

Dr. Amin Controllers Pvt. Ltd.

(DACPL)

Compliance Code based on IFIA Compliance Code

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The objective of the DACPL Compliance Code ("Code") is to show how DACPL approaches Compliance within its organisation as per the IFIA (International Federation of Inspection Agencies) Compliance Code which aims to enhance the status of the Profession by ensuring that each IFIA Member abides by high standards of professional conduct throughout its organisation to assure its ethical behaviour and the integrity of its services.

SECTION A : DACPL Compliance Principles

1. INTEGRITY

- 1.1 DACPL will provide guidance to its employees for dealing with clients who expect them to abuse tolerances to obtain acceptable results.
- 1.2 In respect of those business sectors in which DACPL is active, DACPL will comply with any sector specific Integrity Rules published by the applicable IFIA Committee.

2. CONFLICTS OF INTEREST

- 2.1 In order to avoid conflicts of interest, or the appearance of conflicts of interest, in its business transactions and services, DACPL will maintain a policy regarding conflicts of interest.
- 2.2 The policy will provide guidelines to employees in order to avoid conflicts of interests between
 - a) DACPL and related entities in which DACPL has a financial or commercial interest and to which it is required to provide services, and
 - b) DACPL's companies and/or divisions engaged in different activities but which may be providing services to either the same client or each other.
- 2.3 The policy will provide, as a minimum, that its's employees do not
 - a) directly or through relatives, friends or intermediaries, acquire an interest in a supplier, a client or a competitor , except for the acquisition of shares of a client, supplier or competitor on a public stock exchange, and then only to an extent which does not grant significant influence over the affairs of the client, supplier or competitor and which does not make the employee unduly dependent on its financial fortunes;
 - b) hold any position with a competitor or client;
 - c) conduct any company business with any member of their family or with an individual or organisation with which they or their family is associated;
 - d) employ a member of their family without approval of the DACPL management.

3. CONFIDENTIALITY

- 3.1 DACPL will require each employee to sign a Non-disclosure Agreement which prohibits the disclosure of any confidential business information, obtained during the course of his/her employment, to other parties.
- 3.2 DACPL will ensure that all intermediaries, joint venture partners, agents, subcontractors, franchisees, contractors and suppliers are made aware of the confidential nature of business information that they may handle through their dealings with DACPL, and that they should not disclose confidential information to other parties.

4. ANTI-BRIBERY

- 4.1 **Compliance with laws**
DACPL will ensure that the Principles and Rules of its Programme meet the requirements of The IFIA Compliance Code and local laws relevant to countering bribery in all the jurisdictions in which it operates.

In the event that the local laws specify additional or different requirements, which are not covered by their Programme, the Member should modify its Programme for the country(ies) concerned. Records should be kept of countries where their Programme has been modified.

4.2 Analysis of risks

DACPL's Compliance Committee and/or the senior executive, or his delegate, in each country of operation will organise periodic reviews to assess bribery risks and determine appropriate control measures. Such reviews will be systematically conducted:-

- (i) Prior to the commencement of a new service or the start up of operations in a new country and
- (ii) Whenever a significant breach of the Compliance Programme which warrants a review of the existing control measures occurs.

4.3 Business Principles for Countering Bribery

DACPL will employ good business practices and risk management strategies in accordance with the Business Principles for Countering Bribery as published by Transparency International and Social Accountability International (see www.transparency.org). These will address at least the following areas:

4.3.1 Political contributions

DACPL its employees or agents will not make direct or indirect contributions to political parties, organisations or individuals engaged in politics, as a way of obtaining advantage in business transactions.

DACPL will account for all its political contributions in a separate ledger and consolidate all such payments made by any of the operations that form part of its organisation.

4.3.2 Charitable contributions and sponsorships

DACPL will ensure that charitable contributions and sponsorships are not being used as a subterfuge for bribery.

DCPL will account for all its charitable contributions or sponsorships in a separate ledger and consolidate all such payments made by any of the operations that form part of its organisation.

4.3.3 Facilitation payments

Facilitation payments are defined as small payments made to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment has legal or other entitlement.

Recognising that facilitation payments are a form of bribery, DACPL will work to identify and eliminate them.

4.3.4 Gifts, hospitality and expenses

DACPL will prohibit the offer or receipt of gifts, hospitality or expenses whenever such arrangements could affect the outcome of business transactions and are not reasonable and bona fide expenditures.

5. FAIR MARKETING

5.1 DACPL will provide guidelines to employees, agents and intermediaries to ensure that they understand and adhere to the Principle governing fair marketing.

5.2 DACPL's presentations and publications will accurately and unambiguously reflect their network and affiliations, resources / capabilities, experience and services provided.

6. HEALTH & SAFETY

- 6.2 DACPL will provide Health & Safety training to their employees appropriate for the activities they are engaged in.
- 6.3 DACPL encourages employees to report Health & Safety related incidents, record these incidents, investigate these incidents and if required, take corrective measures.
- 6.4 DACPL will mandate that all employees follow the DACPL Health & Safety Policy (as provided at time of employment) while on company property and on work sites. Employees are also to follow the Health & Safety policy required by and on work/client sites IF different or additional that DACPL's own.

7. FAIR LABOUR

DACPL's compliance policy states our commitment to the following:

- a) Compliance with at least minimum wage legislation and other applicable wage and working time laws.
- b) Strictly prohibit the use of child labour.
- c) Prohibits forced and compulsory labour – prohibits all forms of forced labour, whether in the form of prison labour, indentured labour, bonded labour, slave labour or any kind of non-voluntary labour.
- d) The total respect of equal opportunities in the workplace regardless of gender, religion, caste, political affiliation, sexual orientation.
- e) A zero tolerance policy towards abuse, bullying or harassment in the workplace.

SECTION B : DACPL Compliance Programme

1.

Each member of the management of DACPL confirmed its commitment to implementing this Code.

DACPL published and adopted DACPL own Principles and the key elements of implementation (DACPL Compliance Programme) which:

- addresses all the IFIA Compliance Principles and Requirements for implementation
- followed up the IFIA Guidelines as specified in paragraph 2 of the introduction to these guidelines
- has been applied throughout the whole of the organisation

Any updates to the compliance programme will be sent to the Director General of IFIA within one month of publication

2.

DACPL appointed a Compliance committee and Compliance officer to oversee and manage the Programme

The Compliance Officer, has, irrespective of his other responsibilities, responsibility and authority for the co-ordination of the implementation of the Compliance Programme throughout the organisation. The Compliance Officer may nominate delegates to perform some or all of his functions within specified parts of the organization. Additionally, senior managers throughout the organisation have responsibility for implementation of the Programme in their areas of responsibility. Each employee will be provided with a copy of the compliance programme and declarations will be obtained from them confirming that they have received a copy of the compliance programme -The employees' declaration will be kept on record.

DACPL established a Compliance Committee to carry out periodic reviews of the progress of the Compliance Programme and provide policy guidance. The Compliance Committee includes the Chief Executive Officer, the Compliance Officer and representatives from the Board of Directors.

3.

DACPL trains staff, ensures their continuing understanding of the Compliance Programme and consults them on its development Prior to job offer, prospective employees will be informed of the Compliance Programme. DACPL ensures that:

- (a) Each employee is provided with a copy of the Compliance Programme and requested to sign a declaration that it has been received, read and understood.
- (b) Each Senior Manager, including at least one in respect of each Group Member within DACPL (if any) as listed or referenced in the IFIA Members Directory, signed an annual declaration (see Section C) that the Programme has been implemented in his/her area of responsibility.

All employees, including managers, of DACPL are required to undergo a Compliance Training Course. For the preparation of course material, DACPL has referred to the IFIA Compliance Training Guide. A Record of course completion is be kept in each employee's file.

DACPL employees have the opportunity to provide input on the development of the Programme.

DACPL ensures that each employee has an on-going understanding of the Compliance Programme during employee performance evaluations.

DACPL Programme makes it clear that employees will not suffer demotion, penalty or any other adverse consequences arising from strict implementation of the Programme even if it may result in a loss of business.

DACPL is committed to follow the IFIA Complaints and Disciplinary Procedures.

4.

DACPL provides a help line for staff and encourages the reporting of violations on a confidential basis and free from reprisal except in malicious cases.

DACPL employees through the help line may obtain guidance on any question or matter of concern relating to the implementation or interpretation of the Programme. At the employee's request, any such question will be dealt with confidentially and the anonymity of the employee is protected to the extent reasonably practicable.

5.

DACPL publicly discloses its Compliance Principles and facilitate enquiries, Complaints and feedback can be made by external interested parties.

6.

DACPL investigates and records all reported violations and apply corrective and disciplinary measures.

A Compliance Officer or his/her nominated delegate(s) shall initiate, where appropriate, an investigation into any violation of the Programme reported to him/her or coming to his/her knowledge

A procedure is maintained for the handling of investigations and sanctions which shall include requirements for :-

- a) The maintenance of records of all reported violations and subsequent actions taken.
- b) The alleged perpetrator of such violation to have the right to be heard.
- c) The management to decide on the appropriate corrective and disciplinary measures to be implemented if a violation has been established. These measures may include a warning, demotion, suspension or dismissal.
- d) The Compliance Officer to receive progress reports from the delegates or Compliance committee members and the reports will be delivered to the Compliance Committee.

DACPL employees are encouraged to report details of violations or suspected violations either direct to the Compliance Officer, or to the employee's superior, senior management or an external auditor. The reporting employee will be fully protected against any form of reprisal unless she/he acted maliciously or in bad faith. If requested, the employee's anonymity will be protected to the extent reasonably practicable.

Employees are required to report any solicitation for, or offer of, an improper payment or advantage coming to their knowledge.

The Compliance Officer will initiate, where appropriate, an investigation into any violation of the Programme reported to him or coming to his knowledge.

7.

DACPL protects the security of confidential business information

DACPL implemented adequate security measures in its organisation's premises containing confidential business information to ensure that access is restricted to authorised personnel only and that documents/data are stored in designated secure areas and disposed of in a secure manner.

8.

DACPL maintain accurate books and records which properly and fairly document all financial transactions

Off-the-books accounts are strictly prohibited.

9.

DACPL maintain accurate books and records which properly and fairly document all financial transactions

DACPL ensured that its Compliance Programme is applied to the extent appropriate to its business partners

Such parties include:

- Intermediaries (entities or individuals external to DACPL who are required to promote the services of DACPL as part of their responsibilities, including consultants and advisers)
- Joint venture partners
- Agents (entities or individuals external to DACPL who are required to provide operational services, within the profession as defined in IFIA's Articles of Association, on DACPL's behalf)
- Subcontractors (entities or individuals performing outsourced activities within the profession under a contract with DACPL)
- Franchisees (entities or individuals external to DACPL who carry on business within the Profession using DACPL trading name and/or brand, the rights to which are purchased from DACPL under a franchise contract)

DACPL does this by at least:

- Conducting due diligence before entering into or renewing any contract with the party. Due diligence includes a risk analysis, an interview with the party and an investigation of the party's background which, for intermediaries, should be reviewed and approved by DACPL compliance Committee
- Making known its Compliance Principles to the party and seeking assurance that the party will comply with the Principles in so far as these apply to activities performed on behalf of DACPL
- Except in the case of subcontractors, obtaining the party's contractual commitment to comply with the Compliance Principles and to allow DACPL to verify

this periodically

- Monitoring the party's continual compliance with the Principles (and in the event of discovering a breach taking remedial action)
- Not dealing with any parties known to be involved in bribery.
- Verification through a remuneration analysis, approved by DACPL Compliance Committee, that the remuneration paid to each intermediary is appropriate and justifiable for legitimate services rendered, and does not facilitate improper payments by the intermediary.
- DACPL accounts for all intermediaries' remuneration in a separate general ledger account in its accounting records and consolidates all such payments made by any of its operations and prepares annually a consolidated management statement of all intermediaries' remuneration.
- For intermediaries and other parties as may be appropriate, DACPL should provide training and support.

10.

DACPL monitor the effectiveness of its Programme through the use of annual management declarations and internal auditing. DACPL require its nominated internal auditors, as part of their internal audit plan, to verify that the Compliance Programme has been implemented within its organisation. The report will be submitted to the Compliance Officer, who will then prepare an annual summary report.

11.

DACPL for the effectiveness of the implementation of the Programme will have it examined at least annually by a competent independent external audit firm.

12.

DACPL submits copies of the independent assurance report, as per Annexure C of the IFIA Guidelines including any reportable conditions, annually to IFIA within six months of the end of its financial year.

SECTION C : DECLARATIONS

MANAGEMENT DECLARATION

Confidential

DACPL Compliance Programme Management Declaration for the year ending 31st March 2020

To : _____(Compliance Officer)

Name of Manager:.....Job

Title:..... Locations and/or activities covered by this Declaration:

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...

I (Name of Manager) do hereby declare that in implementation of DACPL Compliance Programme for the year ending 31 March 2020 in each of the locations and/or activities, as listed above, falling under my area of responsibility:

1. To the best of my knowledge I, and the members of staff reporting to me, have complied in all respects with the Compliance Programme.
2. I have verified that the Compliance Programme have been distributed to each Employee who had not previously received them;
3. I have fully and completely reported to the Compliance Officer any violation or suspected violation of the Compliance Programme, including any solicitation or offer of any improper payment or advantage, which has come to my knowledge;
4. I have fully and completely implemented all corrective and disciplinary actions required by the Compliance Committee in respect of any violation of the Compliance Programme.

Place.....

Date.....

Signature.....

EMPLOYEE DECLARATION

Confidential

DACPL Compliance Programme Management Declaration for the year ending 31 March 2020

To : _____ (Compliance Officer)

Name of Manager:.....Job

Title:..... Locations and/or activities

covered by this Declaration:

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I(name of Employee) do hereby declare that in implementation of DACPL Compliance Principles for the year ending 31 March 2020 that:

1. I have read, understood and agree to comply with the Principles and Rules as stated in the DACPL Compliance Code.
2. I have received a copy of the compliance program
3. I have received a Compliances principles training based on the IFIA Compliance Training Guide
4. I agree to report any violation of the Principles and Rules, including any solicitation or offer of any improper payment or advantage, which may come to my knowledge.
5. I agree to fully and completely implement all corrective and disciplinary actions required by the Compliance Committee in respect of any violation of the Principles and Rules
6. I agree that it is prohibited to disclose any confidential business information obtained during my employment to other parties.

Place.....

Date.....

Signature.....

PROFORMA ASSURANCE REPORT OF EXTERNAL AUDIT FIRM

1. Purpose of assurance review

We have performed review procedures on the management and reporting processes of the Compliance Programme of(*name of Member*) over the year or the period to to determine whether these incorporate the requirements of the IFIA Compliance Code dated.....and whether this has been adequately implemented within(*name of Member*)'s Organisation.

.....(*name of Member*) is responsible for the development and maintenance of the management and internal reporting processes of the Compliance Programme. Our responsibility is to report on the management and reporting processes of the Compliance Programme based upon our review procedures.

2. Scope of assurance review

The scope of our review procedures is as set out in the IFIA Guidelines on Verification of Code Implementation under "Scope of examination".

The scope of the review included verifying that management declarations were received from all senior managers as identified by the Member, including listing at least one in respect of each Group Member within the Member's group membership as listed or referenced in the Members Directory on the IFIA website.

We based our review primarily on management and other information provided to us by the company's management and staff. We also interviewed personnel responsible for the Compliance Programme, including the Compliance Officer, Managers and other appropriate employees, both at Group level and selected countries. We also performed tests, on a sample basis, of relevant documentation including Group policies, management and reporting structures, documentation and systems in place at (*specify country(ies) visited*).

There are no generally accepted international standards for these other Assurance Engagements. In the absence of such standards, we based our approach on best practices as well as on the underlying principles of the standards of the International Federation of Accountants but adapted as necessary. We, therefore, planned and performed our procedures to obtain a reasonable basis for our conclusions. However, as we have not performed an audit, we do not express an audit opinion.

3. Results of our assurance review

During our review the following aspects were noted for follow-up action:-

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Based on our review procedures, with the exception of the above mentioned findings (*where applicable*) nothing has come to our attention to cause us to believe that:-

- (i) The Compliance Programme does not meet the requirements of the IFIA Compliance Code
- (ii) The Compliance Programme has not been adequately enforced and implemented
- (iii) The systems for collection, analysis and aggregation of Compliance Programme violations are not functioning as designed and that
- (iv) The consolidated management statements for intermediary remuneration, political contributions, charitable contributions and sponsorships, and extraordinary expenditures relating to gifts, hospitality and expenses do not properly reflect the figures as reported by the affiliates or reporting units.

4. Recommendations

From our work, we have provided the following recommendations to management which have been agreed:-

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Name of External Audit Firm

Date