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# **ANTI-BRIBERY POLICY**

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*Approved by the Board of Directors of the Company on October 27, 2023*

## **1. Introduction**

IndiaMART InterMESH Limited ("Company") is India's largest online B2B marketplace, connecting buyers with suppliers. Founded in 1999, the Company's mission is 'to make doing business easy'. As part of our commitment to ethical business conduct and in compliance with the applicable laws and regulations, this Anti-Bribery Policy ("Policy") has been established to prevent bribery and corruption within the Company. This Policy applies to all employees, officers, directors, agents, contractors, consultants, and other individuals or entities acting on behalf of the Company (collectively referred to as "Company Representatives").

## **2. Policy Statement**

The Company is committed to conducting its business fairly, honestly, ethically and is against bribery or corruption in any form. Bribery is illegal, undermines trust, and harms the reputation of the Company.

## **3. Definitions**

- i. **Bribe/ Bribery:** Bribery is the offering, promising, giving, accepting or soliciting something of value in exchange for an act which is dishonest, illegal, and improper or a breach of trust, designed to influence the recipient in the exercise of their duty and to incline them to act contrary to accepted standards of honesty and integrity, to avail improper business advantage. Bribes often involve payments (or promises of payments) but may also include providing lavish/inappropriate gifts and hospitality or other significant favors. Bribery includes advantages provided directly, as well as indirectly through an intermediary.
- ii. **Corruption:** Corruption refers to the misuse of office or power for private gain, by directly or indirectly offering or promising anything of value to any person one is dealing with to obtain or retain business or to gain an improper business advantage. This also includes demanding or accepting anything of value from any person, as a condition to conferring an improper business advantage.
- iii. **Facilitation Payments:** Facilitation payments are unofficial payments made to secure or expedite a routine government action by a Government Official. These include small payments made, directly or indirectly, to Government Officials for the purpose of expediting or securing routine,

non-discretionary government action, such as securing a business permit or license, customs invoice or visa, or providing services like police protection.

- iv. **Government:** Any agency, instrumentality, subdivision or other body of any national, state or local government.
- v. **Kickbacks:** Kickbacks are payments made in return for a business favor/advantage.
- vi. **Gift:** Gifts means any item of considerable value, given to/received from a party that has business dealings with the organization.

#### **4. Prohibited Conduct**

##### **4.1. Bribery**

Company Representatives are strictly prohibited from offering, giving, receiving, or soliciting anything of value, directly or indirectly, to or from any person or entity, with the intent to influence any business or government decision or to gain an improper advantage. This includes, but is not limited to, cash, gifts, entertainment, favors, or any other form of compensation.

##### **4.2. Facilitation Payments**

Facilitation payments, also known as "grease payments," are small payments made to expedite routine actions that government officials are already obligated to perform. These are also prohibited.

##### **4.3. Kickbacks**

Company Representatives must not accept or provide kickbacks or any form of improper payments in exchange for business, contracts, or favorable treatment.

##### **4.4 Gifts**

IndiaMART believes in just and transparent conduct from grassroot level. In an attempt to ensure fair business practices, the Company enables employees to exchange nominal gifts with any of the stakeholders. Factors like reason and nature of the gift, whether it is of an appropriate type and value and given at an appropriate time must be considered.

## **5. Reporting Suspected Violations**

If any Company Representative suspects or becomes aware of a potential violation of this Policy, they must immediately report it to the Chief Executive Officer, or their concerned Business Head/ Regional Business Head/ Functional Head or through the 'Complaint Reporting' mechanism under the 'Vigil Mechanism Whistle Blower Policy'. Complainant may refer to the procedure as stipulated in the said Policy available at <https://investor.indiamart.com/CorporateGovernance.aspx>.

## **6. Compliance Procedures**

### **6.1. Due Diligence**

Before engaging with third parties, including agents, consultants, and business partners, the Company will conduct appropriate due diligence to assess the risk of bribery and corruption associated with the said relationship.

### **6.2. Gifts and Hospitality**

Company Representatives must adhere to the Company's policies on giving and receiving gifts, entertainment, and hospitality from time to time. All such interactions should be reasonable, transparent, and intended for legitimate business purposes.

### **6.3. Record Keeping**

Accurate and transparent records of all transactions must be maintained by the Company, including records of all financial transactions and payments. Any "off-the record" payments and fraudulent accounting or falsification of books and records to conceal or layer any improper payment are prohibited.

### **6.4. Training and Awareness**

The Company will undertake awareness initiatives including trainings, educational mailers, etc., from time to time for all relevant personnel to ensure they are aware of their obligations and responsibilities under this Policy.

### **7. Mergers & Acquisitions**

A company that does not perform adequate due diligence regarding compliance with anti-bribery procedures of the target company prior to a merger or acquisition may face both legal and business risks. Our Company will undertake appropriate and reasonable due diligence on the reputation and integrity of any business in which it makes mergers or acquisitions. Such due diligence shall be conducted by third party professionals.

### **8. Conflicts of Interest**

Any conflict of interest, even if it is perceived or potential, reported to the Company's Compliance Officer or other Senior Management personnel, must be in turn reported to the appropriate competent authority and actioned as per the guidance provided by such requisite authority.

### **9. Consequences of Violations**

Violations of this Policy may result in disciplinary action, up to and including termination of employment, and may also lead to civil or criminal penalties. The Company will fully cooperate with law enforcement authorities in the investigation and prosecution of bribery and corruption.

### **10. Review/Amendment**

This Policy shall be reviewed from time to time by the Board of Directors and shall be subject to applicable laws and regulations. Any subsequent amendment/modification in the Regulations, in this regard shall automatically apply to this policy.

### **11. Conclusion**

The Company is dedicated to upholding the highest standards of integrity and ethics in all its business activities. This Anti-Bribery Policy reflects our commitment to fighting bribery and corruption and serves as a foundation for our continued success.