POLICY ON

ANTI BRIBERY AND ANTI CORRUPTION

Table of Contents

1. Purpose

The purpose of this Anti-Bribery and Anti-Corruption Policy (**"Policy"**) is to uphold the highest standards of integrity and transparency across all business dealings of Aster DM Quality Care Limited and its **subsidiaries in India ("Organisation")**. This Policy aims to prevent bribery, corruption, kickbacks, and unethical practices, ensures compliance with AACL, protect the Organisation's reputation, and provide clear guidance on acceptable conduct. It reinforces our commitment to operating fairly, honestly, and responsibly, without offering, soliciting, or accepting any improper advantage.

2. Scope

This Policy is applicable to all individuals engaged by the Organisation, including:

(a) All associates (whether permanent or temporary), including but not limited to on-roll associates, interns, trainees, apprentices, part-time associates, fixed-term contract associates, locum, daily-wage workers, contract workforce, associate nurses, medical interns, academic trainees, consultants, and probationers **("Associate")**;

(b) Any individual or entity, other than the Associate, that interacts, transacts, provides services to, receives services from, represents, acts on behalf of, or otherwise has a business or professional relationship with the Organisation in connection with its operations, including but not limited to vendors, suppliers, contractors, subcontractors, auditors, consultants, advisors, agents, intermediaries, healthcare professionals engaged on a contractual basis, business partners, insurers, third-party administrators, academic and research collaborators, and their representatives (**"Third Parties"**).

3. Definitions

3.1 **"Applicable Anti-Corruption Laws" ("AACL")** shall mean and includes:

i. The Prevention of Corruption Act, 1988

ii. The Prevention of Money Laundering Act, 2002

iii. The Foreign Contribution (Regulation) Act, 2010

iv. The BNS (Bharatiya Nyaya Sanhita), 2023

v. Any other applicable national, regional, provincial, state, municipal, local laws and regulations that prohibit tax evasion, Money Laundering, Bribery, Corruption, unlawful gratuities, Facilitation Payments, Kickbacks, or the giving, receiving or providing of any improper payment, undue advantage or other benefit to any government official, Public

Official, private individual or any other person, together with all corresponding rules, amendments, bye-laws, circulars, notifications, guidelines, orders, directions, advisories, codes, standards, delegated or subordinate legislation, and other instruments issued by any governmental, regulatory, statutory, municipal, local, professional or other competent authority from time to time.

3.2 **"Anything of Value"** includes cash, cash equivalents, gifts, hospitality, employment opportunities, sponsorships, charitable contributions, discounts, services, or any other tangible or intangible benefit.

3.3 **"Ethics and Compliance Committee"** shall mean a committee responsible for overseeing implementation of this Policy, reviewing reported concerns, ensuring appropriate investigation and remediation of suspected violations, and monitoring compliance with this Policy and AACL and shall be constituted by Head of Internal Audit, Risk & Compliance, the Head of Human Resources, Group General Counsel, and such other senior representatives or subject-matter experts as may be nominated by the Organisation from time to time.

3.4 **Bribery:** Refers to offering, giving, promising, requesting, accepting, authorizing or agreeing to receive, any undue advantage - monetary or otherwise - including any Gift, Entertainment, Facilitation Payment, or other benefit, directly or indirectly, to or from any person, including any Public Official or private individual, to improperly influence a decision, secure, obtain, retain a business advantage or to secure any other undue advantage.

(a) Bribery can also take place where the offer or payment is made by or through Third Parties on behalf of the Organisation.

(b) The term undue advantage includes, but is not limited to, any gratification or benefit, whether pecuniary or non-pecuniary, tangible or intangible, other than lawful remunerationany, even if of modest value.

(c) For the avoidance of doubt, Bribery includes offering, giving, soliciting or receiving any undue advantage in connection with patient referrals, patient admissions, procurement of pharmaceuticals, medical devices or equipment, diagnostic testing, clinical services, research activities, regulatory approvals, licensing, accreditation, inspections, insurance claims, reimbursement decisions, tender processes or any other healthcare-related activity.

3.5 **Corruption:** Misuse of entrusted authority for personal gain, including the offering, giving, receiving, or soliciting of any undue advantage, directly or indirectly, to influence the actions of any person in a position of trust, and includes fraud, embezzlement, abuse of power, and any other act that undermines integrity in public or private dealings. [For the avoidance of doubt, Corruption includes both public sector corruption (involving Public Officials) and conduct involving individuals acting on behalf of commercial, charitable, healthcare or other private organizations].

3.6 **Kickback:** An agreed return, payment, commission, benefit, or share of profits that is offered, paid, solicited, or received by a person (including a Associate or Third Party), in exchange for awarding contracts, directing business, influencing decisions, securing an improper advantage or favourable treatment. It may include payments, commissions, referral fees, rebates, discounts, credits, sponsorships, honoraria, consulting fees or any other benefit provided in exchange for patient referrals, procurement decisions, vendor selection, prescribing decisions, diagnostic referrals or other healthcare-related business.

3.7 **Gifts:** Means items of value such as cash, loans, goods, services, preferential terms or anything of value, given or received by any Associate or Third Party, or their family members, directly or indirectly, to or from any person, including any Public Official, government entity, vendor, supplier, contractor, or any other Third Party. Gifts include medical equipment, sample products, travel benefits, educational grants, conference sponsorships, vouchers, discounts, hospitality packages or any other item of value provided to or received from Healthcare Professionals, healthcare institutions, vendors, suppliers, insurers, Public Officials or other Third Parties.

3.8 **Entertainment:** Means any event, activity, or engagement - including meals, beverages, sporting events, theatre, concerts, cultural events, or similar social engagements - hosted, sponsored, offered, or received by any Associate or Third Party, directly or indirectly, to or from any person, including any Public Official, government entity, vendor, supplier, contractor, or any other Third Party.

Donations: Financial or non-financial contributions, including cash, in-kind support, sponsorships, or grants for charitable or community purposes.

3.9 **Money Laundering:** Any person who directly or indirectly attempts to indulge, knowingly assists, knowingly is a party to, or is actually involved in any process or activity connected with the proceeds of crime, including its concealment, possession, acquisition, use, transfer, projection or claiming as untainted property, shall be deemed to engage in Money Laundering, as contemplated under the Prevention of Money-Laundering Act, 2002, or any similar Law's as amended from time to time.

3.10 **Public Official:** An officer or associate of the Central or State government or component of a government (including but not limited to any instrumentality of the government, any court or tribunal, any quasi-governmental, any other regulatory, administrative body or organization or any private entity exercising regulatory authority, or any entity that owned or controlled by any Government or any political party), or any person in the service or pay of the government or remunerated by the government by fees or commission for the performance of any public duty;

(a) A director, officer or associate of any entity in which a government or component a government possesses a majority or controlling interest;

(b) A judge, arbitrator, or other person authorized by a court of justice to perform any duty in connection with the administration of justice;

(c) A candidate for public office;

(d) A political party or officials of a political party;

(e) An officer or associate of a public international organization (e.g., the World Bank or United Nations);

(f) An individual who is acting in an official capacity for or on behalf of a government or component of a government, an entity in which a government or component of a government possesses a majority or controlling interest, a political party or a public international organization, even if the individual is acting in such capacity temporarily and without compensation; and

(g) The officials of banks, who are dealing with public or performing public duty are also considered public officials

(h) Any other person designated as such as per AACL.

4. Guidelines

4.1 Prohibition of Bribery, Corruption and Kickback

(a) The Organisation prohibits Bribery and Corruption in any form and shall not tolerate any deviation, regardless of business exigencies or local practices.

(b) The Organisation prohibits all Associate and Third Parties acting for or on its behalf from engaging in Bribery, Corruption or Kickback in any form. Associate and Third Parties are prohibited from, directly or indirectly:

(i) offering, promising, authorizing, giving, or paying Anything of Value to any Public Official or private individual to improperly influence a decision, obtain or retain business, or secure any undue advantage

(ii) requesting, agreeing to receive, or accepting undue advantage from any Public Official, vendor, supplier, contractor, or any other person, as an inducement or reward for the improper performance of any function or activity connected with the Organisation's business;

(iii) authorizing, directing, or permitting any Third Party to make or receive any payment or provide any benefit that would be prohibited under this Policy if made or received directly by an Associate;

(iv) making or receiving any Kickback in connection with any contract, procurement, or business decision of the Organisation; and

(v) making any Facilitation Payment to any Public Official, regardless of the amount or purpose.

(c) Associate shall not do anything in their personal capacity, or through a relative or family member, that is otherwise prohibited under this Policy.

4.2 Gifting & Hospitality

(a) No Associate or Third Party acting for or on behalf of the Organisation shall, directly or indirectly, offer, give, promise, authorize, accept, or receive any Gift, Entertainment, or Hospitality in order to bias a decision, obtain or retain business, or secure any improper advantage for the Organisation.

(b) Associate must maintain integrity and avoid conflicts of interest.

(c) The following conditions must be satisfied before any Gift, Entertainment, or Hospitality is offered or accepted:

(i) Nominal gifts up to ₹2,500 may be accepted only with prior written approval from Human Resources departments and Internal Audit, Risk & Compliance.

(ii) Cash and cash equivalents (including gift cards, vouchers, and prepaid cards) are never acceptable as Gifts under any circumstance.

(iii) Any Gift, Entertainment, or Hospitality offered or received without prior approval must be declined or, where declining is not possible, reported to the Ethics and Compliance Committee immediately

(iv) The Gift, Entertainment, or Hospitality must be directly related to a legitimate business purpose and must not be given or received with any improper or illegal intent.

(v) All Gifts, Entertainment, and Hospitality offered or received must be accurately recorded in the Organisation's books and records and disclosed in the GEH Register.

(vi) The offer or acceptance of the Gift, Entertainment, or Hospitality must be lawful under AACL in the jurisdiction where it is given or received.

(d) Please note that Indian anti-corruption laws such as Prevention of Corruption Act, 1988 does not exempt customary Gifts from its purview, if such Gifts or Hospitality are given with an improper or illegal intention, regardless of the amount.

4.3 Political Contributions

(a) Political Contributions can take many forms, including monetary or non-monetary contributions to political parties, political candidates, election campaigns, or political organisations; provision of material resources, facilities, associate, labour, or services for political purposes; sponsorship of political events; purchase of tickets, tables, or seats at political fundraisers or events; and any other support intended to promote or assist a political party, candidate, campaign, or political cause.

(b) The Organisation upholds its commitment to not support any political party or have any political affiliation.

(c) Any political contribution made by the Organisation, if required, must be approved by the Board of Directors or Audit Committee and must be in compliance with AACL, including all disclosure and payment requirements under the Representation of the People Act, 1951, the Companies Act, 2013, and any other AACL.

No Political Contributions shall be made with the intent to improperly influence any decision of a Public Official or to secure any undue advantage for the Organisation.

4.4 Charitable Donations

(a) Charitable contributions may be made only to bona fide charitable or other funds in accordance with Section 181 of the Companies Act, 2013. The Board of Directors may approve such contributions; however, where the aggregate contribution in any financial year exceeds five percent of the Organisation's average net profits for the three immediately preceding financial years, prior approval of the shareholders in a general meeting shall be obtained. Appropriate due diligence shall be conducted prior to making any charitable contribution to confirm the identity, legitimacy and intended use of funds by the recipient organization.

(b) All donations require prior authorization from the Board or the Audit Committee and must be properly documented and accurately recorded in the Organisation's books and records, together with supporting documentation regarding the recipient, purpose and amount of the donation.

(c) No donation may be used to obtain business benefit, regulatory advantage, referral, procurement opportunity, favourable treatment, or other improper advantage for the Organisation or any person. Charitable contributions must not be made as a condition for, or in expectation of, any decision or action by a Public Official, healthcare professional, customer, supplier, or other Third Party.

(d) No charitable contribution shall be made where there is reason to believe that any portion of the contribution may be directly or indirectly used to improperly benefit a Public Official, healthcare professional, political party, political candidate, Associate, or any other private individual.

4.5 Money Laundering

(a) The handling of criminal proceeds or assets obtained through illegal activities is strictly prohibited.

(b) The Organisation, its Associate and Third Parties shall not knowingly engage in, facilitate, assist, conceal, or otherwise participate in any Money Laundering or terrorist financing activity, including the handling, transfer, concealment or use of proceeds derived from unlawful activities.

(c) All Third Parties, including vendors, customers, and partners must undergo due diligence and periodic reviews, as determined by the Organisation.

(d) All books, records, accounts, invoices and other financial documents must accurately and fairly reflect the underlying transactions and must not be used to conceal or misrepresent the source, destination, ownership, nature or purpose of any funds, assets or transactions.

(e) The Organisation is committed to complying with all applicable anti-Money Laundering, counter-terrorist financing and sanctions laws, including applicable economic, trade and financial sanctions, embargoes, export-control restrictions and other restrictive measures.The Organisation shall not permit its products, services, facilities, accounts, resources, funds or business relationships to be used for Money Laundering, terrorist financing, sanctions evasion or any other unlawful purpose.

(f) The Organisation shall not, directly or indirectly, engage in transactions or maintain relationships with any sanctioned person, entity, vessel, country or territory, or with any party owned or controlled by a sanctioned person, where prohibited by AACL.

(g) It shall be the responsibility of the Ethics and Compliance Committee to oversee compliance with the Organisation's anti-Money Laundering, counter-terrorist financing and sanctions compliance obligations, including the implementation of appropriate controls, due diligence measures, reporting procedures and Associate awareness initiatives. Any actual or potential sanctions match, sanctions red flag, or suspected attempt to evade sanctions must be promptly escalated to the Ethics and Compliance Committee, and the relevant transaction or relationship must be placed on hold until cleared in accordance with applicable procedures.

4.6 Conflict of Interest

(a) No Associate shall engage in any external employment, business engagement, or activity that conflicts, or may reasonably be perceived to conflict, with the interests of the Organisation, without prior written approval from the Ethics and Compliance Committee.

(b) Any personal, financial or family-related business interest that conflicts, or may reasonably be perceived to conflict, with the interests of the Organisation must be promptly disclosed in writing to the Ethics and Compliance Committee.

(c) No Associate shall supervise, evaluate, or otherwise influence any decision — including hiring, procurement, or contract award decisions — involving a relative or family member, or any entity in which a relative or family member holds a financial or managerial interest.

(d) Associate shall not, without prior written approval of the Ethics and Compliance Committee, acquire or continue to hold any direct or indirect ownership, investment, financial or beneficial interest in any vendor, supplier, contractor, consultant, customer, referral source, competitor, business partner, or other Third Party that has, seeks to have, or may reasonably be expected to have business dealings with the Organisation, where such interest may create an actual, potential or perceived conflict of interest.

(e) All actual, potential or perceived conflict of interest must be reported to the Ethics and Compliance Committee, as soon as possible.

4.7 Marketing & Promotional Activities

(a) All marketing and promotional efforts must comply with laws and regulatory standards, including those related to advertising, consumer protection, healthcare services, patient rights, confidentiality of patient records, privacy and protection of personal data, unfair trade practices, and professional ethical standards applicable to healthcare professionals and healthcare institutions, including but not limited to the Consumer Protection Act, 2019, the Digital Personal Data Protection Act, 2023 etc.

(b) No marketing or promotional activity shall be used as a vehicle for Bribery, Corruption, or any improper inducement, or shall make misleading claims about the Organisation's products or services.

(c) All initiatives must be legitimate, documented, and approved as per internal requirements.

4.8 Indirect Payments

(a) All agreements entered by the Organisation with Third Parties must include appropriate provisions requiring compliance with this Policy, AACL, and cooperation in any internal investigation, audit, or review initiated by the Organisation. The Organisation reserves the right to terminate any agreement where a violation of this Policy or AACL is identified.

(b) All payments made by the Organisation to Third Parties must be justified, reasonable, and supported with documentation. Further, they should be for legitimate business purposes, be commensurate with the services rendered, be routed through recognized banking channels, and be supported by adequate documentation including proof of performance, invoices, and underlying agreements or work orders.

(c) The Organisation shall conduct risk-based due diligence on all Third Parties prior to engagement and shall undertake periodic monitoring and reviews of existing Third-Party relationships to identify and mitigate any Bribery or Corruption risks.

4.9 Referrals

(a) No Associate or Third Party shall solicit, accept, offer, or provide any Gift, commission, payment, or benefit of any kind in connection with any referral activity, including patient referrals, vendor referrals, or recruitment referrals.

(b) Patient referrals must be based solely on clinical need and patient welfare and must not be influenced by any financial incentives, Anything of Value, or benefit; where external referral is necessary, approval from the Medical Director is required.

4.10 Sponsorships

(a) No Associate or Third Party shall solicit, accept, offer, or provide any sponsorship that is intended to, or may reasonably be perceived to, improperly influence a business decision, procurement outcome, or regulatory action.

(b) Associate, especially doctors and medical staff must obtain written approval before accepting any sponsorship, including but not limited to sponsorships from pharmaceutical companies, medical device manufacturers, or any other healthcare industry participant, irrespective of whether such sponsorship is related to any official events.

(c) Benefits, sponsorships, travel, hospitality, grants, gifts or other support from pharmaceutical or medical device companies shall not be solicited, accepted, offered or facilitated except where permitted by AACL, professional ethical standards and Uniform Code for Pharmaceutical Marketing Practices, 2024 (UCPMP), and must be subject to prior written approval, appropriate documentation and disclosure in accordance with Organisation procedures.

(d) All other Associate must obtain prior written approval from their business head before accepting sponsorships.

(e) All sponsorships must be fully documented, legitimate, and compliant with AACL and regulatory standards, including guidelines issued by the Medical Council of India and any other applicable regulatory body. Sponsorships must never compromise the ethical or regulatory standards of the Organisation.

4.11 Facilitation Payments

(a) As per this Policy and the Prevention of Corruption Act, 1988 (as amended in 2018) (“**POCA**”), Associate and Third Parties must not offer, make or authorize any facilitation payment that constitutes an undue advantage to a Public Official.

(b) In case a demand is received for a facilitation payment to perform routine government or regulatory actions, the Associate and/or Third party should –

(i) Refuse to make such payment without an official receipt and inform that the same is not permissible as per Organisation policies.

(ii) Report to the Ethics and Compliance Committee regarding demand for such payment.

(c) Further, the Organisation shall communicate its approach toward facilitation payment to all Associate and Third parties, who may be dealing with the Government Officials on behalf of the Organisation, to ensure that no such payment is offered or made by them to such officials.

5. Duties of Associate and Third Parties

5.1 Associate and Third Parties must read, understand, and comply with this Policy, including all procedures, controls, approvals, reporting obligations, and other requirements applicable to their roles and responsibilities.

5.2 Associate and Third Parties shall exercise due care, professional judgment, and integrity in all business dealings, and shall avoid any conduct that may breach this Policy, Applicable Anti-Corruption Laws, or the Organisation's ethical standards.

5.3 Associate and Third Parties shall promptly report any actual, suspected, or potential violation of this Policy or Applicable Anti-Corruption Laws to the Integrity Committee or through such other reporting channels as may be designated by the Organisation from time to time.

5.4 Associate and Third Parties shall fully cooperate with any review, audit, inquiry, or investigation conducted by or on behalf of the Organisation in connection with this Policy, including by providing complete, accurate, and timely information and preserving relevant records.

5.5 Failure to comply with this Policy may result in disciplinary action, termination of employment or contractual relationship, reporting to regulatory or law enforcement authorities, and/or other legal action, as appropriate.

6. Reporting

6.1 All Associate and Third Parties are encouraged to raise concerns about any suspected Bribery, Corruption, Money Laundering, Facilitation Payment, Kickback, or any other breach of this Policy or applicable Anticorruption laws at the earliest possible stage.

6.2 Suspected violations must be reported to the Ethics and Compliance Committee, or through the confidential reporting helpline, through the following channels (*Please refer to the Whistleblower Policy for further details of reporting such concerns*).

(i) Directly to the Ethics and Compliance Committee in writing;

(ii) Through the Organisation's Whistleblower Mechanism, which provides various methods for Associate and Third Parties to raise concerns, including anonymously; or

(iii) Through such other reporting channels as the Organisation may designate from time to time.

(iv) Email ID: hrhelpdesk@asterqualitycare.com

6.3 Reports will be handled confidentially and investigated impartially.

6.4 Retaliation against any individual(s) who raises a concern reports a suspected violation or participates in an investigation is strictly prohibited. Any Associate found to have engaged in retaliation shall be subject to disciplinary action in accordance with Clause 6 of this Policy.

6.5 Confirmed violations will result in corrective action per organizational policies and laws.

6.6 Please refer to the Whistle Blower Policy for further details.

7. Consequences

7.1 Violations of this Policy and AACL might cause reputational losses as well as imprisonment, fines, and penalties to the Organisation. Hence, any violations may lead to disciplinary action up to termination of employment or contract cancellation, and severance of relationship with the Organisation.

7.2 Any violation of this Policy shall be subject to disciplinary action, up to and including termination of employment or cancellation of contract, and severance of relationship with the Organisation, in accordance with the Organisation's applicable Human Resources policies and procedures.

8. Training

8.1 The Human Resources department is responsible for undertaking periodic ABAC trainings for all Associate with potential Government touchpoints and exposure. All Associate must participate in mandatory trainings on the requirements and obligations of this Policy and other relevant ethics and compliance policies of the Organisation (as the case may be).

8.2 Refresher sessions will be conducted, at least annually, or as needed to reinforce compliance and to update Associate on any changes to this Policy or AACL.

8.3 Dissemination of this Policy for new joiners shall be carried out at the time of induction. All new Associate must complete mandatory training within thirty (30) days of joining the Organisation.

8.4 The Organisation may also extend access of the Policy and training to Third Parties where the work performed by such Third Parties involves undertaking governmental interactions on behalf of the Organisation or is otherwise considered to inherently carry any Bribery or Corruption risks.

8.5 Completion of mandatory ABAC training shall be tracked and recorded by the Human Resources department and reported to the Ethics and Compliance Committee on a periodic basis.

9. Governance

9.1 **Human Resources**: Responsible for developing, delivering, and tracking mandatory ABAC training for Associate.

9.2 **Legal**: Responsible for ensuring inclusion of ABAC clauses in contracts and monitors changes in AACL.

9.3 **M&A and Investor Relations**: Responsible for conducting due diligence and assessing ABAC and compliance risks prior to any venture, investment or transaction.

9.4 **Company Secretary:** Responsible for ensuring compliance with applicable provisions under the Companies Act, 2013 and SEBI (LODR) Regulations.

10. Review & Amendment

10.1 The Organisation reserves the right to review and revise this Policy, in whole or in part, at any time without assigning any reason whatsoever, as required at the discretion of management.

10.2 Any amendments shall be communicated to the Associate and Third parties in a timely manner.

10.3 In case of any conflict between the provisions of the Policy and AACL, AACL shall prevail.

11. FAQ

Q. What is the difference between bribery and corruption?

A: Bribery involves offering or accepting something of value to influence a decision, while corruption is a broader term that includes abuse of power for personal gain, fraud, and unethical conduct.

Q. Are charitable donations allowed?

A: Yes, provided they are made in accordance with AACL, including Section 181 of the Companies Act, 2013, are bona fide, transparent, properly documented, and not intended to influence any business decision or obtain an improper advantage and in line with Organisation’s governance requirements, including Board or shareholder approval where applicable.

Q. Can I make political contributions on behalf of the Organisation?

A: No. Associate must never make political contributions on behalf of the Organisation. Personal contributions are allowed but must not involve Organisation resources or create a conflict of interest.

Q. What about sponsorships or community support?

A: These are permitted if they are legitimate, documented, and approved by the Ethics and Compliance Committee, ensuring they do not serve as a cover for bribery.

Q. How does the Organisation monitor compliance?

A: Through internal audits, risk assessments, due diligence on third parties, and mandatory training programs.

Q. What should I do if I am offered a bribe?

A: You must refuse the offer immediately and report the incident through the designated reporting channels.

Q. Are there any exceptions to this Policy?

A: No. The Organisation maintains a zero-tolerance approach to bribery and corruption.

Q. What happens if a third party violates the Policy?

A: The Organisation may terminate the relationship, report the violation to authorities, and take legal action if necessary.

12. Contact

For any queries related to this Policy, please contact the Human Resources Department.

(i) Email Id: hrhelpdesk@asterqualitycare.com

(ii) Contact No.: Authorised person at your work location

13. Document History & Review

Version	Date	Reviewed by	Approved by	Reasons with Description