

Policy Owner	Compliance	Implementation Date	10 th Nov ,2022
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Policy : Anti-Bribery and Anti-Corruption Policy & Gifts, Entertainment And Hospitality

Version | 1.3

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Tata AIA Life Insurance Company Ltd.

Approved by Board of Directors at its meeting held on 11th Nov 2022

Revision History

<i>Version No.</i>	<i>Date of Revision</i>	<i>Description of change</i>
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1. Policy Statement and Purpose

- a) The Company is committed to act professionally, fairly and with integrity in all its business dealings and relationships wherever it operates, and to implementing and enforcing effective systems to counter bribery and corruption with government officials and authorities. This includes compliance with all laws, domestic and foreign, prohibiting improper payments, gifts or inducements of any kind to or from any person, including officials in the private or public sector, customers and suppliers, in line with industry practices. The Company is equally committed to the prevention, deterrence and detection of bribery and other corrupt business practices.
- b) Bribery and corruption can take any forms including cash or gifts to an individual or family members or associates, inflated invoices, unauthorized rebates, non-monetary favours and false political or charitable donations etc. These actions may be undertaken directly or through a third party. It is illegal and immoral to, directly or indirectly, offer or receive a bribe.
- c) The Company uphold all laws relevant to countering bribery and corruption applicable to us in the conduct of our business across all the jurisdictions in which we operate including, wherever applicable.
- d) The purpose of this Anti-Bribery and Anti-Corruption Policy & Gifts, Entertainment And Hospitality ("Policy") is to ensure that the Company sets up adequate procedures in order to prevent the Company's involvement in any activity relating to bribery, facilitation payments, or corruption, even where the involvement may be unintentional. It requires employees, directors, officers of the Company and third parties subject to this Policy to recognize questionable transactions, behavior or conduct, and to take steps to record, comply and follow procedures set in place to deal with such behavior or conduct.
- e) Indicative questionable transactions or situations, one should be careful about, which, when appearing together or individually, should raise a 'red flag
- f) This Policy constitutes a minimum standard and should be read in conjunction with

Tata AIA Code of Conduct (“Code of Conduct”), Whistleblower Policy, any guidance published pursuant to this Policy, any other relevant policies as may be implemented from time to time.

- g) It requires all Tata AIA Personnel (defined below) to recognize questionable transactions, behavior or conduct, and to take steps to comply, record and follow the procedures set in place to deal with such behavior or conduct. Indicative questionable transactions or situations as prescribed in **Annexure A**, one should be careful about, which, when appearing together or individually, should raise a ‘red flag’.

2. Scope and Applicability

- a. This Policy is applicable to all individuals working at all levels and grades, including directors, senior managers, officers, other employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, interns, seconded staff, casual workers and agency staff, agents, or any other person associated with our Company, all of the aforesaid being collectively referred to as “Tata AIA Personnel”
- b. Tata AIA Personnel must comply with this Policy and ensure that our Company’s procedures and measures to mitigate Anti-Bribery and Anti-Corruption (“ABAC”) risks and threats are upheld and strengthened. If in doubt whether an act would breach this Policy, the Tata AIA Personnel’s must take a step back and ask oneself the following on a contemplated action:
 - i. What is the intent – will this act be perceived as taking or giving undue advantage?
 - ii. How would it look if these details were on the front page of a major newspaper or social media?
- c. Whenever faced with a doubt on the Policy, or if any act perceived to be a breach of the Policy, consult Compliance Officer and Chief Legal.

3. Compliance Officer

The Company shall, from time to time, designate an employee of sufficient seniority, competence and independence as the compliance officer to ensure compliance with the provisions of this Policy (“Compliance Officer”) and the same shall be notified to the Tata AIA Personnel’s.

All reports, queries, concerns or complaints received by the Company with a bribery or corruption issue should be reported to the Compliance Officer. Any action required to be undertaken under this Policy shall be taken by the Compliance Officer in accordance with this Policy.

4. Definitions

a) Bribery

Bribery includes the offer, promise, giving, demand or acceptance of an undue advantage as an inducement for an action which is illegal, unethical or a breach of trust. Bribes often involve payments (or promises of payments) but may also include anything of value - providing lavish/inappropriate gifts, hospitality and entertainment, inside information, or sexual or other favours; offering employment to a relative; underwriting travel expenses; abuse of function; or other significant favours. Bribery includes advantages provided directly, as well as indirectly through an intermediary

Code of Conduct and this Policy expressly prohibits Tata AIA Personnel from giving or receiving bribes not only to / from any public/government official but also to / from any private individual. Bribery in any form and manner will not be tolerated.

b) Corruption

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 is usually designed to obtain financial benefits or other personal gain. For example, bribes offered or promised in the form of money, a privilege, an object of value, an advantage to exert improper influence on decisions of an individual in his official capacity

Code of Conduct and this Policy expressly prohibits Tata AIA Personnel from indulging in any corrupt practices with any public / government official / political party or organization but also with any private individual. Corruption in any form and manner will not be tolerated.

c) Gift, Hospitality and Entertainment

A gift is anything of value and would encompass any gratuitous monetary or non-monetary benefit. It includes tangible items such as cash, precious metals and stones, jewellery, art, and any of their equivalents, but also intangible items such as discounts, services, loans, favors, special privileges, advantages, benefits and rights that are not available to the general public.

Hospitality generally includes refreshments, meals, travel and accommodation. Entertainment generally includes vacation, trips, use of recreational facilities, ticket or pass for plays/concerts/sports events. Hospitality and entertainment may also qualify as a gift, unless they fall within reasonable bounds of value and occurrence

d) Public Official (Government Official or Public Servant) / Foreign Public Official

A “Public Official” would include the following and any other person who is considered as public official according to applicable laws and regulations:

- i) any person holding a legislative, executive or administrative office of the government (domestic or foreign) or acting in the official capacity for or on behalf of a legislative, executive, or administrative office of the government (domestic or foreign), whether appointed or elected, whether permanent or temporary, whether paid or unpaid, irrespective of that person’s seniority;
 - ii) any person in the service or pay of the government or of a corporation established by or under a central, provincial or state statute, or an authority or a body owned or controlled or aided by the government or a government company or is remunerated by the government by fees or commission for the performance of any public duty;
 - iii) any judge, including any person empowered by law to discharge, whether by himself/herself or as a member of any body of persons, any adjudicatory functions;
 - iv) any person authorised by a court of justice to perform any duty, in connection with the administration of justice, including a liquidator, receiver or commissioner
 - v) any person who performs a public duty, including for a public agency or public enterprise, or provides a public service, as defined in the Indian law and as applied in the pertinent area of law; and
 - vi) Any elected or appointed officers or employees of public international or multilateral organizations.
- e) Facilitation payment or kickbacks

“Facilitation Payments” are unofficial payments made to public officials in order to secure or expedite the performance/ non-performance of a routine or necessary action. They are sometimes referred to as 'speed' money or 'grease' payments or 'good-will money'. The payer of the facilitation payment usually already has a legal or other entitlement to the relevant action. “Kickbacks” are typically payments made in return for a business favor or advantage.

- f) Third party

The term “third party” includes any individual or organization, who/which comes into contact with the Company or transacts with the Company, and also includes actual and potential clients, vendors, consultants, retainers, agents, advisors, distributors,

business associates, partners (including academic institutions), contractors, suppliers or service providers who work for and on behalf of the Company.

g) **Improper performance**

Breach of an expectation that a person will act in good faith, impartially or in accordance with a position of trust amounts to improper performance. This would also include obtaining, agreeing to receive, accepting, or attempting to obtain, an undue advantage for acts to be performed properly.

5. General Principles:

a) Gifts, Entertainment and Hospitality

- i. Gifts, entertainment, and hospitality may be extended if they are reasonable, proportionate, made in good faith and in compliance with the Company's policies, Code of Conduct, and various advisories issued from time to time. Any doubts in this regard should be clarified with the Compliance Officer and Chief Legal. As a pecuniary reference a gift of value not exceeding Rs.7,500/- may be considered reasonable, if made in good faith. Further, any professional gift item of commemorative nature with Company name and emblem / logo shall be considered as gift made in good faith.
- ii. What is a "Gift"? A gift is anything of value and would encompass any gratuitous monetary or non-monetary benefit. It includes tangible items such as cash, precious metals, stones, jewelry, art, and any of their equivalents, but also intangible items such as discounts, services, loans, favors, special privileges, advantages, benefits and rights that are not available to the general public. A "gift" also includes meals, entertainment, hospitality, vacations, trips, use of vacation homes, tickets to sporting or music events, outings, vendor familiarization trips, and use of recreational facilities.
- iii. Under no circumstances should any employee or representative of the Company ever solicit or receive or extend a gift from / to any person or Company that is doing, or seeks to do, business with the Company or to a government official. Note that meals, entertainment and hospitality may also qualify as a gift, unless they fall within reasonable boundaries of professional courtesies, value and occurrence.
- iv. Offering gifts in order to win or keep business is unethical and, in many cases, illegal. If you find it difficult to provide a comfortable answer to questions on appropriateness of a gift, or if you are unsure if you should accept something of value, should ask the Compliance Officer and Chief Legal, at email address Compliance@tataaia.com.
- v. No Tata AIA Personnel should accept or solicit any personal benefit from anyone in

the course of business in a manner that might compromise or appear to compromise their objective assessment

- vi. All gifts received should be promptly reported to the Compliance Officer and Chief Legal at email address Compliance@tataaia.com. All such gifts received by any employee of the Company should promptly and humbly be returned with gratitude. Gifts of cash or cash equivalents must never be accepted. In case the gift comprises of perishable food items like sweets, chocolates etc. the same must be distributed amongst employees, with a request to the person making such gift to avoid such future practices.
- vii. Tata AIA Personnel are prohibited from offering gifts or granting favors outside the ordinary course of business to current or prospective customers, their employees or agents or any person (including but not limited to Government Officials) with whom the Company or its business associates have a contractual relationship, or intend to negotiate an agreement. No person should accept or solicit any personal benefit from anyone in the course of business in a manner that might compromise or appear to compromise their objective assessment.
- viii. As a general guide, the giving or receiving of gifts or hospitality may be acceptable if it meets all the following requirements:
 - 1. Is bona-fide and made in the normal course of business and does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business, better prices, or improved terms of sale or service;
 - 2. Complies with local laws and customs (including cultural and religious festivals) and is not prohibited under applicable law;
 - 3. Would not influence, or appear to influence, or cause a conflict of interest for the gift giver or receiver;
 - 4. Does not include cash or cash equivalents, gold or other precious metals, gems or stones;
 - 5. Does not include any form of services or non-cash benefits such as promise of employment;
 - 6. Disclosure of the same does not cause embarrassment to the giver or receiver or to the company in question;
 - 7. Is fully documented and supported by original receipts and accurately recorded in the books of accounts;
 - 8. Is given openly, not secretly and in a manner that avoids the appearance of impropriety;
 - 9. Is not exceeding maximum permitted value of Rs.7,500/- (Rupees Seven thousand

- five hundred only);
10. Is of commemorative nature with company logo and emblem and made in the ordinary course of business and in good faith.

In addition to the above, each employee is required to comply with the specific guidelines set out in the Code of Conduct, including in relation to maximum values permitted as defined above.

b) Facilitation Payments or Kickbacks

- i. All facilitation payments and kickbacks are corrupt payments, and any such payment in the course of our Company's business is strictly forbidden.
- ii. Facilitation payments are often involved in obtaining non-discretionary permits, licenses or other official documents, expediting lawful customs clearances, obtaining the issuance of entry or exit visas, providing police protection, whether or not such actions are connected to the award of new business or the continuation of existing business.

c) Procurement Process

The employee must follow our Company's processes and adhere to the system of internal controls around supplier selection. Supplier selection should never be based on receipt of a gift, hospitality or payment. When supplier selection is a formal, structured invitation for the supply of products or services (often called a 'tender'), it is most important to maintain documentation supporting the internal controls. All employees must familiarise themselves with our Company's procurement processes and must adhere to the same.

d) Use of Third Party Agents, Consultants and Other Intermediaries

- i. The Company may be held responsible for bribes paid on its behalf by third parties, with severe and often irreparable consequences, even if the Company did not authorize these payments. Therefore, it is critical that we are careful in the selection of agents, that is, those people or companies who act on our behalf.
- ii. All dealings with suppliers, agents, contractors, service providers, intermediaries, consultants, and advisors, shall be carried out with the highest standards of integrity and in compliance with all relevant laws and regulations. We expect all our third parties to share our values and our ethical standards.

- iii. The following should be kept in mind prior to engaging a third party:
 - 1. Formal commitment (in writing) is sought from the third party to ensure compliance to these standards as part of their contract; (refer Annexure B for format of declaration);
 - 2. Appropriate anti-bribery and anti-corruption provisions are incorporated in the contracts in consultation with our Company's Legal team, including termination, if the partner/party fails to abide by the anti-bribery and anti-corruption terms.

e) Government Interactions

- i. The Company engages with the government and regulators in a constructive manner in order to promote good governance. Company's interactions with them is consistent with our Code of Conduct. It is a special duty of the employee to adhere to applicable laws and regulations with the highest standards of integrity while working with the government officials or a government-owned (or partially-owned) entities/undertakings.
- ii. The Company may interact with the government, government officials and government agencies in multiple forms, such as for seeking statutory or regulatory approvals, as a supplier, as a customer, etc. Tata AIA Personnel should always be truthful, accurate, co-operative and courteous while representing our Company before any government, government officials and government agencies.

f) Political Community or Charitable Contributions

- i. Tata AIA Personnel are not allowed to make political contributions from the funds, properties or other resources of the Company except political contributions approved by the Board in accordance with the Code of Conduct and in compliance with applicable law.
- ii. Company may make charitable donations for humanitarian needs and other factors, including emergency situations and disaster relief. Such contributions must be made in compliance with Company's Corporate Social Responsibility Policy. However, it is important that we pay special attention when making donations such that they shall be made without demand or expectation, so that donations would not be considered inducements. Thus, contributions by the Company to community projects or charities need to be made in good faith and in compliance with Code of Conduct, this Policy and all other relevant policies and procedures.
- iii. Before making such a contribution, *the Company shall* ensure that:

1. Such charitable contributions are not dependent on, nor made to win, a business deal;
2. The contribution is always made to the charity and not to any particular individual, except where donations or grants are provided directly to affected victims of natural disasters, pursuant to our Company's CSR policy;
3. Contributions should be given to entities where the end use of the contribution is known and/or controlled;
4. Contributions should only be made to charitable organisations which are registered under the laws of the country;
5. Background checks on the charitable organisations should be carried out in all cases specially to ensure that the charity does not act as a conduit to fund illegal activities in violation of anti-money laundering laws, anti-terrorism laws and other applicable laws;
6. For charitable /corporate contributions or sponsorship made beyond the scope of the Policy on Corporate Social Responsibility (CSR) and made to charitable organization controlled by Government Officials, the Company shall undertake the due diligence and obtain the required approvals as specified in Annexure D.
7. Only such charitable contributions shall be made that are legal and ethical under local laws and practices.

6. Communication and Compliance Training

- a) Regular trainings and awareness sessions shall be made available in relation to our Policy, obligations of the Tata AIA Personnel, company procedures and measures. The details of Company's whistleblowing procedures will be disseminated on a regular basis.
- b) Training will be conducted either on-line or in-person or a combination of both. The training will be required to be completed within a specified timeframe.

7. Responsibility of Tata AIA Personnel

Following are the key responsibilities of Tata AIA Personnel:

- a) Tata AIA Personnel have a special responsibility to comply with this Policy and ensure that our Company's procedures and measures to combat ABAC risks and threats are upheld and strengthened.
- b) Tata AIA Personnel to familiarize themselves with this policy and other policies, procedures and controls like Gifts and Hospitality through participation in trainings made available or guidelines issues by the Company from time to time.

- c) Tata AIA Personnel are required to ensure that all expense claims relating to allowed hospitality, gifts or charitable donations or payment to third parties are submitted in accordance with applicable policies and specifically record the reason for the expenditure.
- d) Tata AIA Personnel, who are in managerial positions, shall ensure that their teams are familiar with this Policy and other related policies. They shall guide and ensure that, the guidelines in this Policy are adhered by their team and the third parties working with them.
- e) It will be duty of the Tata AIA Personnel to report non-compliance or any Red Flag indicators (Refer **Annexure A**) noted so that necessary action can be taken by the Company to mitigate the risks and other consequences.
- f) Tata AIA Personnel shall provide full cooperation for any enquiry or investigation conducted by the company for potential violation of the Policy.

8. Conflicts of Interest

- a) Conflict of interest is a situation when, the interest of the person conflict with the interest of the Company. Any situation of conflict of interest has to be avoided.
- b) Any conflict of interest, even if it is perceived or potential must be in reported to the appropriate competent authority as defined in Code of Conduct, and actioned as per the guidance provided in the Code of Conduct.

9. Whistle blow

Any employee may report his concern or whistle blow any violation of this Policy in line with the Whistleblower Policy of the Company. For any query and clarification, an employees may write to Compliance function at email address: Compliance@tataaia.com.

Whistle blow mechanism available under the Whistleblower Policy is as under:

Through Independent Channel :

- 1. By calling at 000800 100 4382 – the independent ethics hotline for employees, agents, and vendors Or
- 2. By sending email to tataaiaindia@tip-offs.com Or
- 3. By logging on the website www.tip-offs.com. The link is <https://www.tip-offs.com/MakeReport1.aspx?c=in>

Or

By logging the complaint on the Whistle Blower system available on the Internet in Tata AIA Life's website (www.tataaia.com).

Or

By Post: May be sent to:

Sr. VP & Chief Compliance Officer
Tata AIA Life Insurance Company Ltd.,
14th Floor, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel,
Mumbai 400 013

Furthermore, complaints where persons in the Senior Management of the Company i.e. Vice President and above are involved, or matters of governance weakness or financial irregularities may be sent directly to the Managing Director & Chief Executive Officer at the address below:

Managing Director & Chief Executive Officer
Tata AIA Life Insurance Company Ltd.,
14th Floor, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel,
Mumbai 400 013

In cases where the Whistle Blow is against the CEO and / or the Board of Directors the matter may be sent to the Chairman of Audit Committee, at the below mentioned address

Chairman - Audit Committee Tata AIA Life Insurance Company Ltd.,
14th Floor, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel,
Mumbai 400 013
Or by email at audit.committee@tataaia.com

The complaints of significant accounting irregularities or fraud or where persons in the Senior Management of the Company i.e. Vice President or Directors are involved, may be sent to the statutory auditors.

Statutory Auditors
Tata AIA Life Insurance Company Ltd.,
14th Floor, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel,
Mumbai 400 013

10. Reporting of Concerns, Investigations and Penalties

- a) Every Tata AIA Personnel is encouraged to raise concerns about any bribery issue or suspicion of malpractice or any case of corrupt practice or any breach of this Policy or applicable ABAC law at the earliest possible stage. If he/she is unsure whether a particular act constitutes bribery or corruption or if he/she has any other queries, these should be raised with the respective reporting manager, the Chief Legal, Compliance Officer and may write to Compliance function at the following email address Compliance@tataaia.com.
- b) No Tata AIA Personnel who in good faith, reports a violation of the Policy shall suffer harassment, retaliation or adverse employment consequences.
- c) For the reported concern(s) of potential or actual violation(s) of this Policy, the Compliance Officer and Chief Legal shall take appropriate steps such as:

Investigation:

- i. Enquiry or fact finding or investigation of the reported concern for potential/actual violation of this Policy shall be conducted by or with oversight of the Compliance Officer and Chief Legal . The objective of such an investigation would be to determine the facts.
- ii. All investigations shall follow principles of natural justice and shall ensure that the relevant Tata AIA Personnel are provided with an opportunity to make his/her case before the investigation team.
- iii. Experts with the right knowledge and skills may be appointed to investigate the reported concern.
- iv. The investigation process and the report should be kept confidential and shall be shared only with such persons who have a “need to know” under applicable law or Company Policies.

Corrective Action: If necessary, corrective actions shall be prescribed or suggested to appropriate managers, officers and employees for implementation.

Disciplinary Action: The Compliance Officer after considering inputs from relevant stakeholders and consulting the Chief Legal, have the discretion to recommend appropriate disciplinary action, including suspension and termination of service of such a defaulting Tata AIA Personnel. The Compliance Officer shall also recommend if the violation is potentially criminal in nature and should be notified to the authorities. In the event of criminal or regulatory proceedings, the Tata AIA Personnel shall co-operate with relevant authorities. Depending on the nature and scale of default by the defaulting

Tata AIA Personnel, the Compliance Officer along with the Chief Legal may also commence civil and/or criminal proceedings against such Tata AIA Personnel in order to enforce remedies available to the Company under applicable laws.

Penalties:

- i. The Company takes the subject of corruption and bribery very seriously. Any violation of this Policy will be regarded as a serious matter and shall result in disciplinary action, including termination, consistent with applicable law and the employee's terms of employment.
- ii. Bribery and Corruption are a criminal offense. The defaulting person will be accountable whether she/he pays a bribe herself/himself or authorizes, assists, or conspires with someone else to violate this Policy or an anti-corruption/anti-bribery law. Punishments for violating the law are against a defaulting Person as an individual and may include imprisonment, probation, and significant monetary fines which will not be paid by the Company. For example, punishment under the Prevention of Corruption Act, 1988 ranges between 6 months and 5 years, along with a fine.. There is no limit on the maximum fine payable.

11. Self- Certification by Employees:

- a) A copy of this Policy, including amendments thereto, shall be available on the Portal of TATA AIA which is accessible to all Employees. All Employees shall certify Annual compliance to this policy as part of annual certification to Code of Conduct in the format specified in **Annexure C**.
- b) Further, EXCO and EXCO-1 shall certify compliance to this policy on quarterly basis in the Compliance Management System.

12.Periodic Review, Evaluation and Escalation

- a) Audit Committee will monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy and effectiveness. The aggravated cases of breach of this Policy shall be escalated immediately to the Audit Committee or Board
- b) The Company reserves the right to vary and/or amend the terms of this Policy from time to time.

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ANNEXURE A - RED FLAG INDICATORS

While an exhaustive list cannot be provided, set out below are indicative questionable transactions or situations that Tata AIA Personnel should be careful about – which, when appearing together or individually, should raise a 'red flag' to the Reporting Manager or the Compliance Officer and Chief Legal at compliance@tataaia.com:

- i) A contract requires the use of a third-party consultant where the third party's principal or owner is a government official. The business lacks qualifications or resources i.e. the potential business partner does not appear capable of performing the services being offered;
- ii) Any potential partner who provides guarantees of success or claims to have the ability to obtain licenses or other government approval without providing a description of a legitimate manner by which those goals will be accomplished;
- iii) A potential counterparty who refuses to accept an ABAC or anti money laundering clause in the proposed contract;
- iv) pre-acquisition / counterparty due diligence, it becomes apparent that the potential counterparty has a reputation for offering bribes or violating other laws or indulging in unusual structured transactions;
- v) A proposed counterparty resists or fails to provide details of parentage or has undisclosed principals, associates or subcontractors with whom it splits fees;
- vi) A proposed counterparty refuses access to its books and records where requested under the proposed contract.
- vii) Transactions involving unusual payment patterns or financial arrangements. Accordingly, a request to pay unusually high commissions is a warning sign of possible corruption. A request to deposit commissions in multiple bank accounts, perhaps in offshore banks, also justifies additional scrutiny.
- viii) Inflated payouts to, or questionable role in the project of potential counterparty or its affiliate.
- ix) A public official suggests, requests, urges, insists, or demands that a particular third party, company, or individual be selected or engaged, particularly if the official has discretionary authority over the business at issue.
- x) A public official request for non-cash benefits that a particular individual such as a close relative of such public official be hired as an employee.
- xi) The third party insists on dealing with government officials without the participation of the company.
- xii) The fee, commission, or volume discount provided to the third party is unusually high compared to the market rate.
- xiii) Third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with government officials.

ANNEXURE B - DECLARATION FOR THIRD PARTIES

1. I / We hereby recognize that as a matter of corporate policy, Tata AIA Life Insurance Company Limited ("Company) expressly prohibit financial or other advantages directly or indirectly including payment of bribes or any facilitation money or grease payments in connection with its business operations by any intermediary including consultant / agent / business partner / vendor or contractor or sub-contractor, engaged to provide goods and / or services to Company and / or its clients.
2. I / We hereby confirm that I / we shall abide by the provisions of the Code of Conduct and the provisions of all applicable domestic and international laws including but not limited to anti-bribery and anti-corruption laws such as Prevention of Corruption (Amendment) Act 2018 (PCAA), and appropriate standards and principles and have valid authorizations, licenses and permits to carry out such business. I / We hereby represent and warrant to Company that I / we have in place adequate policies, systems, controls and procedures designed to comply with all applicable domestic and international laws especially related to Anti-bribery law, all applicable domestic and international laws and generally accepted standards of business ethics and conduct.
3. I / We will comply with all applicable laws and regulations that prohibit money laundering, support and financing of terrorism and that require the reporting of cash and suspicious transactions. I / We will only conduct business with customers involved in legitimate business activities, with funds derived from legitimate sources.
4. I / We shall not, directly or indirectly, make, offer or promise to make or authorize provision of financial or other advantages including any funds, services, gifts or entertainment, directly or indirectly to any person holding position or otherwise, to or in favour of any third party, employees of Company , customers or any government official or agency, in connection with the performance of this agreement/ work order / contract or in connection with any other business transactions involving Company and / or its clients.
5. I / We will avoid any contracts that might lead to, or suggest, a conflict of interest between personal activities and the business. I / We will neither give nor accept hospitality or gifts that might appear to incur an obligation.
6. I / We understand the Prevention of Corruption Act 1988 (PCA), Prevention of Corruption (Amendment) Act 2018 (PCAA) and similar anti-bribery laws including, without limitation, and Company prohibition of facilitating payments and hereby agree not to engage in any activity which could lead to accusations of breach of PCA, PCAA or similar anti-bribery laws and Company prohibition of facilitating payments.
7. I / We shall not take any action which places, or is likely to place Company in violation of laws or which could be detrimental to reputation and / or the business interests of Company. I / We shall not either directly or indirectly take any action, make any offers or representations, enter into any Agreements (oral or written) with any third party on behalf of Company without prior written approval from Company.

8. I / We hereby agree that in the eventuality of me / us appointing a sub-contractor (with written approval of Company), the sub-contractor shall also comply with this Code of Conduct.
9. I / We hereby agree to indemnify Company with regard to any government or third party investigations related to or arising out of my / our alleged violation of this Code, the PCA, PCAA or similar anti-bribery laws.
10. I / We hereby agree to promptly report any violations of the Code to Company and further agree that Company has / have a right to terminate the Agreement / Work Order / Contract and recover any amounts thereto paid to me / us under the same. I / We hereby agree that I / we shall procure that my / our employees and officers shall promptly give all assistance, information and explanations to Company and its group companies or its employees and its professional advisors as they may reasonably request in this regard.
11. I / We hereby agree that I / we shall not buy, sell or otherwise deal in Company or its group securities if I / we have inside information. I / We hereby agree that I / we shall not pass inside information to third parties as it is not only a breach of confidentiality but also an offence.

UNDERTAKING

I / We hereby confirm that I have read and understood the Code of Conduct for Intermediaries including consultants / agents / business partners / vendors and undertake to comply with same and all the applicable laws / statutes / directives or regulations and shall promptly notify you of any actual or suspected breach and provide all required information in this regard. Upon the occurrence of an actual or suspected breach, we shall promptly take all remedial actions as suggested by you and in the event of any failure to take such remedial measures by us, this agreement/ work order / contract or any other business transactions shall be automatically terminated with immediate effect without damages or other sanction.

Name of Company:

Name and Signature of the Authorised Signatory:

Designation of the Authorised Signatory:

Date:

Signature & Seal:

ANNEXURE C - DECLARATION BY EMPLOYEE

I, the undersigned do hereby certify that,

- I have read and understood the Anti-bribery and Anti-corruption policy & Gifts, Entertainment and Hospitality of the Company.
- I also affirm to comply with the requirements of this Policy, during my employment with the Company.
- I have not engaged or aware of any acts of bribery or corruption while discharging my duties for the Company.
- In case I come across any instances of non-compliance with the Policy, I shall highlight the same to the relevant authorities in the Company.

Employee Name & Signature_____

Employee code _____

Designation _____

Department _____

Date _____

Signature _____

ANNEXURE D – DUE DILIGENCE FOR CHARITABLE /CORPORATE CONTRIBUTIONS OR SPONSORSHIP OUTSIDE THE SCOPE OF CSR POLICY

[Tata AIA Life]

REQUEST FOR APPROVAL OF CHARITABLE CONTRIBUTIONS / SPONSORSHIPS

For charitable contributions, it should be assessed whether the recipient organization is controlled by any Government Official(s) or Close Relative of any Government Official(s) or the recipient is otherwise closely related to any Government Official(s). If yes, this form should be completed to conduct anti-corruption due diligence.

1. Details of proposed recipient of contribution

Name of the proposed recipient			
Address (registered address in case of a registered entity)			
Mission/Purpose of the recipient			
Proposed recipient's legal status under local law (select multiple options if applicable)	<input type="checkbox"/> Individual	<input type="checkbox"/> Private Limited Company	<input type="checkbox"/> Public Limited Company
	<input type="checkbox"/> Trust	<input type="checkbox"/> Society	<input type="checkbox"/> Club
	<input type="checkbox"/> Association	<input type="checkbox"/> Non-Profit Organisation	<input type="checkbox"/> Educational Institution
	<input type="checkbox"/> Political Party	<input type="checkbox"/> Candidate re-election fund	<input type="checkbox"/> Unincorporated body
	<input type="checkbox"/> Other (please specify) _____		
Names of governing committee / board members	Name of members	Position	
Names of senior / key employees	Name of members	Designation	
Date of founding (MMYY):		Approx. no. of employees:	
Registration no. (if applicable):		Website:	

2. Details of proposed contribution / sponsorship and risk assessment

Amount & Purpose	Amount of proposed contribution / sponsorship (Local currency and US\$ equivalent)	
	Describe how the recipient will use the proposed contribution / sponsorship	
	Based on your assessment, does the recipient possess the requisite experience and expertise to use the proposed contribution effectively and appropriately?	

Payment	How will Tata AIA pay the contribution / sponsorship amount? Provide details of: <ul style="list-style-type: none"> - the mode of payment (in-kind donation, cash, bearer cheque, account payee cheque, bank transfer etc.) - name of the receiver / payee (i.e., person / entity who will collect the in-kind donation, name of payee who will receive the money from Tata AIA etc.) 	
	Has the recipient asked that the contribution be kept secret or disguised in any way (e.g., request to make payment by unorthodox/convoluted means, payment to an off-shore bank account, payment to a name different from that under which it operates, or to "bearer" or "cash"?). If yes, provide details.	
Background	Is the recipient a registered charitable institution? Has the recipient been approved by any government or non-government organization? If yes, describe nature of approval and attach any relevant documentation.	
	Describe any publicly known legal troubles of the recipient, e.g., investigation, arrest, conviction, civil litigation, bankruptcy, consent decrees etc. Include results of sanctions / negative news screening.	
	Describe any past contributions, sponsorship etc. made to the recipient by Tata AIA or any other past dealings between the recipient & Tata AIA	
	To your knowledge, has any other Tata AIA employee made other contributions to this recipient or are there any plans to make another contribution to this recipient? If yes, provide all relevant details.	
	Was this contribution / sponsorship solicited?	<input type="checkbox"/> Yes <input type="checkbox"/> No

Solicitation	If yes, describe the solicitation, including who solicited, to whom, when, amount of contribution requested, and any other relevant information.	
	If yes, was this contribution solicited or endorsed by any Government Official or a Close Relative or a close associate or an affiliate of any such person?	
	If not solicited, how was the recipient identified?	
Benefit to AIA	Describe anticipated benefits to Tata AIA e.g., goodwill, brand promotion, tax deduction, fulfilment of licencing conditions, skills development of regulatory officials resulting in improved regulatory coverage of the industry and/or improved products for customers etc.	
	Will Tata AIA receive anything inappropriate or illegal - including any action or inaction by any person, in exchange for this contribution / sponsorship? If yes, provide details.	
Ultimate Beneficiaries	Describe the manner in which ultimate beneficiaries of this charitable initiative will be selected (e.g., if the initiative is expected to fund scholarships, how will the ultimate beneficiaries of the scholarship be selected).	
	Are there transparent and objective criteria for selecting beneficiaries? Describe steps that will be taken to ensure that there are no material deviations from the set criteria.	
	If there are no transparent and objective criteria for selecting beneficiaries, how will it be assessed whether any of the recipients are Government Officials or Close Relatives of Government Officials. How will the risk of corruption be mitigated?	
	Are any of the ultimate beneficiaries expected to be any Government Official, or a Close Relative or close associate or affiliate of any such person?	
Documentation & Local Legal Assessment	Is an agreement proposed to be signed with the recipient organization documenting the terms of the contribution / sponsorship and Anti-Corruption Policy requirements? If not, please indicate how terms have been / will be documented and how the recipient has indicated / will indicate its consent?	
	Are there any local laws or regulations that restrict/regulate this contribution? Summarise the legal assessment and any red flags identified. Attach opinion from Legal department.	

Other issues	Detail any other issues or risk mitigation measures not discussed above.	
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3. Please attach following documents – detailed budget, Legal assessment, any agreement proposed to be signed and any other document relevant for Anti-Corruption due diligence

The disclosed information completely and accurately reflects my knowledge of the proposal in this request. I have no reason to believe that the referred Government Official(s) has/have provided, or is/are likely to provide, any inappropriate benefit to Tata AIA. This expense is not intended as compensation or as an inappropriate inducement for any official act or decision of the Government Official, or his/her influence on any government decision. I understand that my failure to comply with any applicable anti-corruption law may result in civil or criminal action against Tata AIA and its employees.

Requestor	Name: _____	Signature: _____
Responsible Manager approval	Name: _____	Signature: _____

DD review by BU Compliance and/or Legal (as applicable)	Name: _____	Signature: _____
	Name: _____	Signature: _____
	Name: _____	Signature: _____
BU CEO approval (if applicable) (applicable if proposal initiated by Government Official)	Name: _____	Signature: _____