

**PAKISTAN SINGLE WINDOW ANTI-CORRUPTION, FRAUD AND BRIBERY
POLICY**

1. PREAMBLE

This Anti-Corruption, Fraud and Bribery Policy (“Policy”) is developed by virtue of Section 5 (5) (b) (vi) of the Public Sector Corporate Governance Rules, 2013 and is approved by the Board of Directors of Pakistan Single Window (“PSW”). This Policy explains the measures to be taken by PSW to implement its zero tolerance towards corruption, fraud and bribery.

2. DEFINITIONS

- (i) **“Adequate procedures”** includes this Policy, its publication to all employees, directors, and business partners, and on-going communications and training on aspects of this Policy which will be carried out from time to time with a view to ensuring that corruption, bribery and fraud, where possible, are prevented;
- (ii) **“Bribery”** means the corrupt payment, receipt or solicitation of a private favour by the employees, directors, officers, direct agents, or Business Partners of PSW;
- (iii) **“Business Partner(s)”** means a term including third-party distributors, dealers, suppliers, joint-venture partners, agents, contractors and others of PSW;
- (iv) **“Corruption”** means offering, giving, receiving or soliciting, directly or indirectly anything of value with the intent to give some advantage inconsistent with the official duty of the employees, directors, officials, agents, Business Partners or fiduciaries of PSW or official use of a station or office to procure some benefit, either personally or for someone else, contrary to the rights of others, including but not limited to the circumstances of Corruption and Corrupt Practices given in Clause 7;
- (v) **“Fraud”** means any act or omission, including a misrepresentation that knowingly or recklessly misleads or attempts to mislead a party to obtain a financial or other benefit or to avoid an obligation;
- (vi) **“Person”** means any individual or company in the private or public sector and any official.

- (vii) **“Prohibited Payment”** means a financial or other advantage that is either requested, received, offered or given in order to improperly influence a person to provide a business opportunity or to retain business, or otherwise to obtain an improper advantage for PSW. It includes but is not limited to, making or offering bribes or kickbacks, as well as conferring a financial or any other advantage, whether tangible or intangible (e.g. gifts, entertainment, travel expenses, charitable donations, political contributions, hiring an individual, or other preferential treatment for the improper advantage or benefit of the Company or self).

3. PURPOSE AND OBJECTIVE OF POLICY

- 3.1 It is PSW’s policy to conduct all of its business in an honest and ethical manner. PSW’s reputation amongst its Business Partners and potential clients and with regulators and other PSW take a zero-tolerance approach to Corruption, Fraud and Bribery and is committed to acting professionally, fairly and with integrity in all its business dealing and relationships.
- 3.2 PSW’s reputation amongst its Business Partners and potential clients and with regulators and other legal authorities is amongst PSW’s most important assets.
- 3.3 PSW has to ensure that its directors, officers, employees, agents, Business Partners and other representatives conduct themselves in compliance with all applicable laws and regulations prohibiting Corruption, Fraud and Bribery.
- 3.4 This Policy sets forth guidance regarding the appropriate manner of conducting business with Business Partners and with government entities. It is important that directors, officers, employees, agents, Business Partners and other representatives read, understand and act in accordance with this Policy.
- 3.5 The standards set out in this Policy are necessarily broad and do not address every situation that may arise and confront PSW’s directors, officers, employees, agents, Business Partners and other representatives.

4. APPLICABILITY OF THE POLICY

- 4.1 This Policy is applicable to PSW’s directors, HODs, senior managers, managers and officers whether permanent, fixed-term or temporary, consultants, contractors, seconded staff, casual workers, Business Partners or any other person associated with the Company, wherever located.
- 4.2 The Policy extends to all of PSW’s financial and other record-keeping activities; it supplements and should be interpreted with, any other policies and laws extended to all PSW activities and processes (e.g. Procurement, HR, Ops, Corporate Affairs etc.), financial transactions, business contracts, business policies and practices adopted in the absence of policies.
- 4.3 This Policy should be widely disseminated to PSW’s directors, HODs, senior managers, managers and officers, whether permanent, fixed-term or temporary, consultants, contractors,

seconded staff, casual workers, Business Partners or any other person associated with PSW, wherever located.

4.4 Any clarifications with regards to this Policy shall be reverted to the respective line manager, who may consult the Corporate Compliance Officer, if necessary.

5. RESPONSIBILITIES OF DIRECTORS

The responsibilities of a member of the Board of Directors of PSW, who comes to possess, receives, obtains or comes across any information regarding involvement/indulgence of any director in Corruption, Fraud and Bribery directly or indirectly, or observes any action or activity on part of a director that falls within the ambit of Corruption, Fraud or Bribery is, to report the same to the Chairman of Board of Directors or his authorized representative. A failure on part of the Board Member in fulfilling this obligation will be deemed as abetment/connivance in the offence and will be cognizable under this Policy.

6. OBLIGATION OF EMPLOYEES, DIRECT AGENTS AND BUSINESS PARTNERS

It will be the duty of every officer, employee, agent, Business Partner and other representatives of PSW, who comes to possess, receives, obtains or comes across any information regarding involvement/indulgence of any third party in Corruption, Fraud and Bribery directly or indirectly, or observe any action or activity on part of an employee that falls within the ambit of Corruption, Fraud or Bribery to report the same to the Chief Executive Officer or authorized representative. A failure on part of the employee in meeting this obligation will be deemed as abetment/connivance in the offense and will be cognizable under the Staff Service Regulations.

7. CONFIDENTIALITY AND PROTECTION

Anonymity of an individual who meets the above obligation is strictly maintained and appropriate protection shall be provided by the management in terms of his/her job and career.

8. CORRUPTION AND CORRUPT PRACTICES MAY INCLUDE:

- i) If an employee, director or officer of PSW accepts or obtains from any person or offers any gratification directly or indirectly, other than legal remuneration, as a motive or reward such as is specified in Section 161 of Pakistan Penal Court (Act XLV of 1860) for doing or for – bearing to do any official act, or for showing or for bearing to show, in the exercise of his official functions, favour or disfavour to any person, or for rendering or attempting to render any service or dis-service to any person; or
- ii) If any employee, director, officer, employee, agent, Business Partner or director of PSW accepts or obtains or offers any valuable thing without consideration, or for a

consideration which he knows to be inadequate, from any person whom he knows to have been, or likely be, concerned in any proceeding or business transacted or about to be transacted by him, or having any connection with his official functions or from any person whom he knows to be interested in or related to the persons so concerned; or

- iii) If an employee, director, officer, agent, Business Partner or director of PSW, dishonestly or fraudulently misappropriates or otherwise converts for his own use, or for the use of any other person, any property entrusted to him, or under his control, or wilfully allows any other person so to do; or
- iv) If an employee, director, officer, agent, Business Partner of PSW by corrupt, dishonest, or illegal means, obtains or seeks to obtain for himself or for his spouse or dependents or any other person, any property, valuable things, or pecuniary advantage; or
- v) If an employee, director, officer, agent, Business Partner of PSW misuses his authority so as to gain any benefit or favour for himself or any other person, or render or attempts to render or wilfully fails to exercise his authority to prevent the grant, or rendition of any undue benefit or favour which he could have prevented by exercising his authority; or
- vi) If an employee, director, officer, agent, Business Partner or director of PSW has issued any directive or policy or any other order which grants or attempts to grant any undue concession or benefit in any matter or law or otherwise so as to benefit himself or any relative or associate or any other person; or
- vii) If an employee, director, officer, agent, Business Partner or director of PSW aids, assists, abets, attempts or acts in conspiracy with a person within or outside the Company accused of an offence as provided in above sub para (i-vii).

9. GUIDING PRINCIPLES

8.1 PSW shall act in an open, ethical and lawful manner towards all potential or existing customers, contractors, suppliers and public officials.

8.2 PSW shall always perform its contractual obligations in accordance with the terms of the relevant contract, unless deviations are approved by the management and properly documented in PSW's records.

8.3 Payments in cash or similar, or payments to unconfirmed receipts or account numbers shall not be accepted.

8.4 All activities, coverage of third parties' expenses, payments and contract performance on behalf of PSW shall be open and transparent.

8.5 All expenses shall be approved under the company procedures, documented and recorded in accordance with appropriate accounting standards.

8.6 Under no circumstances may any employee, officer, agent, Business Partner or director of PSW receive cash or any kind of improper benefit from a support business partner or public officials, including personal kickbacks.

10. GIFTS/PROHIBITED PAYMENTS

Exchanging gifts with Business Partners is a customary part of the business and is permissible as long as the gifts are kept within the confines of what is defined as "customary".

Under no circumstances shall the employees, directors, agents, Business Partners offer or accept gifts of cash. Gifts other than cash will normally be customary if they are:

- a) of negligible value
- b) branding material/marked with a company logo;
- c) must not be kept hidden from superiors/management, e.g gifts should be addressed to the recipient's working address, i.e company or public entity office address.
- d) Must not be provided or accepted in return for any benefit.

- e) A Prohibited Payment shall not be made or received by any employee, director, agent or Business Partner of PSW and where any one's role requires this, the concerned individual should ask the line manager if he/she are unsure about this, but this should always be in a reasonable and proportionate manner.

11. BRIBERY

11.1 It is prohibited for PSW or its directors, officers, employees, agents and Business Partners to:

- (a) give, promise to give, or offer a payment, gift or hospitality to a third party or otherwise engage in or permit a bribery offence to occur, with the expectation or hope that an advantage in business will be received, or to reward a business advantage already given.
- (b) give, promise to give, or offer a payment, gift or hospitality to a third party to "facilitate" or expedite a routine procedure.
- (c) accept a payment, gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by PSW in return.
- (d) threaten or retaliate against another employee who has refused to commit a bribery offence or who has raised concerns under this Policy or the Whistle Blowing Policy.

(e) engage in activity that might lead to a breach of this Policy.

12. BOOKS & RECORDS

12.1 PSW's books and records must be current and accurate, and its accounts must fairly reflect all of PSW's transactions and activities. PSW has a system of internal accounting and disclosure controls designed and maintained to provide accurate and legitimate financial and accounting records.

12.2 PSW by this Policy requires adherence to the following accounting and record keeping prohibitions to ensure compliance with the Anti-Corruption Laws:

12.3 No undisclosed or unrecorded funds or assets are to be established for any purpose.

12.4 False, inflated or artificial entries must not be made in corporate books or records for any reason, and no person subject to this Policy shall engage in any arrangement that results in such entries.

12.5 No accounting record or document relating to any transaction shall be falsified in any manner which may obscure or disguise the true nature of the transaction.

12.6 No payment on behalf of PSW shall be approved without sufficient supporting documentation or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents supporting the payment.

13. Transactions with Third Parties

13.1 PSW prohibits any payments or other financial benefits to persons, including Business Partners, with knowledge that all or a portion of such payment or thing of value will be offered, given or promised, directly or indirectly, to any person for an improper purpose.

13.2 PSW's employees must conduct appropriate due diligence in the selection of Business Partners and appropriately structure the business relationship, especially with respect to third parties that may be used in any business dealings.

13.3 PSW will take appropriate action to inform all third party representatives of this Policy and the requirement that such representatives adhere to this Policy and applicable laws when acting on PSW's behalf. Any suspected violation of Anti-Corruption, Fraud or Bribery by a third party should immediately be brought to the attention of the Company's Corporate Compliance Officer.

14. Reporting Potential Violations and Questions Regarding PSW's Anticorruption Policy

14.1 Any PSW employee, director, officer, agent or Business Partner who learns information about a suspected violation of this Policy or Anti-Corruption Laws must make a timely report to the Company's Corporate Compliance Officer. PSW firmly prohibits retaliation against an employee who makes a report of a suspected violation of this Policy or Anti-Corruption Laws in good faith.

The Company will undertake to assure the anonymity, if requested, of any employee or agent who in good faith reports any such suspected violation to the Corporate Compliance Officer.

14.2. The Board has to designate Corporate Compliance Officer to ensure compliance of anticorruption policy.

14.3 Management and senior staff at all levels shall be responsible for ensuring those reporting to them are made aware of and understand this policy.

15. Penalties and Collateral Consequences of Non-Compliance

Violations of Anti-Corruption laws of Pakistan may result in severe civil and criminal penalties for PSW, and its individual employees, officers, directors, agents and Business Partners. In addition, noncompliance with this Policy shall be grounds for internal Company disciplinary action against any individual found to be in violation of its prohibitions or directions, up to and including dismissal from the Company.

16. Points to Remember

16.1 Never contribute PSW funds or assets for political purposes with intent to gain an improper advantage or benefit for the PSW. Any requests for such contributions should be reported immediately to the CEO or the Corporate Compliance Officer.

16.2 Make sure business records are complete, timely and accurately reflect the true nature of any transaction.

16.3 Be particularly skeptical of any proposed Business Partner who provides guarantees of success, or claims to be able to obtain licenses or other government approvals without providing a description of a legitimate manner by which those goals will be accomplished.

16.4 This policy does not address every aspect of anti-corruption compliance. It is designed to provide guidance for PSW employees, officers, directors, agents, and Business Partners.

16.5 Employees should not accept tickets or invitations to entertainment when the prospective host will not be present at the event with the employee.

16.6 This policy should be read in conjunction with the relevant HR policies and procedures of PSW.

17. RED FLAGS

17.1 The following is a list of "red flags" that may indicate the possible existence of corrupt practices and should be kept in mind by all those subject to this Policy:

- a) A request to pay usually high or above-market commissions;
- b) A request to deposit commissions in multiple bank accounts, perhaps in offshore banks;
- c) It is learned that the Business Partner or one of its key employees is a close relative of a foreign official.

- d) A vendor, distributor or other Business Partner (or would-be Business Partner) refuses to accept an anti-bribery or anti-money laundering clause in a contract with PSW.
- e) It is learned that the Business Partner has a reputation for offering bribes or violating other laws.
- f) Any third party refuses to cooperate with due diligence or to agree in writing to follow this Policy or applicable Anti-Corruption laws.
- g) The Business Partner has a desire to keep the representation secret.
- h) In any of these circumstances, the employees, agents, officers, contractors or other representatives are obliged to report the issue immediately to the Company's Corporate Compliance Officer.

18. Contract Management

18.1. While preparing contracts for purchase of goods or services, the contract management clause shall be inserted by keeping the interest of the PSW at first priority.

18.2. Non-observance of contract clauses which cause losses to PSW in terms of monetary or goodwill shall evoke application of this anticorruption policy.

19. Administration of Anti-Corruption, Fraud and Bribery

19.1 PSW management shall provide a corruption free environment for its employees to work for and engage itself with the corruption, fraud, bribery free organizations only.

19.2 Any sort of actual or suspected corruption, fraud and bribery complaint shall be addressed to the Chief Executive Officer (CEO). If the actual suspected complaint is against the CEO, it shall be addressed to the Committee.

19.3 Upon the receipt of corruption, fraud and bribery complaint, the CEO shall constitute a committee to investigate the matter in detail and submit the findings to the competent authority.

19.4 Individuals involved in corruption, fraud or bribery may be subject to punishments and legal actions as per the laws of Pakistan. Often, individuals' superior will also be subject to proceedings if he/she knew they should have known that the corruptive act was conducted.

19.5 Exposed corruption, fraud and bribery results in negative publicity can do serious damage to PSW's reputation and business relationships. Therefore, PSW shall disengage itself from these sorts of organizations and personnel.

19.6 For the purpose of PSW's Anti-Corruption Policy, the Company Secretary shall be the Corporate Compliance Officer.

19.7 Violations of these laws may create liability for both individuals and the Company and are punishable at both the individual and corporate level. Depending on the jurisdiction,

individuals themselves may be punished by fines and prison sentences, and corporate entities may incur fines. It is therefore a matter of the utmost importance both ethically and legally to comply fully with the Policy.

19.8 Each employee, officer, director or Business Partner having responsibility for compliance with these laws within their area of authority must report any suspected violations to their immediate supervisor. It is the duty of any of the above to ensure that the information is reported immediately to the Company's Corporate Compliance Officer.

**RULE 5 (5) (b) (v) OF THE PUBLIC SECTOR COMPANIES (CORPORATE GOVERNANCE) RULES
2013**

DECLARATION BY THE DIRECTORS, EXECUTIVES AND OFFICERS OF PSW

**DECLARATION BY DIRECTORS, EXECUTIVES AND OFFICERS THAT THEY SHALL NOT OFFER
OR ACCEPT ANY PAYMENT, BRIBE, FAVOR OR INDUCEMENT WHICH MAY INFLUENCE THEIR
DECISION MAKING AND ACTIONS.**

..... being member Board of Director, Executive/Officer of PAKISTAN SINGLE WINDOW,
do hereby declare that I shall not offer or accept any payment, bribe, favor or inducement which might
influence, or appear to influence, my decisions and actions for and on behalf of PSW and shall abide
by all the applicable laws and Anti-Corruption, Fraud and Bribery Policy of PSW. I undertake that my
income tax returns are duly submitted (for those who have taxable income) and will provide the same
if required for any inquiry/investigation.

Furthermore, I shall support and encourage to take every step against corruption, Fraud and Bribery.

Name: _____

Signature: _____

Date: _____