

INFO EDGE (INDIA) LTD.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

PURPOSE

We at Info Edge (India) Ltd. along with its wholly-owned subsidiaries (“Info Edge”/“the Company”) are committed to operating our businesses conforming to the highest moral and ethical standards. This Anti-Bribery and Anti-Corruption Policy (“Policy”) emphasizes zero tolerance towards bribery and corruption practices at Info Edge and makes every effort to remain in full compliance with all applicable Anti-Bribery and Anti-Corruption Laws. This Policy provides information and guidance on how to recognize and deal with bribery and corruption issues.

SCOPE AND APPLICABILITY

The principles set forth in this policy are applicable to all individuals of the Company working at all the levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), trainees, volunteers, seconded staff, casual workers and agency staff, agents, or any other person associated with the Company (collectively referred to as “Associates”) and Consultants, vendors, contractors, agents, intermediaries and associates of such third parties with whom the Company enters into contract (collectively referred to as “Business Partners”). It is therefore, the responsibility of all Associates and Business Partners to follow and adhere to all elements described in the Policy. In the event, where there are more stringent applicable laws, regulations or industry codes, the Company requires compliance with the most restrictive requirement and the principles set out in this Policy shall stand superseded for those specific countries.

ROLES AND RESPONSIBILITIES

The Business Responsibility & Sustainability Reporting (“BRSR”) Committee has the overall responsibility for ensuring that this policy complies with our legal and ethical obligations, and that all those covered under the scope should comply with it. The BRSR Committee is also responsible for implementing the policy at business unit level.

POLICY STATEMENT

The Company is committed to implement and enforce adequate procedures to prevent, deter, detect and counter bribery and corruption in any form or manner. As part of this, no Associate shall commit, offer, promise, authorize or provide anything of value to any customer, Business Partners, any potential Business Partner or Government Officials to induce or reward the improper performance of an activity or directly/ indirectly request or accept any money or item of value.

a. Bribery and corruption are strictly prohibited.

To reiterate, the Company strictly prohibits bribery or corruption in any form whatsoever. Associates and Business Partners are prohibited from giving or offering or accepting bribes, kickbacks, or similar payment or consideration of any kind, whether at home or abroad, to/by any person or entity (including but not limited to any customers/vendors or potential customers/vendors, government officials, 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 for, or direct business to the Company and/or secure any improper advantage.

A “bribe” is anything of value that is offered, promised, given, or received by any party to influence a decision or to gain or reward an improper or unfair advantage for the benefit of the Company. “Corruption” is the willingness to act dishonestly in return for money or other personal gains.

Bribery and corruption can take many forms, including the offering, provision, or acceptance of:

- Cash payments
- Non-arm’s length transactions
- Bogus/ False jobs or “consulting” relationships
- Kickbacks
- Political and/or charitable contributions
- Gifts, travel, hospitality, and the reimbursement of expenses

It is important to note that a bribe does not necessarily need to involve cash or an actual payment exchanging hands but can take many forms such as an expensive gift, lavish treatment during a business trip or tickets to a hospitality event.

b. Do not make/ Accept ‘Facilitation payments.’

The making or accepting the ‘facilitation payments’ either directly or indirectly through agents, contractors or intermediaries by Associates and Business Partners is prohibited.

‘Facilitation payments’ are unofficial payments made to secure or speed up routine actions or otherwise induce public officials or other third parties to perform routine functions they are otherwise obligated to perform, such as issuing permits, approving immigration documents etc. This does not include legally required administrative fees or legally permitted fees to fast-track services.

If you have a question about whether a particular payment is permitted under this Policy, please send an e-mail at Infoedge.BRSR@infoedge.com prior to making such payment.

c. Gifts, Meals, Hospitality and Entertainment

A prohibition on bribery may sound easy and obvious. However, knowing when a friendly business gesture oversteps the mark and becomes an act of bribery may be difficult in real-world situations. The Company acknowledges that giving and receiving nominal benefits (such as gifts, meals, and entertainment) is a common business practice and is intended to strengthen and build long-term business relationships.

However, giving or receiving gifts/ benefits by Associate is appropriate, proper, and legitimate if the gift/benefit in question is:

- Bona-fide and Legitimate- There is a legitimate business purpose to support gifts related expenses. Customary gifts/meals, entertainment, travel and lodging may never be given or received in return for a favour/favourable treatment or to refrain from doing something disadvantaging to the Company.
- Moderate and Reasonable- Considering the nature of the gift, it is of an appropriate type and value and given at an appropriate time.
- Infrequent in occurrence.
- Gifts/Benefits are given under the brand name of Info Edge or any of its subsidiaries business name and not in name of Associates.
- Transparent and Open- it is given openly and not secretly.
- Consistent with customary practice.
- In compliance with applicable laws (may seek opinion of BRSR Committee if deemed necessary).

A benefit is not appropriate, proper, and legitimate if it is given/accepted in cash, cash equivalents (gift certificates, coupons), items readily convertible into cash.

Gifts/benefits should not be offered to or accepted from Government Officials or their representatives or politicians or political parties or political candidates without seeking an opinion from the BRSR Committee.

Associates are prohibited from providing/accepting gifts, meals, entertainment, or anything of value to/from any Business partners unless it is provided in accordance with:

- this Policy,
- the Company's Code of Ethics & Conduct,
- the Company's other applicable Policies and Procedures [e.g., Gifts & Corporate Social Responsibility ('CSR')]

d. Interactions with Public Officials

Interactions with public officials require enhanced scrutiny and sensitivity. While it is the Company's policy to prohibit paying bribes to anyone, some Anti-Bribery and Anti-Corruption Laws primarily apply to payments to government officials since there is an increased sensitivity to dealing with matters.

Be aware of these risks in any dealings and interactions with public officials and consider how your actions may be viewed. For example, payments, gifts, or offering employment to close relatives of public officials can be treated by enforcement authorities as direct payments to the public officials and, therefore, may constitute violations of applicable Anti-Bribery and Anti-Corruption Laws.

In addition, because interactions with public officials carry special risks under applicable Anti-Bribery and Anti-Corruption Laws, contracts and payments to public officials should be reviewed carefully to determine what additional safeguards, if any, may be necessary to protect the Company. Please seek authorization from the BRSR committee prior to entertaining, contracting with, or offering or extending any benefits or payments to public officials.

e. Political Donations And Lobbying

No Associate or Business Partner shall offer contributions to political parties or candidates that might influence or be perceived as influencing a business decision.

It is the Company's policy that under no circumstances Company funds shall 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 Associate and their immediate relatives in the Company 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 Associates of a Company from voluntarily making personal political contributions, participating in the political process on their own time and at their own expense, expressing their personal views on legislative or political matters, or from otherwise personally engaging in political activities in such country.

f. Charitable Donations

No Associate shall offer donations to Business Partners or public officials if it is a pre-requisite for future business or if the offer of a donation is intended to obtain a business advantage.

Associates may in their personal capacity, contribute personal time and resources to charities and non-profit organisations. Charitable donations or requests for charitable donations made by individuals on their own behalf should comply with any applicable local laws and regulations. It is recommended that all such donations or contributions are documented with receipt. If an Associate is requested by a public official to make a personal donation to a particular charity, she/he must seek authorization from the BRSR Committee before agreeing to or making the donation.

The Company also believes in contributing to the communities in which it does business and permits reasonable donations to charities, however, it needs to be certain that donations to charities are not disguised as illegal payments to government officials in violation of Anti-Bribery and 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. It is therefore the Company's policy that, unless the solicitation is supported by the Company in writing pursuant to the Company's CSR Policy, Associates are prohibited from using the Company's resources to solicit donations.

All requests on behalf of the Company for corporate gifts to charities and other not-for-profit organisations must be authorised in advance by the BRSR Committee.

g. Record-Keeping

Record all our transactions in a complete, accurate, and detailed manner so that the purpose and amount of the transactions are clear.

All the Company's transactions must be recorded completely, accurately, and with sufficient detail so that the purpose and amount of any payment is clear. No accounts or payments must be kept "off-book". If associates mistakenly fail to provide information or correct information, they can immediately inform their senior. False, misleading, or artificial entries must never be made in the books and records of the Company for any reason.

h. Business Partners & Due Diligence

Business Partners are not permitted to pay, offer, accept, or request bribes on Info Edge's behalf.

Anti-bribery and Anti-corruption laws do not always distinguish between acts committed by the company and those committed by someone acting on its behalf. As a result, regardless of whether the Company had direct knowledge of the improper payments, the Company may face liability under anti-corruption laws based on improper payments made by its business partners.

For this reason, no Business Partner— whether using the Company funds or personal funds, acting on behalf of Info Edge, shall engage in an act that could be construed as corruption or bribery. The Company expects all the Business Partners acting on its behalf to abide by the standards set forth in the Company' Code of Ethics & Conduct, as well as this policy, and wherever necessary and appropriate, to follow the procedures set by the Company.

When holding engagements with the Business Partners, Associates must ensure that they comply with the Info Edge Anti-Bribery and Anti-Corruption Policy. In any circumstance where an Associate becomes aware that a Business Partner is engaged in an act of dishonesty, bribery or corruption, the Associate should immediately report his/her concern to the BRSR Committee.

i. Reporting

The Associates and Business Partners have an obligation to adhere to this Policy. If one witnesses behaviour on the part of any Associate or Business Partner that one believes may represent a violation of this Policy, she/he must promptly report it. Internal reporting is important to the Company and it is both expected and valued. The Company takes all reports seriously, and every report received will be assessed and, where necessary, an appropriate investigation will be undertaken. The confidentiality of reported violations will be maintained wherever possible, consistent with the need to conduct an adequate review and subject to applicable law(s).

Reports should in the first instance be made to the BRSR Committee. No retribution or retaliation will be taken against any person who has made a report based on the reasonable, good-faith belief that a violation of this Policy has occurred.

j. Enforcement and Disciplinary Actions

The Company shall impose disciplinary actions on Associates/Business Partners found to have breached this Policy, in a manner that is fair, consistent and that reflects the nature and facts of the violation. Anyone subject to this Policy who violates it may face disciplinary actions up to and including termination of his or her employment or relationship with the Company for cause and without notice. The violation of this Policy may also violate certain Anti-Bribery and Anti-Corruption Laws. If the Company discovers a violation of any Anti-Bribery and Anti-Corruption Law, it may refer the matter to the appropriate authorities, which could lead to penalties, fines or imprisonment or other liability.

COMMUNICATION OF POLICY

The Company communicates transparently all necessary and relevant information with all the relevant stakeholders regarding policies and procedures related to Anti-Corruption and Anti-Bribery. This Policy shall be available on internal portal and/or on the website of the Company.

GRIEVANCE REDRESSAL MECHANISM

All Associates and Business Partners are encouraged to raise their concerns and queries about any issues, breaches, or malpractices at the earliest possible stage. All grievances are to be reported at Infoedge.BRSR@infoedge.com. The BRSR committee will be responsible to handle the grievances related to Anti Bribery and Anti-Corruption.