



# **Policy on Ethics, Anti-Bribery & Anti-Corruption Policy**

**KNOWLEDGE MARINE &  
ENGINEERING WORKS LIMITED**

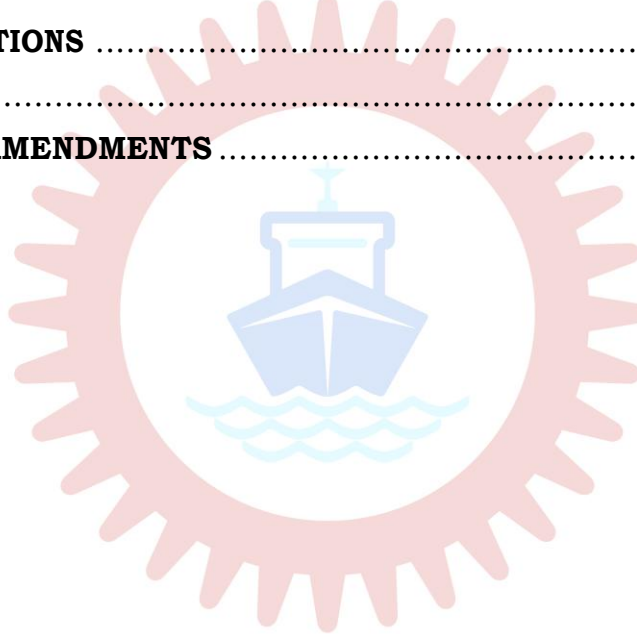
*Effective Date: **February 11, 2025***



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## 1. **PREAMBLE**

The Board of Directors of Knowledge Marine & Engineering Works Limited (the “**Company**” or “KMEW”) in pursuance Environmental, Social & Governance (ESG) norms has adopted the Business Ethics, Anti-Bribery and Anti-Corruption policy on February 11, 2025 .

KMEW is committed to highest ethical standards, doing open and fair business, follow best practices of corporate governance and support the business reputation at the appropriate level. We do not tolerate bribery or corruption in any form. This commitment underpins everything we do.

This policy is being implemented to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, and to implementing and enforcing effective systems to counter bribery. Our designated persons (as defined below) are prohibited from engaging in any bribery or potential bribery.

This includes a prohibition against both direct bribery and indirect bribery, including payments through third parties. If any associate suspects or becomes aware of any potential bribery involving KMEW, it is the duty of that designated persons to report their suspicion or awareness to the Vigilance and Ethics Officer.

For the avoidance of doubt it is clarified that notwithstanding anything contained herein, this Policy is not intended and shall not apply to or prohibit legitimate business expenses, including promotional expenses, transactional expenses, payments to business partners, and other expenditures for legitimate purposes pertaining to the operations of the Company.

## 2. **DEFINITIONS**

“**Anti-Corruption Laws**” shall mean any applicable anti-corruption laws, including the (Indian) Prevention of Corruption Act, 1988 (“PCA”), the Prevention of Money Laundering Act, 2002, as amended, each for the time being in force and any other anti-money laundering or anticorruption laws in India;

**“Bribery”** means to obtain or accept or attempt to obtain or promise for giving, receiving, soliciting or accepting of financial or other advantages, or any other thing of value, to influence or reward the behaviour of a person who is in a position of trust to perform a public, commercial or legal function to retain or obtain a commercial advantage. Bribery includes giving or receiving bribe and third party gratification.

**“Board of Directors”** or **“Board”** means the Board of Directors of Knowledge Marine & Engineering Works Limited as constituted from time to time.

**“Company”** or **“KMEW”** means Knowledge Marine & Engineering Works Limited.

**“Corruption”** is dishonest, improper and usually unlawful conduct intended to secure a benefit undertaken by a person or organization entrusted with authority to attain illicit benefit or abuse power for one's private gain

**“Facilitation payment”** means a payment made to government or private official that acts as an incentive for the official to complete some action or process expeditiously to the benefit of the party making the payment.

**“Gifts”** means any item of considerable value, given to/received from a party that has business dealings with the organization.

**“Kickbacks”** are payments made in return for a business favor/advantage

**“Undue Advantage”** means any gratification whatever, other than legal remuneration.

Explanation — For the purposes of this clause, the word “gratification” is not limited to pecuniary gratifications or to gratifications estimable in money;

### **3. SCOPE AND APPLICABILITY**

This policy applies to all dealings, transactions, and expenses for and on behalf of KMEW.

This policy applies to all stakeholders working for or acting on behalf of AEL or any of its subsidiaries. This includes senior managers, officers, directors, employees (whether regular, fixed- term or temporary), consultants, contractors, trainees, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as " designated persons" in this policy).

#### **4. OBJECTIVE OF THIS POLICY**

The aims and objective of this Policy are:

- (a) encourage employees and directors to
  - act honorably and with integrity in all business dealings of the Company.
  - identify and address appropriately any potential conflicts of interest
  - recognize the duty of confidentiality to the Company's relationships and give it the highest importance
- (b) initiate steps to ensure that no financial or other inducements are offered or accepted by or on behalf of the Company.
- (c) encourage employees and Directors to be vigilant and to act diligently in good faith.
- (d) monitor and investigate instances of alleged corruption.
- (e) take action against any individual(s) involved in corruption.
- (f) minimize the risk of involvement of all employees and Directors in corruption related activities;
- (g) form a common understanding for all stakeholders that the Company opposes bribery and corruption in any form;
- (h) provide advice, information and training on ethics to all our employees at all levels and locations.
- (i) Not to enter into any other unethical act or omission

#### **5. WHAT IS NOT ACCEPTABLE ? :**

It is not acceptable for any designated persons to:

- Accept an offer of a gift of any size from any Third Party which is in negotiation with, or is submitting a proposal with KMEW
- Give, promise to give or offer, any payment, gift, hospitality or advantage with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given
- Give, promise to give or offer, any payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure
- Accept or solicit any payment, advantage, gift or hospitality from a Third Party that you know or suspect is being offered with the expectation that it will obtain a business advantage for them
- Threaten or retaliate against, another employee who has refused to commit a bribery offence or who has raised concerns under this Policy
- Engage in any activity that might lead to a breach of this Policy The points stated above are illustrative in nature and in no way intend to limit the applicability of this Policy.

**6. WHO IS RESPONSIBLE UNDER THIS POLICY ?:**

The Chief Executive Officer has overall responsibility for ensuring that this Policy complies with our legal and ethical obligations and that all those under our control comply with it.

Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, undertake training on how to implement and adhere to it and also monitor compliance of it. The Vigilance and Ethics Officer is responsible for this Policy and for monitoring its use and effectiveness (and dealing with any queries on its interpretation). Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend regular training on how to implement and adhere to it.

Every person to whom this policy applies is responsible for the success of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrong-doing

**7. GIFTS, HOSPITALITY AND EXPECTATIONS:**

This policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest, and bona fide corporate hospitality, and if its purpose is to improve our company image, present our products and services, or establish cordial relations.

Gifts, Hospitality & Entertainment must be:

- A. Legal under all applicable anti-corruption laws.
- B. Must be duly approved. Normal business hospitality must always be approved at the appropriate level of KMEW's management.
- C. Not cash or a cash equivalent.
- D. Never given or accepted if any improper action is expected in return.
- E. Modest promotional gifts are permitted.

It is acceptable to offer modest promotional materials to contacts e.g. branded pens or Yearly Calendar or Note Diaries. Use of one's position with the KMEW to solicit a gift of any kind is not acceptable. However, the KMEW allows associates occasionally to receive unsolicited gifts of a very low intrinsic value from business contacts provided the gift is given unconditionally and not in a manner that could influence any decision- making process. In some cultures/ countries, it may be seen as an insult to reject a gift, and refusals may adversely affect business relationships. In these circumstances, and if the gift is anything other than moderate, the gift should be reported to the reporting manager who will decide whether such gift will be retained or returned. If your reporting manager is uncertain how to treat the gift, s/he should seek clarification from his/her relevant Human Resource (HR) contact.

**8. BREACHES OF THIS POLICY & PENALTIES**

The breach of this policy by the designated persons of KMEW may lead to disciplinary action being taken in accordance with the KMEW’s Disciplinary Procedure. Serious breaches may be regarded as gross misconduct and can lead to immediate dismissal.

All designated persons will be expected to co-operate to the fullest extent possible in any investigation into suspected breaches of this policy or any related processes or procedures.

If any part of this policy is unclear, clarification should be sought from the Vigilance and Ethics Officer who is responsible for this policy. If necessary, corrective actions shall be prescribed or suggested to appropriate managers, officers and employees for implementation.

**9. OUR EXPECTATIONS**

KMEW’s reputation depends on the conduct of our employees as well as the conduct of those with whom we do business. It is our goal to ensure that KMEW People and the third parties with whom we work reflect the same high ethical standards and demonstrate a commitment to compliance with all applicable laws. We further expect our third parties to ensure that their employees and subcontractors understand and comply with this Anti-Bribery Policy. Failure to comply with this Anti-Bribery Policy or any applicable antibribery laws, may result in civil or criminal penalties, as well as termination of the employment or business relationship.

**10. DISCLOSURE**

This Policy shall be placed on the Company’s website and a web link thereto shall be provided in the annual report of the Company.

The Policy shall be displayed to all employees through internal circulation of copies. Any changes in the Policy shall be notified through through internal circulation of copies. Policy Awareness shall be conducted regularly through various discussion / communication forums.

**11. REVIEW AND AMENDMENTS**

The Policy has been approved by the Board of Directors of the Company. The Board as and when it deems appropriate, review this, Policy.

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Signed by

**Sd/-**

Saurabh Daswani  
Managing Director,  
Knowledge Marine & Engineering Works Limited  
Date: February 11, 2025

