

**GIFT, HOSPITALITY AND ENTERTAINMENT POLICY**

*(Approved by the Board at its meeting held on 21st May 2025)*

**OF**

**LENSKART SOLUTIONS LIMITED**

*(Erstwhile known as Lenskart Solutions Private Limited)*

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## **1. INTRODUCTION**

The giving and receiving of corporate Gift, Hospitality and Entertainment is a widely accepted part of day – to – day business; a courtesy in business symbolizing the act of kindness and appreciation, if it is done through incidental business-related events or occasions, through the proper channels and carried out in good faith. However, in certain circumstances, the giving and receiving of Gift, Hospitality which are frequent and of substantial value, may create an expectation or create a feeling of retribution, perception of Bribery or inappropriate advantage, ultimately resulting in a conflict of interest. The Company strongly upholds a zero - tolerance approach towards actual or perceived unethical conduct, carried out in bad faith, in order to gain improper favor.

## **2. OBJECTIVE**

- 2.1 The purpose of this Policy is to set out the guidelines and procedures for giving and receiving Gift, Hospitality, Entertainment, and other benefits, in order to bring clarity and objectivity in this regard. The principle aim of this Policy is to minimize real, potential or perceived conflicts of interest and situations that may be characterized as Bribery or corruption whilst strengthening working relationships among Business Partners.

## **3. APPLICABILITY AND SCOPE**

- 3.1 This Policy applies to all Employees, Business Partners, or any other person carrying out duties in the name of the Company.
- 3.2 It is normal to give/receive small Gift, Hospitality and Entertainment occasionally to/from those with whom we do business. It is the responsibility of all Employees to carefully assess whether granting, authorizing, offering, promising, or accepting Gift, Hospitality, Entertainment is harmless and in accordance with the following guidance. In case of doubt, please reach out to your immediate superior / manager, or directly to the Compliance Officer / HR Department / any other authority as may be prescribed by the Company.

## **4. DEFINITIONS**

- 4.1 **“Anything of Value”** includes money and monetary equivalents (such as gambling chips and gift cards), Entertainment, accommodations, and any other benefit or gratification (not limited to pecuniary gratification or gratification estimable in money) other than legal remuneration.
- 4.2 **“Board”** means the board of directors of the Company.
- 4.3 **“Business Partner”** includes consultants, vendors, suppliers, retainers, agents, advisors, distributors, or service providers who work for or provide services on behalf of the Company.
- 4.4 **“Bribery”** means the act of offering, giving or receiving anything of value aimed at inappropriately or unethically influencing or guaranteeing an advantage in relation to any business dealing, contract, decision or result. It may be Anything of Value and not just money, Gift, sexual or other favors, business contracts, corporate Hospitality or Entertainment, offering employment, payment or reimbursement of travel expenses, donation or social contribution, abuse of function and can pass directly or through a third party. Bribery shall also include a crime committed under (Indian) Prevention of Corruption Act, 1988; (Indian) Prevention of Money Laundering, Act, 2002; U.K. Bribery Act, 2010; Foreign Corruption Practices Act.

- 4.5 “**Company**” means Lenskart Solutions Limited (Erstwhile known as Lenskart Solutions Private Limited).
- 4.6 “**Employee**” means every individual on the employee payroll of the Company (whether in India or abroad) and includes non-executive and independent directors.
- 4.7 “**Entertainment**” means any activity or event where the sole purpose is entertainment or leisure such as parties, shows, movies, sporting events or dining out and commemorative meals.
- 4.8 “**Gift**” means any item that (i) has a nominal value and includes moderately priced assortments; (ii) is distributed as a courtesy, advertising, regular marketing tool or festivity; (iii) bears the Company logo of the issuing party; (iv) is of a general nature and therefore, does not exclusively target any individual or organization. Furthermore, this could include free transport, boarding, lodging or other service or any other pecuniary advantage provided by any person other than a near relative or a personal friend having no official dealings with the public official. However, casual meal, lift or other social hospitality does not fall within the definition of Gift.
- 4.9 “**Hospitality**” includes travel costs (air, ground or maritime travel costs), accommodation, hospitality fees, food services and costs, whether classified as corporate entertainment, or otherwise.
- 4.10 “**Policy**” means the Gift and Hospitality Policy of the Company.
- 4.11 “**Public Official**” means anyone in the service of the Central Government, State Government or an instrumentality of the Central and State Government and includes inter alia persons employed by any government ministry, department or agency, an official of a political party, or a candidate for political office, members of Parliament or other legislative bodies, ministers of finance or other financial regulators, governors or provincial or district leaders, members of the judiciary, government enforcement authorities, anyone working in city and local governments, at any level etc.

## **5. ACCEPTANCE AND OFFERING OF GIFT, HOSPITALITY AND ENTERTAINMENT**

- 5.1 In all cases, the exchange of Gift, Hospitality and Entertainment must be conducted so there is no appearance of Bribery. It should not be as a gratification / return for any work done and should not be given or received either to obtain favours / preferential treatment or in return for favours / preferential treatment. Gift, Hospitality and Entertainment must not be accepted / offered under circumstances where it is accompanied by any direct or indirect suggestion or understanding that in return some expected or desirable outcome is required.
- 5.2 All Gift, Hospitality and Entertainment accepted / offered by Employees at any level, above a prescribed threshold, must be declared through the Gifts Acceptance Form (Annexure 2) and duly recorded in the Gifts and Hospitality Register (Annexure - 1), available on the Company network and maintained by the Compliance Officer / HR Department / any other authority as may be prescribed by the Company.
- 5.3 Gift and Hospitality must be accepted / offered only as a courtesy, advertising, regular marketing tool, festivity (such as Diwali, Christmas, New Year etc.), marriage or a bona fide promotion, to ensure that these do not result in conflict of interest.
- 5.4 Institutional gifts and corporate marketing material of nominal value are acceptable (such as office materials, daily planners, pens, calendars, hats, books, etc.) and may be accepted / offered by Employees.

- 5.5 Gifts like eatables, sweets etc. can be accepted / offered on festive occasions as a customary practice, in spirit of goodwill and relationship development.
- 5.6 Any dining out should preferably take place at lunch hours, and luncheons and dining out with Business Partners should be avoided during the negotiation/contract signing phases.
- 5.7 It is expressly forbidden for Employees to solicit Gift, Hospitality and Entertainment from Business Partners for either personal gain or for gain to a family member, as well as misleading or giving the impression that any transaction, contract for decision depends on the promise of a favour in any form.
- 5.8 Any Employee who is invited to participate in sponsored events or events promoted by any Business Partner, may only accept such invitation after formal approval and consent has been granted by the Compliance Officer / HR Department / any other authority as may be prescribed by the Company.
- 5.9 Offer of Gift, Hospitality and Entertainment must be lawful under the laws of the country where the gift is being given.
- 5.10 Gifts must not be in the form of cash. Acceptance / offer of cash, valuables / vouchers for exchange etc. are strictly forbidden. Therefore, such Gift, Hospitality and Entertainment must not be accepted / offered to any Public Official or any other Business Partner, in order to facilitate / speed up a process or gain an illegitimate business advantage.
- 5.11 Efforts shall be made to make direct payments to the hotel, airline or service provider instead of reimbursing the same to the Public Officials, Business Partners or any other third party.
- 5.12 No Gift, Hospitality and Entertainment should be given to any person or party who is in default of the Company in any manner. By way of illustration, parties in default would be parties from whom payment is overdue or parties with whom the Company is engaged in litigation and parties against whom disciplinary action has been taken.
- 5.13 Gift, Hospitality and Entertainment should not be accepted / offered at the place of residence of the individual concerned.
- 5.14 It would be unacceptable to accept / offer Gift, Hospitality and Entertainment which might violate the ethical values of the recipient's / giver's organisation such as discriminating on the basis of race, religion or culture.
- 5.15 The value of Gift, Hospitality and Entertainment offered must not cumulatively exceed INR 2,000 per person in a financial year. However, if the threshold is breached then appropriate permission should be obtained from Compliance Officer / HR Department / any other authority as may be prescribed by the Company.
- 5.16 Employees are expected to use prudence in evaluating the acceptance / offering of Gift, Hospitality and Entertainment. Following guiding principles should be considered:
- (a) Whether the Gift, Hospitality or Entertainment is appropriate to the circumstance?
  - (b) Whether the Gift, Hospitality or Entertainment is appropriate to the business relationship the Company shares with the person offering or accepting Gift, Hospitality /Entertainment?;
  - (c) Whether acceptance of Gift, Hospitality or Entertainment would be looked upon adversely by other Employees and would appear unfair to other stakeholders?;

- (d) Is it possible to share the Gift, Hospitality or Entertainment with other employees?;
- (e) Whether acceptance / offering of Gift, Hospitality or Entertainment would impact the quality of business decisions?; and
- (f) Whether acceptance / offering of Gift, Hospitality or Entertainment would lead to possible allegations of misconduct or breach of management trust?

## **6. PROPER ACCOUNTING FOR GIFT, HOSPITALITY AND ENTERTAINMENT TO OTHERS**

- 6.1 Because of tax and other legal reporting rules, it is essential that our book of accounts records accurately Gift, Hospitality and Entertainment received or given. Records should be kept for at least 3 (three) years in case any query is raised in connection therewith.
- 6.2 All Gift, Hospitality and Entertainment exchanged by an Employee acting on behalf of the Company which are provided to a Public Official must be:
  - (a) Pre-approved by the Compliance Officer / HR Department / any other authority as may be prescribed by the Company.
  - (b) Political contributions of any kind (including the provision of facilities or services), whether less than or, in excess of the Acceptable Limits must be reported to the Compliance Officer / HR Department immediately after it takes place.

## **7. GIFT, HOSPITALITY AND ENTERTAINMENT DISCLOSURE PROCEDURE**

- 7.1 Any Gift, Hospitality and Entertainment above the reporting threshold of INR 2,000 shall be reported to immediate supervisor, Compliance Officer / HR Department / any other authority as may be prescribed by the Company.
- 7.2 The reporting threshold is INR 2,000. The acceptable reporting threshold may be revised from time to time.
- 7.3 The Gift, Hospitality and Entertainment disclosure must include its' description, its' actual value (or if the actual value is not available, a reasonable estimate of the value with verifiable documentation supporting the estimate), the person or entity that provided it and their relationship with company, and the its' specific recipient.

## **8. COMMUNICATION AND TRAINING**

- 8.1 The Company shall maintain a communication plan and periodic training sessions to promote and strengthen the importance of compliance of this Policy.
- 8.2 The senior management of the Company should be held responsible for discussing the relevance and promoting awareness in relation to compliance with this Policy. Efforts should be made to create a safe environment for Employees to openly approach the Compliance Officer / HR Department / any other authority as may be prescribed by the Company.

## **9. INVESTIGATIONS AND SANCTIONS**

- 9.1 All reported infractions of this Policy will be immediately investigated to the fullest extent by the Compliance Officer / HR Department / any other authority as may be prescribed by the Company. If any misconduct is, in fact, verified after the appropriate investigation, immediate corrective measures will be taken according to the circumstances, severity and in accordance with the applicable laws.

- 9.2 Any Employee or Business Partner that violates this Policy shall be subject to disciplinary actions.

**10. AMENDMENT**

The Board is, subject to applicable laws, entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this Policy and of any relevant applicable law, such applicable law in force, from time to time, shall prevail over this Policy.

### **Annexure – 1 – Gift Register**

Register of Gifts/Hospitality/Entertainment accepted or offered

<b>Sl. No</b>	<b>Details of Parties (Details of both parties – Receiver and Offeror)</b>	<b>Description of Item</b>	<b>Reasons/Purpose</b>	<b>Date of Receipt or Offer</b>	<b>Estimated Monetary Value (INR)</b>	<b>Signature of Ethics Officer</b>



### **Annexure – 2 – Declaration for receipt of Gift/Hospitality/Entertainment**

<b>DECLARATION FOR RECEIPT OF GIFT/HOSPITALITY/TRAVEL</b>	
<b>Employee Name:</b>	<b>Division:</b>
<b>Employee Code:</b>	<b>Location:</b>
<b>Details/Purpose:</b>	
<b>Approximate Value:</b>	
<b>Details of Offeror:</b>	
<b>I hereby declare that the Gifts/Hospitality/travel received by me are in accordance with the Company's Code of Conduct, Gift, Hospitality and Entertainment Policy and other internal policies.</b>	
<b>Signature:</b>	<b>Date:</b>