply with applicable Anti-Bribery and Corruption, Anti Money Laundering laws as well as the Policy herein to ensure that the highest levels of integrity, and transparency are met.

Applicability

This Policy should be known and observed by all Graphite India employees and its Value Chain Partners .Please note that Graphite India reserves the right to take disciplinary action for Policy violations that fit the nature and particular facts of the violation.

General considerations

Graphite India has a reputation for conducting business with honesty and integrity and It is vital for the company to maintain this reputation as it creates confidence in its business by the customers, suppliers, and other parties—which ultimately enhances goodwill of the entity.

The Company does not pay bribes in furtherance of its business objectives and expect that Value Chain Partners will not do so on its behalf. Graphite India have a zero-tolerance approach towards bribery. This commitment comes from the highest levels of management and every employee must meet this standard.

This Policy is aimed to provide guidance to employees facing situations where there is a potential ABC related risk.

All employees and Value Chain partners must follow the guidelines included herein and must promptly report any suspected violations of this Policy, or any illegal or unethical behavior , including situations involving a Value Chain Partners in accordance with the Whistle-Blower Policy.



Definitions

“Thing of Value” Includes money, gifts, travel entitlement, entertainment, debt waiver, job offers or internships, meals and work opportunity. It also may include event sponsorship, scholarships and charitable contributions requested for the benefit of a Public Official or their families (even if cause of charity is legitimate).

“Corruption” Misconduct by a Public Official, of any level or rank, or by individuals, companies or other entities, whose objective is to obtain undue advantages for themselves, for others or for a group of persons. It may also be understood as the act or effect of seducing or being seduced by money, gifts, entertainment, or any benefit or advantage that causes one to depart, act or fail to act in accordance with the law, ethics, best practices and what is considered right in the social environment.

“Due Diligence” Analysis of relevant information and documentation prior to the dealing with Value Chain partners.

“Public Official” Any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of a government, or a public international organization. This includes elected or appointed persons who hold legislative, administrative or judicial positions, such as politicians, bureaucrats, civil servants, and judges. It also includes persons who perform public functions, such as professionals working for public health agencies, water authorities, planning officials and agents of public international organizations, such as the UN or World Bank. A public official may also include employees of government-owned or controlled businesses, including sovereign wealth funds and state-owned utility companies. Value Chain partners acting at the direction of these individuals and entities should also be considered public officials.

For the purposes of this definition, the term "Public Official" also includes family members of such employees, including: spouse, partner, grandparents, parents, children, siblings, nephews and first cousins. As this term is broadly interpreted by the anti-corruption authorities, a list is given below enumerating some examples of categories of individuals considered as public officials for the purpose of ABC laws:

- Officers, officials or official representatives of any governmental entity at the national, state, regional, municipal or local level, including any elected officials, including those with government participation;
- Representatives of public companies, public banks or investment funds, regulatory bodies, public foundations or that are controlled by the Government of any jurisdiction;
- Any individual acting, even temporarily, on an official basis for or on behalf of any government entity (such as a consultant hired by a government agency);
- Candidates for political positions at any level, political parties and their representatives, as well as elected politicians; and
- Officers, officials or official representatives of any foreign or international public organization, such as the International Monetary Fund (IMF), the United Nations (UN), the World Health Organization (WHO), the World Bank, among others.

“Government” Any Public Administration Entity, including the Central, State, Regional Governments, Municipalities, as well as its bodies, ministries, secretariats, departments, enterprises, institutions, agencies and other public entities.



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“Money Laundering” means any process or activity connected with the proceeds of crime including its concealment, possession, acquisition or use and projecting or claiming it as untainted property. Money laundering and corruption are linked inextricably since the presence of one tends to reinforce the other.

Money laundering is an offence under the Prevention of Money-laundering Act, 2002 which provides for prevention of money-laundering, confiscation of property derived from, or involved in, money-laundering, and dealing with any other issue connected with money-laundering in India.

Money Laundering includes any process or activity connected with any property derived or obtained, directly or indirectly, by any person as a result of criminal activity relating to various legislations:

“ABC laws” Laws that restrain the practices of Corruption and Bribery to which Graphite India is subjected to in India are :

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- India -Prevention of Corruption (Amendment) Act, 2018
- India - Prevention of Money Laundering Act, 2002

“Facilitation payment” Small payments made to secure or speed up routine actions or otherwise induce public officials or other Value Chain partners to perform routine functions which they are otherwise obligated to perform, such as issuing permits, approving immigration documents or releasing goods held in customs. This does not include legally required or permitted administrative fees for expedited service.

“Bribe ”Any thing of value that is offered, promised ,given or received to improperly influence a decision or gain an improper or unfair advantage in promoting, enhancing, obtaining or retaining business. Bribery may not always be in the form of cash payments and may take many other forms, including:

- Gifts, travel and hospitality
- Political contributions
- Charitable donations
- Employment opportunities, internships or secondments
- Phony jobs or “consulting” relationships
- Excessive discounts or rebates
- Non arm’s length loans, forgiveness of debt or other transactions

“Employee(s)” Any and all directors, officers, executives and other workers of Graphite India.

“Value Chain Partners” Includes but is not limited to any service provider, supplier, Customers, consultant, client, business partner, Value Chain Partners contractor or subcontractor, lessor, whether legal entity or individual, regardless of formal agreement or not, including anyone who ,interacts with the government or others on behalf of the Company to secure business.

Key Aspects

1. Bribery

Do not give or receive bribes, including “facilitation payments”



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All employees and Value Chain partners acting on behalf of Graphite India are prohibited from receiving, offering, promising, making, paying, transferring, providing or authorizing (directly or indirectly) bribes, improper advantage, payments, gifts, travel, entertainment or transfer anything of value to any person, whether a Public Official or not, to influence or reward any action, omission, favorable treatment or decision of such person for the benefit of the Company.

No employee or Value Chain Partner will be penalized for a delay or loss of business resulting from refusing to pay or receive a bribe.

Please note that ABC laws not only penalize those who pay bribes, but also individuals who have assisted in and encouraged the payment of bribes, including individuals who:

- Approve the payment of the bribe;
- Provide or accept fraudulent invoices;
- Relay instructions for the payment of a bribe;
- Cover up the payment of the bribe; Or
- Cooperate with the payment of bribery.

Graphite India prohibits the offer, promise, authorization and making of Facilitation Payments.

2. Money Laundering

Acts of money laundering are not tolerated by Graphite India and are strictly prohibited.

All Graphite India Employees must ensure compliance with the applicable laws in the jurisdictions in which they operate.

. Money laundering involves the act of concealing or attempting to conceal illegal funds and disguising the funds to give the appearance that they are legitimately obtained. The company is strongly committed to preventing the use of its operations for money laundering, the financing of terrorism, or other criminal activities, and will take appropriate actions to comply with applicable anti- money laundering laws.

3. Gifts, travel and entertainment

The giving or receiving of gifts and entertainment must be appropriate, reasonable for the circumstance and agree to Gifts, Entertainment and Hospitality Policy.

No gift, travel or entertainment may, under any circumstances, be offered to any person, whether Public Official or not, for the purpose of improperly influencing a business decision or compensating for an action or decision, whether actual or purported compensation, to obtain any benefit or advantage in favor of Graphite India, its employees, or Value Chain partners

4. Value Chain partners



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Partners ,agents ,customers .contractors and suppliers are not permitted to pay bribes on behalf of the Company.

The company may be prosecuted for failing to prevent bribery by a person associated with it. This includes any individual or entity that performs services for or on behalf of the company. Employees should avoid doing business with partners, agents, customers, suppliers and contractors who do not have a zero-tolerance approach to bribery and/or whose reputation and integrity have been called into question. Graphite India also does not, under any circumstance, allow Value Chain partners to improperly influence a decision or gain an advantage for the company.

This means prior to the hiring of agents, consultants (including advertising agencies, marketing, promotion and events, lawyers, construction companies, surveillance and security, accountants, technicians or any other Value Chain Partners involved in obtaining licenses and permits) and other Value Chain partners, due diligence should be undertaken to establish their anti-bribery credentials, where warranted by the assessed level of risk. This due diligence should assess their background, reputation, qualifications, financial situation, credibility and history of compliance with anti-corruption, anti-bribery, and money laundering laws.

In addition, anti-bribery language must be included in Value Chain Partners agreements. Any amendments to such language must be formally approved by the Legal Department.

Once a Value Chain Partners/ Value Chain Partner has been engaged, the employee responsible for contracting the goods or services of the engagement must have oversight over the execution of the services provided and must watch out for warning signs that may suggest that the Value Chain Partners/Value Chain Partner is not in compliance with anti- bribery and corruption laws.

Graphite India will not accept any practice of corruption by Value Chain partners acting on its behalf, even informally.

5. Dealing with Public Officials

Interactions with Public Officials typically draw enhanced scrutiny and therefore all such interactions should be considered with heightened sensitivity and be in accordance with 'Interactions with Public Officials Policy'.

There is increased sensitivity and Scrutiny of dealings with Public Officials because this has traditionally been an area where bribery activity is more likely to occur. All employees need to be cognizant of these risks in during their dealings and interactions with public officials and consider how such actions may be viewed. For example, payments, gifts or employment to close relatives of public officials have been treated by enforcement authorities as direct payments to the public officials and, therefore, may constitute

Violations of law or this Policy.



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6. Political Donations and Lobbying

Financing of political parties, political campaigns and/or candidates for public office, with Graphite India resources are prohibited.

Graphite India does not allow any lobbying activities on behalf of the company without specific authorization of the legal department.

7. Sponsorships and donations

Donations and/or sponsorships to any individual or legal entity, for the purpose of influencing, directly or indirectly, or being considered influential in a business decision relating to the Company is strictly prohibited.

Graphite India bans any sponsorship and donations to any natural or legal person, Public Official or not, with the aim of influencing, directly or indirectly, a business decision.

The financing of sponsorships and donations should only be carried out for institutions registered in accordance with applicable law, for legitimate philanthropic reasons, with humanitarian and support interests to cultural and educational institutions.

The Sponsorship and Donations Policy has specific guidelines and procedures on the matter and all Workers and Value Chain partners must act in accordance therewith.

All funding in the form of sponsorship must be based on contracts between Graphite India and the Value Chain partners who will receive the benefit.

Donations to Graphite India are prohibited.

8. Internal Control

Record all transactions in a complete, accurate, approved and detailed manner so that the purpose and amount of the transaction is clear.

In addition to prohibiting bribery, anti-bribery legislation and other laws expressly require accurate and complete record-keeping and the establishment and maintenance of an adequate system of internal controls. One purpose of these provisions is to prevent companies from concealing bribes and to discourage fraudulent accounting practices. To prevent corruption, it is important that transactions be transparent, complete, and classified into accounts that accurately reflect their nature. .

Graphite India must establish and maintain an adequate system of internal controls which provide assurance that:

- All executed operations are approved by authorized individuals.



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- All transactions have been properly recorded to allow the preparation of the financial statements, in accordance with generally accepted accounting principles or any other applicable criteria.
- Access to assets is only permitted in accordance with the general or specific approval of authorized individuals.

9. Review and Monitoring

Graphite India will periodically conduct reviews in the form of audits or otherwise to assess compliance with anti-corruption, anti-bribery, money laundering laws, as well as this Policy.

10. Training

The Company will conduct annual training sessions on Anti-corruption, Anti-bribery, and Anti-money laundering for its employees. Such trainings will be required to be completed mandatorily as may be assigned.

As required, the HR Department will organize and communicate training on anti-bribery and corruption, conflicts of interests, the Code of Conduct, Business Ethics, anti-money laundering etc to Graphite India employees and in certain cases, for Value Chain partners.

11. Red Flags

To ensure compliance with the Anti-Bribery and Anti-Corruption Laws, Anti-Money Laundering laws, Employees and Value Chain partners should be watchful for warning signs that may indicate an inappropriate benefit or bribe. Red flags are not necessarily evidence of bribery, corruption, money laundering nor do they automatically disqualify Value Chain partners representing Graphite India. However, the appearance of a red flag generally requires more in-depth reviews to ensure these red flags do not represent actual violation of Anti-Bribery and Anti-Corruption and money laundering and/or this SPolicy.

Anti-Bribery and Anti-Corruption Red Flags

Employees should pay particular attention to the following red flags:

- The Value Chain Partner has a reputation in the market for participating, directly or indirectly, in matters relating to bribery and corruption, unethical or potentially illegal acts
- The Value Chain Partners have requested a commission or payment that is excessive or unusual
- The value Chain partner is owned in whole or in part by a government entity, public official, or political party
- The Value Chain Partner has a relative or close family relation (e.g. spouse, in-law, sibling, parent) who has been or is regularly involved with public officials, local or national politicians, potential competitors, criminals or political activists or others in a position to influence business decisions



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- The Value Chain Partner is championed by a Public Official or representative
- The Value Chain Partner refuses to agree to include anti-bribery/anti-corruption provisions/certifications
- The Value Chain Partner proposes a financial operation not customary in the industry
- The funding, in any form, for a charitable institution, at the request of a Public Official, has been perceived as an exchange for government action
- The Value Chain Partner has no office or employees, or the office looks a facade
- Money Laundering RedFlags
- The Value Chain Partner refuses to share all the required information for its engagement with Graphite India
- The Value Chain Partner presents financial information that is inconsistent with that of similar businesses
- The Value Chain Partner constantly has changes in residence and/or activity
- The Value Chain Partner often requests payments to accounts under multiple names that have the same contact information
- The Value Chain Partners is a non-profit organization (association, foundation, committee, among others) that does not appear to have a logical economic purpose or does not appear to be a link between the activity declared by the organization and the other parties participating in the Transaction
- The Value Chain Partner is registered in or requests payments to an off-shore tax haven with a reputation for lack of corporate or banking transparency

The above list is not exhaustive, and the indications may vary depending on the nature of the transaction, the request for payment and/or expense, as well as the geographic allocation.

12. Reporting

Internal reporting is critical to the company's success, and it is both expected and valued. Employees and Value Chain partners must be proactive and promptly report any suspected violation of the Anti-Bribery and Anti-Corruption Laws, the Code of Conduct and Business Ethics, this Policy or any potential or existing, illegal or unethical behavior of which they become aware. The confidentiality of reported violations will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to applicable law.

No retribution or retaliation will be taken against any person who has filed a report based on the reasonably good faith belief that a violation of the Policy has occurred or may occur in the future. Regardless of whether the communications are anonymous or non-anonymous, Graphite India will take legal action to protect the confidentiality and anonymity of any reports made.



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13. Disciplinary actions for Policy violations

Graphite India reserve the right to take disciplinary action for Policy violations that fits the nature and particular facts of the violation. This could, in the most severe circumstances include immediate termination of employment/contract and, if warranted, legal proceedings may be brought against the perpetrator.

14. Related Policies

This policy should be read in conjunction with the following policies:

- Code of Conduct
- Business Ethics
- Whistle-Blower Policy

15. Key Contacts

If you have any questions on this Policy or ABC Program, please contact:

Legal Department

DATE: 24.10.2024

A. DIXIT

EXECUTIVE DIRECTOR