



ANTI-CORRUPTION POLICY

DECEMBER 2021

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EXECUTIVE SUMMARY

The global nature of our business means that Tata Communications Ltd. and its direct and indirect subsidiaries (collectively “Tata Communications” or, the “Company”) are subject to a myriad of different laws, rules and regulations worldwide. Compliance with these laws doesn’t happen in a vacuum, it requires the support of everyone associated with the Company - from the Board of Directors, Senior Management and employees to those parties representing or acting on behalf of the Company.

This Policy focuses on a particular area of compliance, which the Company takes extremely seriously, Anti-Corruption. Most countries have adopted their own Anti-Corruption Laws which apply to activities undertaken within those countries’ particular territories. Several countries, however, have drafted their Anti-Corruption Laws to have extra-territorial effect, meaning that these laws apply to a company’s global operations, regardless of location. This Policy also addresses Anti-Money Laundering and terrorist financing related concerns. It is the Company’s policy to not have its products or services used or abused for money laundering or terrorism financing activities. This Policy establishes principles and global minimum international standards to protect Tata Communications from being exposed to money laundering or terrorism financing.

This Policy is designed to communicate the Company’s commitment to counter corruption and money laundering and to ensure that all employees and third-party representatives fully understand the scope and application of these laws. This Policy describes what is meant by corruption and money laundering, how it affects our business, and what we are doing to fight it. In particular, it shows how our policies translate into practical processes and procedures and explains what needs to be done to comply with them.

While this Policy is written in simple terms, its application may not always be straightforward. If, at any time you are in doubt, please contact the Company’s [Legal Compliance Team](#) for further assistance. It is your responsibility to read and understand this Policy and a lack of understanding will not be an excuse for violating the Policy.

Our reputation for business ethics has taken over 150 years to build and must not be compromised. Tata Communications and its over 12000 employees, business partners and customers expect and demand nothing less than full compliance with this Policy and the laws, rules and regulations, concerning Anti-Corruption and Anti-Money Laundering.

Integrity and trust, our core values, provide the foundation for our Company policies and your continued commitment to our high ethical standards is expected and very much appreciated.

Amur S. Lakshminarayanan
MD & CEO

Troy D. Reynolds
Chief Legal & Compliance Officer

Questions about this Policy, any Anti-Corruption or Anti Money Laundering Laws or to seek advice prior to undertaking a particular act or action can be directed to: [Legal Compliance Team](#)

1. APPLICATION OF ANTI-CORRUPTION AND ANTI MONEY LAUNDERING LAWS TO THE COMPANY AND THE PURPOSE OF THIS POLICY

Corruption is the willingness to act dishonestly in return for money or personal gain and is an aspect of human behaviour that has been around for a long time. For that reason, it may be easy to forget the damage that corruption does. By wrongly benefiting a few individuals who abuse their power or position, corruption creates unfair competition, damages innovation and undermines integrity.

Because of the damage corruption does to the public good, it is illegal around the world, and each country has its own Anti-Corruption Laws that have to be followed (all such laws are collectively hereinafter referred to as “Anti-Corruption Laws”).

Money laundering is the process of concealing the source of funds and ownership of illegally gained proceeds that is then reintroduced into the economy for legitimate purposes (all such laws are collectively hereinafter referred to as “Anti-Money Laundering Laws”). Corruption and money laundering tend to be interrelated. For example, bribery often generates large sums of money. In order to avoid drawing the attention of the relevant authorities to the bribe, the criminal would need to conceal the money’s criminal origins by either disguising the money within legitimate business transactions or transferring it through multiple accounts.

For purposes of this Policy, you should assume that these Anti-Corruption and Anti-Money Laundering Laws apply to everyone and every party associated with Tata Communications no matter where in the world you are located.

This Policy states the Company’s position with regard to Anti-Corruption and Anti-Money Laundering. All employees, sales consultants, directors, officers and Board members (collectively hereinafter referred to as “Company Personnel”) are required to fully comply with this Policy and the provisions of all applicable Anti-Corruption and Anti-Money Laundering Laws. Compliance with this Policy and these laws is a condition of continued employment or association with Tata Communications, and violations will not be tolerated - any alleged breach will be investigated, and disciplinary action will be taken as appropriate.

Failure by Company Personnel to comply with this Policy may expose the Company to substantial risk and could jeopardize its operations and reputation. You should also be aware that violations of certain Anti-corruption and Anti- Money Laundering Laws may subject individual Company Personnel to both criminal penalties, including prison sentences, and civil liability.

Quick Note:

Not all laws of a country apply only within the territory of that country. Both, the United States Foreign Corrupt Practices Act (“FCPA”), the United Kingdom Bribery Act (“UKBA”) and Prevention of Corruption Act, 1988 (PCA), India may apply to Tata Communications and its employees globally, because of their extra-territorial effect.

Under Patriot Act in the U.S. and similar legislations worldwide, emphasis was laid on Anti-Money Laundering laws to combat terrorism financing. An intergovernmental body named Financial Action Task Force (FATF) pressurized the governments across the globe to increase surveillance and monitoring of financial transactions and its recommendations may apply to Tata Communications and its employees globally.

2. COMPANY POLICY ON ANTI-CORRUPTION

Tata Communications does not pay and does not condone paying bribes to anyone. Company Personnel are prohibited from giving or offering bribes, kickbacks, or similar payment or consideration of any kind, whether at home or abroad, to any person or entity (including but not limited to any customers or potential customers, government official, political party, candidate for political office or any intermediaries, such as agents, attorneys or consultants) in order to:

- influence official acts or decisions of that person or entity,
- obtain or retain business or a business advantage for, or direct business to, the Company; and/ or secure any improper advantage

Similarly, Tata Communications does not accept and does not condone the acceptance or receipt of bribes from anyone. Company personnel are prohibited from accepting or receiving bribes, kickbacks, or similar payment or consideration of any kind, whether at home or abroad, from any person or entity which is intended to, or which may be perceived as being intended to:

- influence one's official acts or decisions,
- obtain or retain business or a business advantage for, or direct business to, the offer or of the bribe and/or any entity that he/she represents; and/or
- secure any improper advantage for the offeror of the bribe and/or any entity that he/she represents

Company Personnel are also prohibited from providing or receiving gifts, meals, entertainment, travel, accommodation or anything of value to any person or entity in connection with Company business unless it is provided or received in accordance with:

- this Policy,
- the Tata Code of Conduct,
- the Company's Corporate Hospitality and Gifts Policy (the "CH&G Policy")

While it is the Company's policy to prohibit the paying of bribes to anyone, some of the Anti-Corruption Laws, like the FCPA, primarily apply to payments to government officials. As such, it is important to understand what a "government official" is, so you will understand the additional legal exposure involved with such laws.

Quick Note:

A "bribe" is anything that has a value and is given to influence a decision to give a business advantage to the offeror, whether it is Tata Communications or an entity seeking to do business with Tata Communications. Bribes do not just involve cash payments. Lavish gifts, expensive dinners or wine, tickets to sporting events, and jewellery or gems have all been found to be bribes. An important aspect of the definition of a "bribe" is the purpose of giving something of value - as highlighted in the bullet points in this section.

A “government official” includes any official or employee of a government or government-owned enterprise, any official or employee of a government agency or regulatory authority, any political candidate or member of a political party, any public international organisation, any official or employee of a public international organisation (e.g., the United Nations, World Bank), or any person acting in an official capacity for or on behalf of any of the foregoing. Government includes local, regional, and national governments and the legislative, judicial, administrative and executive branches. Payments made to members of a government official’s family in order to influence the government official are also prohibited.

Quick Note:

Anti-Corruption Laws do not just apply to the person who pays the bribe or offers anything of value - they also apply to the people who have taken action in furtherance of the same. For example, Anti-Corruption Laws could apply to anyone who:

- approves or authorises the payment,
- creates or accepts false invoices,
- relays email instructions to pay or accept a bribe or kickback,
- covers up an illegal payment,
- knowingly cooperates in the payment of a bribe; or
- suspects an illegal payment or kickback but turns a “blind eye” to it

Government owned entities are those which are wholly or majority owned/controlled government bodies. Majority means ownership or control of fifty percent (50%) or more.

Examples: Employees of government-owned enterprises for telecommunications entities (SingTel, Etisalat, and Bharat Sanchar Nigam Limited), employees of customs, tax, and local telecommunications regulatory authorities, employees of United Nations and the World Bank, Members of Parliament, and Judges.

3. GIVING AND RECEIVING BENEFITS

The Company acknowledges that the giving and receiving of nominal benefits (such as small gifts, meals and entertainment) is a common business practice and is intended to strengthen and build long term business relationships. However, before a benefit (whether given or received) can be considered proper and legitimate under this Policy, certain criteria must be met. In general, the benefit in question must:

- be given/received for a legitimate business purpose,
- be infrequent or occasional in nature,
- be transparent, open and accurately recorded along with original receipts in Company’s books and records,
- be respectful, customary and in accordance with local customs,
- comply with applicable laws; and
- be given in compliance with this Policy and the Tata Code of Conduct

All Company Personnel should familiarize themselves with the required approval processes and forms set out in the [CH&G Policy](#). The Company's approval process considers not only the legal risks, but also, the Company image and business risks, that any proposed benefit may present to the Company.

Only payments that are deemed not to violate any Anti-Corruption Laws and Company policy will be approved.

The following provide some specific examples as to the Company's policy on the giving and receiving of benefits. However, it should be noted that these are simply examples - you should refer to the CH&G Policy for detailed guidance and procedures.

A. Gifts

Gifts are any item for which a recipient has not paid fair market value. Gifts include anything presented as a token, social courtesy or to commemorate an occasion such as a holiday, birthday, or special event. Gifts can be anything of value, whether tangible or intangible and also includes non-Company branded gifts and Company branded promotional gifts which bear the Company logo, provided they are given or received in accordance with the [CH&G Policy](#).

B. Moderate Meals

Meals are only considered to be acceptable if they are reasonable, moderate, and for a legitimate business purpose, and do not carry business obligations or present potential for embarrassment to the Company. Similarly, working meals which are held on or nearby the Company's or third party's premises before, during or after a business meeting that are of reasonable are considered acceptable. Generally, meals provided in accordance with permissible parameters specified in the [CH&G Policy](#) would be considered acceptable.

C. Hosting Travel

On occasion, the Company may receive requests to host the employees of customers or potential customers (who may or may not be government officials). Hosting refers to a situation where the Company pays for all or part of the travel expenses of a third party. It does not include a situation where the third-party pays for their own travel expenses to visit the Company or its sites, unless such payment is to be reimbursed by Tata Communications, whether in whole or in part.

Hosting a customer or potential customer, whether in-country or outside of his/her home country, poses a risk of violating certain Anti-Corruption Laws, particularly the FCPA and the UKBA, as it may be perceived as a sight-seeing trip offered to the customer or potential customer. It is, therefore, the Company's policy to discourage these types of hosting and to limit them to only those situations where explicitly required and falling within the parameters of the Company's [CH&G Policy](#).

D. Giving of Social Contributions/Charitable donations

Certain agreements may require the Company to make payments to assist with the development of a particular country. These payments may be charitable donations, training obligations, or social contribution payments. The Company may also wish to make development-related payments outside of a contractual obligation. Furthermore, certain geographies have statutory Corporate Social Responsibility (CSR) requirements to support environmental, social and human development within their operations that are beneficial to the society at large.

Whether within or outside of a contract, these types of payments must be reviewed for compliance with applicable Anti-Corruption Laws, and approval of any such payment must be obtained in accordance with the [CH&G Policy](#) prior to agreeing to make the payment. Neither the existence of a contractual obligation nor the legality of the payment under any applicable local laws or regulations shields the Company from liability under certain Anti-Corruption Laws.

The Company believes in contributing to the communities in which it does business and permits reasonable donations to charities. However, the Company needs to be certain that donations to charities are not disguised illegal payments to government officials or others in violation of Anti-Corruption Laws. The Company also needs to confirm that the charity does not act as a conduit to fund illegal activities in violation of Anti-money Laundering Laws or Anti-terrorism Laws. Any donation to a charity by the Company should not create even the appearance of an impropriety or violation of any applicable laws or regulations. It is the Company's policy that only a restricted set of employees can approve donations. Even so, before any Company Personnel agrees to donate to a charitable entity on behalf of the Company, the procedures set out in the CH&G Policy must be followed.

E. Entertainment

Occasionally, the Company may organise Entertainment events which are intended to develop better business relationships and are hosted by the Company for third parties. These events are not to be given to influence or obtain an unfair business advantage and must meet the general principles stated in the [CH&G Policy](#). Entertainment events generally do not contain a component of demonstration of the Company's capabilities, or if they do, the percentage of the event that is working is a small portion of the entire agenda. The Company Personnel must follow the procedures set out in the [CH&G Policy](#) and seek requisite approvals before hosting such events.

F. Political Contributions

It is the Company's policy that under no circumstances shall Company funds be used to make political contributions to political parties or candidates in any country, even if such contributions are permitted by a country's written laws or regulations. It must be clearly understood that no Company Personnel can therefore make any sort of political contribution from Company funds under any circumstances whatsoever.

The Company's policy is not intended to discourage or prohibit Company Personnel of a country from voluntarily making personal political contributions, from participating in the political process on their own time and at their own expense, from expressing their personal views on legislative or political matters, or from otherwise personally engaging in political activities in such country.

4. "FACILITATING" OR "GREASE" PAYMENTS

Facilitating or grease payments are small payments made to low-level government officials, typically in countries with pervasive corruption problems. These payments have generally been utilised in order to expedite or secure the performance of "routine governmental actions" which are limited to a narrow range of non-discretionary acts that are ordinarily and commonly performed by a government official. Facilitation payments are illegal in almost all countries, including India, the U.K. and Germany.

It is Company policy that the practice of providing facilitating or grease payments by any Company Personnel on behalf of the Company is strictly forbidden.

Quick Note:

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, mail pick-up and delivery, providing phone service, and performing actions that are wholly unconnected to the award of new business or the continuation of prior business.

5. COMPANY POLICY ON ANTI-MONEY LAUNDERING

Tata Communications is committed to complying fully with all applicable Anti-Money Laundering laws in the conduct of its businesses. Article D Clause 21 of the Tata Code of Conduct 2015 (“TCoC 2015”) states: “We shall comply with all applicable anti-money laundering, anti-fraud and anti-corruption laws and we shall establish processes to check for and prevent any breaches of such laws”. Towards this objective, we must conduct business only with reputable customers who are involved in legitimate business activities and whose funds are derived from legitimate sources.

It is the Company’s policy to not have its products or services used or abused for money laundering or terrorism financing purposes. All Company personnel are prohibited from entering/ facilitating any such transaction or association of any kind, whether at home or abroad, which is intended to, or which may be perceived as being intended to:

- Laundering of funds for any kind of illegitimate activities under the applicable laws,
- Financing terrorist organization/associations or activities related therein

All Company Personnel must immediately report to the [Legal Compliance Team](#) in the event he/she becomes aware of any suspicious activity (i.e., red flags) or has knowledge of possible money laundering activity. Red flags and other activities identified as potentially suspicious will be investigated by the Legal Compliance Team in order to determine appropriate actions for the Company and its obligations to notify the relevant authorities. Knowingly engaging in an illegal financial transaction or by deliberately ignoring indications of suspicious activity is a violation of the Anti-Money Laundering Laws.

Few examples of anti-money laundering red flags could include, but is not limited to:

- Potential customer, vendor, consultant and/or partner either refuses to provide information required to verify their identity or appears to have intentionally provided misleading information,
- Payments to/from financial secrecy havens or high-risk geographic locations without an apparent business reason,
- Payments by third party check or wire transfers without an apparent connection to the customer or partner, or
- Attempted transactions that appear unusual or are unjustifiably complex,
- Customers or suppliers who appear to be acting as an agent for another company/individual but declines or is reluctant to provide information regarding the company/individual,
- Activity inconsistent with the company’s business,
- Payments in excess of the amount due; or
- Payments that are structured to avoid any relevant government reporting requirements

Quick Note:

Steps involved in Money-Laundering:

1. **Placement:** introducing cash into the financial system by some means
2. **Layering:** carrying out complex financial transactions to camouflage the illegal source of the cash
3. **Integration:** acquiring wealth generated from the transactions of the illicit funds

Some of these steps may be omitted, depending upon the circumstances. For example, non-cash proceeds that are already in the financial system would not need to be placed.

6. THIRD-PARTY DUE DILIGENCE

The Company recognizes that there are circumstances in which relationships with third parties such as agents and referral partners will be required or prudent from a commercial perspective. However, public corruption often occurs when companies use third parties as intermediaries to obtain business or influence action on their behalf. Further, Anti-Corruption Laws do not always differentiate between acts made by the Company or by someone acting on the Company's behalf.

As such, the Company can face liability under Anti-Corruption Laws based on improper payments made by its subsidiaries, joint venture or other business partners, agents, consultants, referral partners, resellers, suppliers or anyone performing services on the Company's behalf, regardless of whether the Company had any knowledge of the improper payments. For that reason, we need to be certain that we only deal with third-party intermediaries who are prepared to apply the same standards of business conduct as Tata Communications does itself.

In those circumstances where third-party relationships are required, the Company must choose its agents, consultants, referral partners, resellers and other representatives very carefully. Prior to entering into an agreement with any such third-party, appropriate due diligence must be performed in accordance with the Company's [Due Diligence Policy](#).

It is the responsibility of the relevant sales or support team looking to engage an agent, consultant, channel partner, reseller or other representative to read and understand the requirements of the Company's [Due Diligence Policy](#).

Quick Note:

Examples of where third-party relationships are necessary include situations in which participation in a tender or request for proposal is conditioned on partnership with a local telecommunications service provider. In addition, there is a range of third parties, including system integrators, equipment providers and joint venture partners, with whom the Company must work to efficiently carry-out its day-to-day business operations.

In determining whether a third-party is an intermediary for the purposes of Tata Communications' Due Diligence Policy, the most important factor is the person's/entity's activities, regardless of job title or description. You should consult with the Legal Compliance Team if you are not sure whether the policies apply to a particular third-party.

Tata Communications - General

Quick Note:

You may never do through any third-party what you may not do directly. Authorising or encouraging any third-party, including a distributor, reseller or referral partner to pay bribes or engage in other misconduct is a violation of Company policy and Anti-Corruption Laws. Even the knowledge of an improper payment or illegal activity can lead to civil and criminal liability against the Company and quite possibly for the individual with knowledge. Indeed, where the United Kingdom Bribery Act applies, the Company can be criminally liable for bribes paid on its behalf by anyone performing services for it even though the Company did not have any knowledge of the bribes.

7. ANTI-CORRUPTION AND ANTI- MONEY LAUNDERING TRAINING

Company policy may require certain Company Personnel, depending on their job scope, to complete mandatory trainings rolled out by the Company from time to time on compliance matters including anti-corruption and anti-money laundering. The trainings may be conducted on-line or in-person and will be administered by the Company's Human Resources Department. Each Company Personnel will be notified via email that they are required to take the training/s. Those required to take such training/s must do so within the notified timeframe and repeat the training/s as and when required. Failure to do so without justification will be viewed very seriously by the Company and could result in suspension and/or termination of your employment and/or representation of Tata Communications.

8. RECORD-KEEPING AND INTERNAL ACCOUNTING CONTROLS PROVISIONS

A. Record-Keeping, Accounting & Payment Practices

Company Personnel must follow all applicable standards, principles, laws, regulations, and Company practices for accounting and financial reporting. In particular, Company Personnel must be timely, complete, and accurate when preparing all required reports and records.

All Company Personnel must obtain all required approvals in accordance with the [CH&G Policy](#) before providing any gift, entertainment, or travel. Prior to paying or authorising a payment, Company Personnel should ensure that no part of such payment is to be made for any purpose other than is fully and accurately described in the Company's books and records. All gifts, entertainment, or travel provided to a government official must be reported. No undisclosed or unrecorded accounts of the Company are to be established for any purpose, and false or artificial entries are not to be made in the books and records of the Company for any reason whatsoever. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy, the [CH&G Policy](#), or any of the Company's other policies.

B. Financial Control Systems and Accounting Requirements

It is the Company's policy to maintain accurate, reasonably detailed records that fairly reflect its transactions and disposition of assets, regardless of whether the transactions are domestic or international. Therefore, Company Personnel are prohibited from making any false or misleading statements in Company books and records for any reason. In addition, the Company shall maintain a system of internal accounting controls sufficient to provide reasonable assurances that:

- transactions are executed in accordance with management's general or specific authorisation,

- transactions are recorded as necessary: (i) to permit preparation of financial statements in conformity with generally accepted accounting principles (“GAAP”) or any other criteria applicable to such statements; and (ii) to maintain accountability for assets,
- access to Company assets is permitted only in accordance with management’s general or specific authorisation; and
- the recorded accountability for corporate assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences

Quick Note:

Certain Anti-Corruption Laws, the FCPA in particular, require the Company, to establish and maintain a system of internal controls that ensures that all transactions and dispositions of assets occur only with the management’s authorisation. The Company is also required to accurately, and in reasonable detail, record all such transactions in the Company’s books, records and accounts. Specifically, the FCPA prohibits the mischaracterisation or omission of any transaction on the Company’s books and requires the Company to maintain proper accounting controls that ensure that such mischaracterisations or omissions do not occur. Adhering to the Company’s internal controls and keeping detailed, accurate descriptions of all payments and expenses is crucial for compliance with this component of the FCPA.

These requirements apply to the Company and all majority-owned affiliates, wherever they are located. Thus, all affiliates in which the Company directly or indirectly owns more than 50% of the voting shares or in which the Company otherwise possesses management control, are required to adopt the same - or equally adequate and similar policies, accounting and financial control systems. The Company also will make a good-faith effort to ensure that affiliates in which the Company (or one of its subsidiaries) holds 50% or less of the voting shares comply with the FCPA record-keeping and accounting provisions.

C. Responsibilities

Company Personnel shall not make any false or misleading statements in the Company’s books and records for any reason, nor shall they engage in any arrangement or provide any information that results in such prohibited acts.

The Finance Department shall maintain accounting procedures, financial reporting and controls, and the Internal Audit Department shall design an internal audit program for the Company. Monitoring and auditing systems are in place to detect violations of Company policy and of applicable laws. In particular, the Company will monitor and review, through periodic compliance audits to be conducted by the Internal Audit Department, the records of Company Personnel who have discretionary authority over Company assets, who are likely to come into contact with government officials, or who submit financial data that affects Company financial statements or reports.

If, at any time, a Company Personnel has information or knowledge of any unrecorded or mischaracterised asset or fund, such information must be reported directly to the Legal Department or for those who wish to remain anonymous, in accordance with the procedures set out in the Company’s [Whistleblower Policy](#).

Quick Note:

Examples of improper record-keeping include, but are not limited to:

- making records appear to show a payment to one person when, in fact, the payment was made to someone else,
- creating a “slush fund”; submitting false or inaccurate expense account reports; and
- creating records that inaccurately characterise the true nature of a transaction or payment (for example, reporting a “commission” as an “overhead expense”)

9. AUDIT PROCEDURES TO VERIFY COMPLIANCE

In furtherance of this Policy and the various policies and procedures promulgated thereunder, the Company will conduct, via the Internal Audit Department and/or an external auditor, regular and confidential audits as described in this section.

These regular audits are designed to prevent and detect violations of the Anti-Corruption and Anti-Money Laundering Laws, this Policy, and other Company policies, practices and procedures. The audits shall focus on the following items:

- the Company’s strategy to ensure compliance with the Anti-Corruption and Anti-Money Laundering Laws,
- communication with and education of all pertinent Company Personnel,
- establishment and implementation of monitoring mechanisms,
- review of a random sample of the Company’s business agreements,
- due diligence procedures taken prior to entering into arrangements with third parties; and
- best efforts to ensure all subsidiaries comply with the Anti-Corruption and Anti-Money Laundering Laws

The regular audits should also include a review of the Company’s books and records maintained by the Finance Department pertaining to the entertainment, gift, and travel expenditures by Company Personnel on behalf of the Company. As necessary, the regular audits should encompass records pertaining to social payments and donations to charities.

10. INVESTIGATIONS

In addition to the regular audits described above, there may also be individual instances in which the Company may wish to investigate a certain matter. In these events, the Chief Legal & Compliance Officer may, in the discretion of the Chief Legal & Compliance Officer or when so directed by the Board of Directors or the Audit Committee, issue a written directive to the concerned department to perform an audit or investigation of the Company’s records, books and accounts to prevent and detect violations of the Anti-Corruption and Anti-Money Laundering Laws and to ensure compliance with this Policy and other Company policies, practices, and procedures.

While performing such an audit or investigation, the concerned department may obtain the assistance of any Company Personnel, and is authorised to retain accounting firms, outside counsel, or others, as deemed necessary in the discretion of the Chief Legal & Compliance Officer. All Company Personnel who are assisting

in such an audit or investigation shall, at all times, work under the direction and supervision of the Chief Legal & Compliance Officer and shall report directly to the Chief Legal & Compliance Officer and not through their usual chain of command.

11. SUMMARY OF RESPONSIBILITIES

As set forth in this Policy, it is the Company's intention to ensure that all Company Personnel comply fully with the Anti-Corruption and Anti-Money Laundering Laws. This Policy should be read in conjunction with the [CH&G Policy](#), the [Due Diligence Policy](#), the [Tata Code of Conduct](#) and other Company policies and procedures.

The Legal Compliance Team is responsible for monitoring and reviewing benefits received and given on behalf of the Company by the Company Personnel. The Internal Audit Department, with the assistance of Legal Compliance Team and Finance Department, is responsible for auditing the Company's compliance with this Policy, the [CH&G Policy](#), the [Due Diligence Policy](#) and the related Company policies and procedures that comprise the Company's internal control system.

The Legal Compliance Team and the designated Business Unit Heads are responsible for the implementation and enforcement of the process for the pre-authorisation of gift, entertainment, travel hosting and other promotional or marketing expenses. The Legal Compliance Team is responsible for training appropriate Company Personnel with respect to this Policy, and for maintaining proper anti-corruption compliance and oversight.

The Finance Department is responsible for maintaining and enforcing the Company's accounting and record-keeping policies and maintaining the Company's system of internal controls to ensure that assets of the Company are disbursed only as authorised by management, and as set forth in this Policy, the [CH&G Policy](#), and other Company policies, practices and procedures.

Company Personnel whose duties are likely to lead to involvement in or exposure to any of the areas covered by the Anti-Corruption and Anti-Money Laundering Laws are required to become familiar with and comply with this Policy, the [CH&G Policy](#), and the [Due Diligence Policy](#) to avoid inadvertent violations of the Anti-Corruption and Anti-Money Laundering Laws and to recognise potential issues in time for them to be appropriately addressed. It is also the responsibility of these Company Personnel to report known or suspected cases of violations of this Policy.

12. DISCIPLINARY ACTION ON NON-COMPLIANCE

Violations of this Policy will not be tolerated. Any Company Personnel who violate this Policy will be subject to disciplinary action up to and including termination of employment or relationship with the Company. At the same time, any Company Personnel who makes complaints with mala fide intentions and which are subsequently found to be false may be subject to disciplinary action.

13. REPORTING OF VIOLATIONS AND QUERIES ON ANTI-CORRUPTION AND ANTI-MONEY LAUNDERING

Company Personnel who are or become aware of or suspect a violation of this Policy and/or the Anti-Corruption and/or Anti-Money Laundering Laws are under an obligation to report the same to the Company. Under certain Anti-Corruption Laws, "turning a blind eye" to a suspected violation can result in criminal penalties and civil liability both for the Company and for individuals. Violations or suspected violations should

be reported by contacting the [Legal Compliance Team](#). For those who wish to remain anonymous, you should make your report in accordance with the procedures set out in the Company's [Whistleblower Policy](#).

14. NON-RETALIATION POLICY

The Company will not take any adverse action against anyone for providing truthful information relating to a violation of law or Company policy, and the Company will not tolerate any retaliation against persons asking questions or making good faith reports of possible violations of this Policy. Anyone who retaliates or attempts to retaliate will be disciplined. Any person who believes he or she has been retaliated against should immediately follow the instructions in the Company's [Whistleblower Policy](#).

The Company may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organisational changes within the Company.

15. ASSISTANCE

The Tata Code of Conduct as well as the Company's policies and practices have been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct that violates the Company's policies is viewed as unacceptable by the Company. Certain violations of the Company's policies and practices could even subject the Company and any individual employee involved to civil and criminal penalties. Before issues escalate to such level, Company's Personnel are encouraged to report any violations covered herein above.

If you have any questions about this Policy, any of the Anti-Corruption Laws and Anti-Money Laundering Laws or to seek advice prior to undertaking a particular act or action, you can write to the [Legal Compliance Team](#).

Alternatively, you may consult our Chief Legal and Compliance Officer - [Mr. Troy Reynolds](#)

16. THE ANTI-BRIBERY AND ANTI-CORRUPTION LAWS

The Company upholds all laws relevant to countering bribery and corruption as applicable for the conduct of its business across all the jurisdictions in which it operates including India (Prevention of Corruption (Amendment) Act 2018), the United Kingdom (UK Bribery Act, 2010), and the United States of America (Foreign Corrupt Practices Act, 1977). Different statutes adopt different yardsticks to determine whether a particular act or omission is an offence thereunder.

Given the importance and extra-territorial effect of the FCPA, and the UKBA, a summary of the applicability of those laws and relevant prohibitions there under are set out at Appendix A to this Policy. All Company Personnel should read and understand the application of those laws to the Company.

APPENDIX

A. FCPA

1. GENERAL PROHIBITION AND REQUIREMENTS UNDER THE FCPA The FCPA prohibits the offer, promise, authorisation or payment of “anything of value”, directly or indirectly through agents or intermediaries, to “foreign officials” (foreign meaning non-US) in order to obtain, retain, or direct business or to secure any improper advantage over official actions that may affect the Company.

The prohibition under the FCPA is very broad, and covers:

- cash payments,
- non-cash “payments”, benefits, and favours; and
- in certain circumstances, even gifts, entertainment, and hosted travel or training which would otherwise be deemed legitimate business expenditures

The FCPA prohibits these payments whether they are made directly or indirectly through third parties, such as agents, consultants, channel partners, resellers, or other representatives and regardless of whether such payments or benefits are actually paid or given. In other words, a “willful blindness” to a suspected improper payment or a mere promise of something improper can be the basis for a violation of the FCPA.

The prohibition under the FCPA extends to improper payment made by any intermediaries, subsidiaries or entities representing the Company, including:

- company employees,
- sales agents,
- sales consultants,
- channel partners

Resellers:

- other representatives of the Company, no matter by what name they are called,
- affiliates of the Company where the Company has majority ownership, including joint ventures; and
- other entities over which the Company possesses corporate control

The FCPA also requires the Company to maintain internal accounting controls and keep books and records that accurately reflect all transactions and the disposition of assets, which includes but is not limited to an obligation to keep accurate records regarding gifts, entertainment and/or travel provided to foreign officials.

2. KEY CONCEPTS IN THE FCPA

(I) Who is a “Foreign Official”?

For the purposes of the FCPA, “foreign official” means -

- any officer or employee of a foreign government (i.e., other than the United States) or any department, agency, or instrumentality thereof, or of a public international organisation,
- any person acting in an official capacity for or on behalf of a foreign government or government entity or of a public international organisation

Thus, "foreign officials" include not only elected or appointed officials, but all government employees, as well as employees of companies owned or controlled (wholly or partly) by foreign governments, consultants who hold government positions, officials or employees of public international organisations, and others. Employees or officials at all levels of government (local, regional, and national) and all branches of government (legislative, judicial and executive) are considered "foreign officials" under the FCPA.

Payments can violate the FCPA if they are made for the benefit of a foreign official even if they are not made directly to the foreign official (e.g., they are made to a family member of the foreign official or to a corporation or other entity in which the foreign official holds an interest).

The definition of "instrumentalities" includes state-owned or controlled companies. This definition is particularly applicable to Tata Communications as we deal with numerous state-owned telecommunications entities that would be covered by this definition. In many instances, employees or directors of such companies are not thought of as government officials in their home country. Under the current FCPA enforcement regime, however, they are considered to be "foreign officials".

The term "public international organisation" includes such organisations as the United Nations, the World Bank, the International Finance Corporation, the International Monetary Fund, and the Inter-American Development Bank. Any employee or director of these organisations will be considered to be a "foreign official" under the FCPA.

In addition, improper payments to any foreign political party or party official or any candidate for foreign political office are prohibited by the FCPA.

(ii) Cash and Non-Cash Payments: "Anything of Value"

Requests by foreign officials for payments that would violate the FCPA can be much more subtle than a direct request for a kickback or bribe.

The FCPA prohibits the provision of "anything of value" to a foreign official for improper purposes. This term is very broad, and can include any item of pecuniary value, including but not limited to, the following:

- gifts,
- gift or sale of stock or other investment opportunities other than in an arm's length transaction for demonstrated fair market value (e.g., selling to an official at deflated prices or buying from an official at inflated prices),
- contracts or other business opportunities awarded to a company in which a foreign official holds a beneficial interest,
- medical, educational, or living expenses,
- recommendation to an educational institution for the child of a foreign official,
- donation to a charitable foundation; and
- travel, meals, lodging, shopping or entertainment expenses

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(iii) To secure “Improper Advantage” - what does that mean?

The FCPA’s prohibition against improper payments to “obtain, retain, or direct business” or to “secure any other improper advantage” covers virtually any improper payment made in a business context. For example, payment or giving things of value to “foreign officials”, directly or indirectly, in order to accomplish any of the following would also be prohibited under the FCPA:

- to prevent some governmental action, such as the imposition of a large tax or fine, or the cancellation of an existing government contract or contractual obligation,
- to obtain a license or other authorisation from a government (such as the right to import goods and equipment) where the issuance involves the foreign official’s or their government’s discretion,
- to obtain confidential information about business opportunities, bids or the activities of competitors,
- to obtain the right to open an office, to secure a zoning ruling or to influence the award of a government contract,
- to influence the rate of taxes that would be levied on the Company’s business,
- to obtain relief from government controls,
- to resolve governmental disputes, E.g., the resolution of tax deficiencies or a dispute over duties payable,
- to resolve commercial litigation in foreign courts; or
- to affect the nature of foreign regulations or the application of regulatory provisions

B. UKBA

1. GENERAL OUTLINE OF THE UKBA

The UKBA generally applies only to UK citizens/individuals ordinarily resident in the UK and to UK companies (but see below for the further extra-territorial effect of the corporate offence).

The UKBA goes beyond the requirements of the FCPA in that it prohibits bribery not only in the public sector, but also in the private sector, both domestic and foreign. It also gives tremendous enforcement discretion to prosecutors. In general, it creates four new offences:

- an offence of active bribery (i.e., giving, promising or offering a bribe),
- an offence of passive bribery (i.e., requesting, agreeing to receive or accepting a bribe),
- a specific offence of bribing a foreign public official; and
- a new corporate offence which applies where a corporate or partnership fails to prevent those performing services on their behalf from paying bribes

2. KEY CONCEPTS IN THE UKBA

(I) Active Bribery

A bribe can be offered, promised or given directly or through a third party, i.e., the offence expressly applies where an agent is used to pay a bribe.

An offence is committed if the person offering the bribe intends to induce the person receiving of the bribe to perform his function or activity improperly or as a reward for having done so. It does not matter that the function or activity has no connection with the U.K. and is performed outside the U.K.

An objective “reasonable man” test will be adopted for the determination of whether the recipient has performed his function or activity improperly, i.e., whether the recipient is in breach of an expectation by a reasonable man that the function or activity will be performed in good faith and impartially.

(ii) Passive Bribery

The recipient of a bribe commits an offence even if he has no intention of committing a criminal act, or is unaware that he is in breach of an expectation arising from his position of trust. It does not matter if the person performing the function accepted the bribe with the intention of performing his function or activity improperly.

Accordingly, employees who perform a function or activity (e.g., in the Procurement Department) should exercise extreme caution in the receipt of any advantage from a third party (e.g., a supplier) as such an advantage may be perceived (by adopting a “reasonable man” test) to influence the impartiality of exercising his function or activity.

(iii) Bribery of Foreign Public Officials

It is unnecessary for the person offering of a bribe to know or intend that the foreign public official (foreign being non-U.K.) acts improperly. It is sufficient that he intends to influence the official and to obtain or retain a business advantage. Also, it is not necessary for the official to actually act improperly. Hence, the offence is similar to the FCPA bribery offence, but without the specific defences for bona fide expenses and for facilitation payments available in the U.S.

(iv) Corporate Offence of Failing to Prevent Bribery

The provisions on corporate liability is one of the strictest for commercial organisations, making companies effectively vicariously liable for both public and private sector bribery by its employees, agents or others performing services on their behalf. The offence can be triggered by acts of bribery anywhere in the world and a prosecutor does not need to show that the company knew of the bribery. The only defence to this offence is to show that an organisation had in place “adequate procedures” to prevent such bribery.

(v) The UKBA is wider than the FCPA in three ways:

it applies to private sector bribery as well as public sector bribery wherever such acts are committed,

there is no exemption for facilitating payments - even for U.S. companies - if they “do business” in the U.K.,

both U.K. and non-U.K. companies doing business in the U.K. will have corporate liability for offences committed by agents or others performing services on their behalf

It will be a defence for the organisation to prove that it had “adequate procedures” in place designed to prevent persons who are associated with it (i.e., who perform services on its behalf) from undertaking such conduct.

C. PREVENTION OF CORRUPTION ACT, 1988 (PCA), INDIA

The Prevention of Corruption Act, 1988 (PCA) was enacted to prevent corruption in government departments and to prosecute and punish public servants involved in corrupt practices. An amendment was enacted (Amendment Act) and brought into force on 26 July 2018.

The Amendment Act provides that any public servant who obtains or accepts or attempts to obtain from any person, any 'undue advantage', either for himself or for any other person, with the intent to perform or cause performance of public duty improperly or dishonestly or to forbear or cause forbearance to perform such duty, shall be punishable with imprisonment for a minimum term of 3 (three) years and maximum of 7 (seven) years and shall also be liable to fine. The Amendment Act has defined 'undue advantage' to mean any gratification (not limited to pecuniary gratifications or to gratifications estimable in money), other than legal remuneration.

As per the Amendment Act, giving an undue advantage by a person to a public servant is considered an offence punishable with imprisonment upto 7 (seven) years or fine, or both. However, if a person is forced / coerced to give an undue advantage but reports the same to the concerned authority within 7 (seven) days of doing so, he shall not be liable for the same.

The Amendment Act prescribes the offence relating to bribing a public servant by a commercial organisation, wherein a commercial organisation has been defined to include not just a body or partnership incorporated and carrying on business in India, but also a body or partnership incorporated or formed outside India but carrying on business in India. The Amendment Act has a specific provision for offences committed by commercial organisations and persons associated with it. It provides that if a commercial organisation commits any of the offences listed out in the PC Act, then every director, manager, secretary or other officer with whose 'consent or connivance' the offence was committed, is to be made liable as specified under the PCA.

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