

Anti-Bribery Policy

(1) Introduction

Adherence to good Corporate Governance and managing its affairs in a fair, honest, ethical, transparent and legal manner is an integral part of the philosophy of Mahindra Sanyo Special Steel Pvt. Ltd., (the Company). Furtherance to its philosophy the Company formulates this Anti Bribery Policy to ensure that no employee of the Company indulges in and associate with any act of bribery, extortion or corruption with any government officials or any person for or on behalf of the Company. This Anti-Bribery Policy is based on the law of Prevention of Corruption Act, 1988 of India and other similar applicable Anti Bribery and anti-corruption Laws of India and the World.

(2) Applicability and Purpose

This policy apply to all officers, directors, managers, employees (hereinafter referred as to the "employees") of the Company (including employees temporarily transferred to affiliates and vendors), agents, representatives, and joint-venture partners, or anyone else doing business in the name of or with the Company, including the suppliers, contractors, or subcontractors (collectively referred to herein as "Covered Parties"). The Company has a zero tolerance approach to acts of Bribery and corruption, by employees or anyone acting on behalf of the Company. Any breach of this policy will be regarded as a serious matter by the Company of which is likely to result in disciplinary action.

(3) Policy

This Policy reflects the business practices and principles of behaviour that support this commitment to zero tolerance approach to acts of Bribery and corruption,.

(i) General Principals

No bribes of any sort shall be paid or accepted from customers, suppliers, politicians, government / public official, public advisors or representative's private person or Company for or on behalf of the Company for or in respect of any business or official matters or transactions of the Company. Bribery is committed when an inducement or reward is provided, in order to gain any commercial, contractual, regulatory or personal advantage for the Company or another party.

(ii) Business Meals and Gifts

All of the following conditions should be satisfied when offering business meals or gifts to Public Officials:

- (a) Business meals or gifts offered to Public Officials should be within the range of normal social courtesies;
- (b) There must be no circumstances that could give rise to any misunderstanding that such meal or gift is being offered with the intention of gaining any improper business advantage;
- (c) Offering a meal or a gift should not violate the Anti-bribery Laws of the country which the Public Official works for; and
- (d) The expense of the meal and/or gift should be accurately and properly recorded in the appropriate accounting books.
- (e) This policy does not prohibit the practices of providing any customary gifts in a particular market, provided such gifts are appropriate and of reasonable nature in comparison to the general market practice and are properly recorded. Please refer to our code of conduct policy for further information.

(4) Prohibited Activities

- (a) The Company Staff/covered parties should not offer and/or provide any pecuniary or other benefits to Public Officials either directly or indirectly (i.e. through a third party). Furthermore, if there is a possibility that any Business Entertainment could give rise to a misunderstanding that the Company has conducted the Business Entertainment with the intention of gaining an improper business advantage (irrespective of its genuine intention), the Company Staff should not offer the Business Entertainment in such situation.
- (b) Offering any cash (including, but not limited to, bills/notes, Cheques, every kind of cash voucher, stock certificates and securities;
- (c) Any entertainment at hostess, strip or similar adult entertainment clubs; and
- (d) Any business meal or gift if the expense is not properly recorded for in the appropriate accounting books and not as per the Code of Conduct Policy of the Company.

(5) Policy on Invitations

All of the following conditions must be satisfied in the case of any invitations made to Public Officials:

- (a) There must be a legitimate purpose for the invitation of the Public Official, and there must be no circumstances giving rise to any misunderstanding that such invitation has been made with the intention of gaining any improper business advantage;
- (b) Any expense for the invitation borne by the Company should be limited to a reasonable amount or actual expenditure;
- (c) Any money to be paid by the Company shall not (in any way) provide any personal benefit to a Public Official;
- (d) Such invitation must not violate the Anti-bribery Laws of the relevant country which the Public Official works for;
- (e) The expenses for the invitation should be accurately and properly recorded in the relevant accounting books.

(6) Consultation Service

If it is difficult to judge whether the planned Business Entertainment is permissible from a review of this Policy, such cases may be referred to the Managing Director, who will with the help of legal department will decide whether such expense is within the permitted or not under this policy.

(7) Reporting incidents of Bribery and Corruption

If any member of the Company Staff discovers any intentional or accidental violation of this Policy, such member of the Company Staff should report such discovery to his/her superior or to the Managing Director.
