



Revision 3
Dated 1st January 2021

MILLENNIUM RED DOT PRIVATE LIMITED.

CODE OF CONDUCT AND ETHICS POLICY

Level III, Whitehall, 143 August Kranti Marg, Kempes Corner, Mumbai 400 036
Tel: +91 22 2361 0747/ 737 • Fax: + 91 22 2361 0007 • Email: info@millenniumreddot.in

MILLENNIUM RED DOT PRIVATE LIMITED

Registered Office:

36 A, Whitehall Building,
143 August Kranti Marg,
Mumbai 400036, India
Phone: +91 22 2351 0747
Fax: +91 22 2361 0007

Manufacturing Unit:

No B-28, 3rd Cross,
ITI Industrial Estate,
Mahadevapura,
Bengaluru -560048, India
Phone: + 91 80 41127747

CIN: U29309MH2020PTC341436 :: Web : www.MillenniumRedDot.in :: Email: info@MillenniumRedDot.in

Introduction

Our success as a company is built upon a foundation of integrity – a longstanding commitment to act with the highest ethical standards and to conduct business honestly and legally. Our Worldwide Code of Business Conduct reflects this commitment, offering guidelines and standards that define how we run our business.

The Anti-Bribery and Anti-Corruption Policy focuses on two of the Worldwide Code of Business Conduct standards: **“Compliance with Laws, Rules and Regulations”** and **“Government Officials”**. Its purpose is to help Millennium Red Dot Private Limited. employees to identify and avoid situations that could potentially violate anti-bribery and anti-corruption laws.

Understanding anti-bribery and anti-corruption laws is not always easy. Employees must be familiar with the rules described in this policy and regularly refresh their understanding of these rules. If this policy does not give you enough guidance on how to proceed in a particular situation, consult your senior officer.

Bribery is illegal and will expose both you and Millennium Red Dot Private Limited., to fines and other penalties. It is also against our company values. For these reasons, compliance with this policy is mandatory for all employees of Millennium Red Dot Private Limited, worldwide.

If you are aware of any employee who is involved in acts of bribery, you must report such conduct without delay to your Senior Officers. Millennium Red Dot Private Limited strictly prohibits retaliation against anyone for raising or helping to address this type of issue.

Millennium Red Dot Private Limited., is committed to complying with such laws in all countries where it provides its services. We all share responsibility for complying with this policy. I count on your support.

Thank you,



Rajendran R.
Chief Executive Officer



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➤ POLICY STATEMENT AND SCOPE

1. Overall Statement of Policy

Millennium Red Dot Private Limited, will only conduct business in compliance with the law. This means that we will not authorize, pay, promise or offer to give anything to a government official in order to improperly influence that individual to act favourably towards. We will not request or authorize any third party to make any such payment, promise or offer. Such behaviour constitutes bribery and is unacceptable business conduct wherever Millennium Red Dot Private Limited, operates or wherever it provides the services. Failure to comply with any provision of this Code or company policy is a serious violation, and may result in disciplinary action, up to and including termination, as well as civil or criminal charges.

2. Scope of the Policy

This policy defines the minimum standards that all Millennium Red Dot Private Limited. employees worldwide must observe when dealing with government officials. If you are in a situation that may raise anti-bribery concerns or if you are uncertain about how to proceed, consult your Senior manager before acting. Additionally, if you suspect or have reason to suspect that an employee or business partner is even using his or her own funds to make such payments, you must report your suspicions to your Senior management. If you are uncomfortable raising the issue internally, you can also report your suspicions anonymously through the Ethics.

Laws prohibiting commercial bribery (*i.e.*, bribery of private individuals) also exist in many countries where Millennium Red Dot Private Limited, operates or where it provides its services.

➤ WHO IS A GOVERNMENT OFFICIAL?

A government official includes anyone, regardless of rank, who is:

- An officer or employee of any local, provincial or national government;(for example, members of parliament, police officers, firefighters, members of the military, tax authorities, customs inspectors, etc.)
- A director, officer, representative, agent or employee of any government owned or controlled business or company (meaning that the government owns at least 30% of the stock or business, or is its largest shareholder, or controls the entity through its management, board membership or other means)
- An officer or employee of a public international organization (for example, the United Nations, International Olympic Committee, International Red Cross, World Bank, etc)
- Any person acting in an official capacity or on behalf of any government or public international organization (for example, an official advisor to a government)
- Any officer or employee of a political party. Any candidate for political office.
- A close relative (for example, parent, sibling, spouse or child) of any of the above

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➤ WHAT ARE SOME EXAMPLES OF BRIBES, INFLUENCING A GOVERNMENT OFFICIAL AND IMPROPER ACTIONS OR CONDUCT IN FAVOR OF MILLENNIUM RED DOT PRIVATE LIMITED.?

Some examples of bribes include, but are not limited, to the following:

- Cash, cash equivalents (e.g., gift checks) or loans to government officials, their family members or associates (associates include anyone described above in Section B)
- Payments for travel or entertainment of government officials, their family members or associates, except those allowed under Section D.
- Favours, including offers of employment or internships to government officials, their family members or associates.
- Gifts (e.g. perfume, jewellery, use of club membership) to government officials, their family members or associates, except those allowed under Section D below.
- Donations to a charity affiliated with or sponsored by a government official, his/her family members or associates.
- Political contributions to political parties or candidates.

Some examples of improperly influencing a government official to act favourably towards Millennium Red Dot Private Limited. include, but are not limited to, offering a gift, no matter how small in value where:

- The government official would not act if you did not make the gift, and you give a gift to increase the chances that the government official will take such action.
- The government official has the choice to act or not and makes a decision based on the gift.

Some examples of improper business advantage include, but are not limited to, when a government official:

- Overlooks a violation or tolerates non-compliance with relevant laws (e.g. environmental or worker safety laws)
- Does not perform a task that should otherwise be performed (e.g., does not conduct a required inspection prior to issuing a permit)
- Reduces customs duties
- Grants a favourable tax treatment.

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Remember:

- The mere appearance of influencing a government official may be sufficient to trigger an allegation that bribery has been committed.
- Even an attempt to bribe a government official is unacceptable. It is still illegal even if the offer is not accepted or the payment does not achieve the desired outcome
- Even if there is no intent to improperly influence a government official, there is still a risk if he recipient is unduly influenced, or if the recipient perceives a gift as an attempt to influence him/her to act favourably towards Millennium Red Dot Private Limited.
- Even the perception of impropriety can cause embarrassment to Millennium Red Dot Private Limited, damage its reputation and force the company to pay exorbitant litigation fees in its defence.

TRAVEL, ENTERTAINMENT AND GIFTS; ARE THEY BRIBES?

Travel and Entertainment

The nature of Millennium Red Dot Private Limited.'s business makes it unlikely that travel will be required by a government official in the course of legitimate business dealings with Millennium Red Dot Private Limited. In rare instances where travel may be required, you **MUST OBTAIN WRITTEN APPROVAL** of the Senior Management before such travel is authorized.

In instances where business entertainment may be required, the following Guidelines, **MUST** be followed:

- The entertainment expenses must be permitted under local government rules, regulations or policies that apply to the government official(s) in question.
- Entertainment must be directly related to a government official's participation in a business meeting with Millennium Red Dot Private Limited.
- Entertainment must be reasonable, measured against (a) the prevailing market rates for similar expenditures; (b) the amount of the expenditure compared to the government official's salary; and (c) customs, both locally and within the industry. Lavish or expensive travel or entertainment is prohibited.
- Entertainment should be limited to no more than four (4) times in one calendar year to the same government official.
- Entertainment provided to government officials should be reasonable and not cause embarrassment to Millennium Red Dot Private Limited. or damage its reputation.
- Entertainment must be provided in an open and transparent manner (for example, by providing the supervisor(s) of the invited party with a formal written invitation that lays out the nature of the expenses and requires a written response); otherwise, it may be viewed as an attempt to influence an official act.
- No entertainment can be provided to any family member of a government official.

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- Do not provide cash allowances or per diems; pay vendors directly for entertainment expenses. In the exceptional circumstance where a government official needs to be reimbursed for such expenses, obtain original receipts which should contain itemized descriptions of the expenses incurred; this will ensure that s/he is not also seeking reimbursement from the government.
- Book all expenditures accurately in Millennium Red Dot Private Limited., books and maintain records Pursuant to the point above.
- Do not use personal funds to do something that would be prohibited under this Policy.

Gifts

As a general rule, no gifts should be given to government officials. Where gifts are given, they must comply with local laws and the following guidelines:

- Corporate gifts must comply with local laws
- Corporate Gifts must be of nominal value, and must be approved by the Senior Management.
- Corporate Gifts must be given in an open and transparent manner and not to influence a government official's action or conduct.
- Corporate Gifts must be infrequent and exclude family members of government Officials.
- All Corporate Gifts must be properly recorded in Millennium Red Dot Private Limited.'s books and records

➤ CHARITABLE DONATIONS: ARE THEY BRIBES?

Bona fide donations made pursuant to Millennium Red Dot Private Limited.'s policy on donations are not bribes because they are made for a purely charitable purpose. To ensure that no donation is used to camouflage a bribe, and that no donation can be misconstrued as a bribe, any donation given on behalf of Millennium Red Dot Private Limited, should comply with the following guidelines:

- Any request for a donation must be made in writing and must sufficiently describe the charitable purpose of the donation, any business reason for the donation, and all details about the recipient.
- The recipient must be screened to determine that it is a legitimate charitable organization.
- The recipient must be screened to determine that it has no connection to a government official who is in a position to act or take a decision in favour of Millennium Red Dot Private Limited.,
- In case of doubt, a local lawyer of good standing approved in advance by legal should confirm that the donation is lawful under the written laws and regulations of the country where the donation will be made.
- The donation must be approved in writing and in advance by the general/country manager or finance director.

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- The recipient must issue a written receipt of the donation specifying the amount and warranting that the donation will not benefit, directly or indirectly, any government official.
- The donation must be accurately recorded in the company's books and records pursuant to Section K.

➤ THIRD PARTIES: WHO ARE THEY AND WHY SHOULD WE CARE?

Bribery problems often involve third parties. Any individual or entity acting on behalf of or under the control of Millennium Red Dot Private Limited.'s, such as agents, distributors, consultants or joint venture partners ("Third Parties") must also comply with this policy. Because anti-bribery laws prohibit "indirect" as well as direct payments and offers, Millennium Red Dot Private Limited, and you may be held liable for the conduct of Third Parties when we know or reasonably should have known of the unlawful conduct. Turning a "blind eye" or ignoring "red flags" that something may be wrong does not exonerate Millennium Red Dot Private Limited. or you from criminal liability. Authorizing a Third Party to do something that you cannot do directly is a violation of this policy.

➤ DILIGENCE

Before entering into any contract with a Third Party, you must first conduct a reasonable investigation into its background, reputation, and business capabilities. This investigation is called due diligence and should be documented. No contract with a Third Party should be concluded until the Legal Department has confirmed that the Due Diligence has been completed and is satisfactory for purposes of this policy. A copy of the due diligence file shall be maintained in the legal department for each party/entity with whom Millennium Red Dot Private Limited. ultimately enters into a contract.

➤ COMPENSATION AND PAYMENTS TO THIRD PARTIES

Compensation to Third Parties must be commercially reasonable and commensurate with the tasks that they actually undertake. Contracts should generally provide fixed compensation for specific, identified tasks and should avoid large percentage-based commissions and success fees. Payments to Third Parties must be made in accordance with the terms of their contracts; in particular, it is a violation of this policy to honour requests by Third Parties to vary the terms of contracts by:

- Increasing or decreasing agreed amounts on any invoice if there is no factual, documented basis; or
- Submitting multiple invoices if you suspect such invoices may be used in a manner contrary to Millennium Red Dot Private Limited.'s. Standards, procedures or applicable laws or otherwise used improperly.

Contracts that provide for payments to parties other than the contracting party, or payments to countries other than the home country of the contracting party, must be approved in advance by the Senior Management.

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➤ CONTRACTUAL OBLIGATIONS OF THIRD PARTIES

Contracts must contain the representation and warranty in, signed originals of which should be filed in accordance with Millennium Red Dot Private Limited.'s Global Policy on Contract Management, with one copy forwarded to the Legal Department. The provisions can be tailored to the specific situation and the results of the due diligence. Any deviations from the provisions should be approved by the Senior Management.

➤ ANNUAL CERTIFICATION BY THIRD PARTIES

Annual certifications should be obtained from Third Parties and submitted to the Compliance Department no later than Dec 31st of each year.

➤ RECORD-KEEPING

The following type of records must be kept:

- Millennium Red Dot Private Limited, is required to accurately record information regarding all payments the company makes or receives in reasonable detail, including the amount of the payment, the recipient, and the purpose for the expenditure. You must ensure that Millennium Red Dot Private Limited, has accurate and timely information with respect to the amount and ultimate recipient of contract payments, commissions, and other payments. You must also document the purpose, and maintain all necessary approvals for the transaction. Records must be complete and truthful.
- Any Millennium Red Dot Private Limited, employee who creates a false or misleading entry, or fails to disclose payments or assets will be subject to immediate disciplinary action. If you learn of any false or misleading entries, or unrecorded payments, you should report it immediately to the Senior Management.

➤ RESTRICTIONS ON REIMBURSEMENTS AND USE OF CASH

Millennium Red Dot Private Limited, will only pay reimbursements for goods, services, or other expenditures that are fully and properly supported by third party invoices or receipts. With the exception of normal and customary petty cash requirements, cash transactions in connection with Millennium Red Dot Private Limited, business are to be avoided.

➤ REPORTING

If you are aware that any employee is involved in acts which violate this policy including bribery, you must report such conduct without delay to the Senior Management. Millennium Red Dot Private Limited., strictly prohibits retaliation against anyone for raising or helping to address this type of issue. Additionally, if you have questions about this policy or an issue, please ask before you act by speaking with your supervisor or with your Senior Management.

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