

TECHNO BRAIN GROUP

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

INTRODUCTION

This document sets out the Anti-Bribery and Anti-Corruption Policy (“**Policy**”) of TechnoBrain group of companies (“**Group**”).

The Group is committed to the prevention, deterrence and detection of bribery and corrupt business practices. In view of the nature, scale and geographic range of the Group’s business activities, it is important that the Group addresses the risk of bribery and corruption in order to help protect its reputation globally.

This Policy provides the guidelines on anti-bribery and anti-corruption with a view to educate the Employees (defined below) and Group Representatives (defined below) on conducting business of the Group legally and ethically. This Policy addresses a variety of contexts in which bribery and corrupt practices issues may arise in the jurisdictions in which the Group operates. In some jurisdictions, local laws and regulations may be more stringent than the provisions of this Policy. In such jurisdictions, the local laws would take precedence over this Policy.

APPLICABILITY OF POLICY

This Policy applies to:

- Every individual working with the Group, wherever located across the world, including all employees (whether permanent or temporary at all levels and/or grades), directors, officers and executives (“**Employees**”).
- All other persons who represent the Group in any way whatsoever (“**Group Representatives**”).

The Employees and Group Representatives are to adhere to this Policy while dealing with any person within the Group or with ‘Other Third Parties’.

The term ‘Other Third Parties’ shall include any person or entity with whom the Employees and/or Group Representatives may interact (directly or indirectly) in connection with or in relation to the activities of the Group including any government official, government body, the Group’s existing and/or potential customers, agents, distributors, service providers, business contacts, consultants, advisers and contractors (including their advisers, representatives and officials), politicians and political parties.

The Group wants to ensure that its Employees and Group Representatives clearly understand and have the ability to properly address the anti-bribery and anti-corruption legal compliance risks associated with doing business globally. All Employees and Group Representatives are expected to read this Policy and ensure compliance of the same. In case any Employee or Group Representative requires any clarification on any aspect of the Policy, they may contact the Anti-Bribery Committee which has been constituted for supervising and implementing this Policy.

BRIBERY and CORRUPTION

A 'bribe' includes a payment, reward, incentive, inducement or anything of value offered, solicited, promised or provided to any person directly or indirectly for procuring, obtaining or retaining any commercial or other advantage in an improper manner including for influencing an official act or decision and/or inducing the recipient or other person to use influence to affect any act or decision affecting the Group.

It is unlawful to directly or indirectly offer, pay, ask for or receive a bribe and the same is prohibited.

The Group does not differentiate between government officials and private individuals or entities so far as offering, paying, asking for or receiving of a bribe is concerned. The Group does not tolerate bribery, regardless of the status of the giver or the recipient. Bribery within the Group is also prohibited.

It should be borne in mind that a bribe need not necessarily mean a monetary payment and may include anything of value. Some examples of non-monetary bribes which may be sought or offered are listed below:

- Gifts, corporate hospitality or entertainment
- Providing or seeking goods, services or facilities at unusually discounted rates
- Allowing the use of the Group's services, facilities or properties for free or at unusually discounted rates
- Passing on of inside or confidential information
- Sexual favours
- Employment to a friend or a relative
- Donation to a political party
- Charitable donation or social contribution
- Other favours that are or can be of value to the recipient

The aforesaid are for illustrative purposes only and there may be other forms of non-monetary bribe.

Acts of bribery can be in various forms and can come into operation under various circumstances.

The following are a few examples of bribery

Bribing an Official: Mr. X, an employee of ABC company, gifts a government official an expensive watch with an intention of obtaining a contract for supply of goods or services of ABC to the department of the government where such government official works. Here Mr. X has risked committing an offence of bribery as soon as the offer or delivery of the watch is made to the government official. In such a case, Mr. X has put ABC also at a risk of having committed an offence of bribery.

Bribing a Potential Customer: The aforesaid Mr. X offers the CEO of a potential customer and his family an all-expenses paid trip to Hawaii only if the said ABC Company is hired as one of the vendors of the potential customer. Mr. X has risked committing an offence of bribery as soon as the offer is made to the CEO of the potential customer. ABC Company may also be found to have committed an offence of bribery.

Bribing a Competitor: Mr. X offers cash to the CEO of XYZ Company as consideration for XYZ Company refraining from bidding in one of the commercial contracts in which ABC Company is also bidding. Mr. X has risked committing an offence of bribery as soon as the offer is made to the CEO of XYZ Company. ABC Company may also be found to have committed an offence of bribery.

Receiving a Bribe: A contractor of ABC Company promises to employ Mr. X's wife as its Human Resource Manager if Mr. X ensures that the contractor is provided contracts from ABC Company. If Mr. X accepts this offer, he has risked committing an offence of receiving a bribe.

Intra-Group Bribe: Mr. X's brother is in the entertainment industry and regularly gets passes for various events held in the city. Mr. X offers to provide these tickets for free to Mr. Y, his manager, all round the year if Mr. Y promotes Mr. X to a senior level. Mr. X has risked committing an offence of bribery as he has made an offer to gain advantage related to his employment with ABC Company. Mr. Y may also be liable under anti-bribery laws if he accepts Mr. X's offer.

The aforesaid are for illustrative purposes only and there may be other instances which may also be considered as offering or receiving of bribes.

RED FLAGS

Certain activities have the potential of raising anti-bribery and anti-corruption "red flags". Each Employee and Group Representative is required to take special measures to address the "red flags" before proceeding with a transaction or engaging Other Third Party. The following is a list of possible red flag situations that may arise during the course of an Employee's employment or a Group Representative's association with the Group and which may raise concerns under anti-bribery and anti-corruption laws:

- The Other Third Party does not agree in writing to adhere to this Policy and the relevant local anticorruption laws or does not demonstrate that it has adequate internal anti-bribery and anti-corruption policies and procedures in place.
- An Employee or a Group Representative suspects or becomes aware that the Other Third Party engages in, or has been accused of engaging in, illegal or unethical business

practices or the structure and operations of the Other Third Party indicates that corrupt practices are utilized in conducting business.

- In the past, the Other Third Party has requested the Group to prepare incorrect invoices or any other type of false documentation or has given false justifications for expenses to be reimbursed.
- An Employee or a Group Representative receives an invoice from the Other Third Party that appears to be unusual and not as per standard format.
- An Employee or a Group Representative learns that the Other Third Party has a reputation for paying bribes or requiring that bribes are paid to them for undertaking transactions.
- The Other Third Party refuses to provide (or provides insufficient, false or inconsistent) information in response to due diligence questions raised by the Group in the vendor short-listing or identification process.
- The Other Third Party insists on receiving an illegal commission or payment in exchange for carrying out a government function or process for the Group. It does not matter whether the Other Third Party is undertaking the function or process as per procedure or is deviating from it for the benefit of the Group.
- The Other Third Party requests for an illegal payment in exchange for his ignoring probable legal or regulatory violations by the Group.
- There are indications that the Other Third Party is not acting on his own behalf while interacting with the Group, but is concealing the true beneficial owner's identity.
- The Other Third Party requests payment in cash and refuses to provide an invoice or receipt for the same.
- The Other Third Party requests for an over-invoicing for the goods or services provided by it to the Group.
- The Other Third Party requests that all or a portion of the commission to be paid to it be paid by the Group in a third-party country which is unconnected with the transaction or by irregular methods.
- The Other Third Party requests an unexpected additional fee or commission to "facilitate" a service for the Group.
- The Other Third Party demands from the Group any hospitality, gifts or entertainment in lieu of or in connection with provision of goods/services for or from the Group.
- The Other Third Party has been convicted or has been charged with violations of laws relating to bribery and/or corruption.
- The Other Third Party requests for an employment or other engagement with the Group for his relative or friend.
- The Other Third Party insists on the use of side letters (i.e. agreed terms in a letter or other document outside the main written contract between the parties) or refuses to put the agreed terms in the main written contract.
- The Other Third Party offers unusual gifts or hospitality to the Employees or Group Representatives.
- An Employee or a Group Representative becomes aware that a colleague, other employee or contractor working on behalf of the Group requests a payment from the Other Third Party to expedite or engage in an activity with the Group.
- An Employee or a Group Representative receives a cash offer from another Employee or Group Representative in return of such Employee or Group Representative providing some employment related advantage to the Employee or Group Representative offering such cash.

The aforesaid list is not intended to be exhaustive and is for illustrative purposes only and there may be other instances which may also be considered to be “red flag” situations.

If any of these “red flag” situations are encountered by the Employees or Group Representatives while working with the Group, the same should promptly be reported by them to the Anti-Bribery Committee for further examination.

If it is found that an Employee or a Group Representative has overlooked evidence of corruption or bribery which is within or is brought to his knowledge, such Employee or the Group Representative would have to face disciplinary action.

FACILITATION PAYMENTS

A ‘facilitation payment’ is normally a small illegal payment or gift made with a view to secure, facilitate or speed-up the performance by a government official of a regular, obligatory and non-discretionary governmental action or service which the government official is already under a duty to perform and to which the payer has a legal and legitimate entitlement.

Such facilitation payments are also bribes and offer and payment of such facilitation payments is also prohibited.

Examples of activities for which facilitation payments are usually demanded:

- Clearing goods from customs.
- Obtaining permits, licenses or other official documents necessary to do business.
- Processing government papers, such as visas or work orders.
- Providing police protection or other security.
- Scheduling inspections associated with contract performance.
- Providing utilities (such as access to phone, power or water supply).

The above examples are for illustrative purposes only and there may be other instances where facilitation payments may be demanded.

Neither an Employee nor any Group Representative shall make facilitation payments of any kind to any Other Third Party, even if they are customary business practice in a particular country. They are treated as bribes under this Policy regardless of size of the payment/gift or local standards or cultural norms. There could be instances where a government official demands that a facilitation payment be made to him for performing his routine official activities. In such a scenario, an Employee or a Group Representative may consider doing the following:

- Ask what the payment is for and insist for official receipts for all payments made.

- Consider whether the payment is for legitimate services or goods. If the payment is for legitimate services or goods provided and/or the amount is appropriate, justifiable and proportionate and an official government receipt is being provided, it is unlikely to be considered a facilitation payment and such payment may be made.
- If the Employee or the Group Representative has any suspicions or concerns or is unsure whether a payment is permissible or legal, he should consult the Anti-Bribery Committee at the earliest.

GIFTS AND HOSPITALITY

The practice of giving and receiving gifts and hospitality is an integral part of doing business in some parts of the world. However, it is prohibited when used as a disguise for bribes or for making facilitation payments. To avoid committing an offence related to bribery, the gift or hospitality must be:

- Made in good faith with the intention only to build or maintain legitimate business relations or offer normal courtesy; and
- Reasonable, nominal in value and appropriate in terms of the type, value and occasion and frequency of provision in the particular circumstances, including local cultural sensitivities.

In addition to the above, if the Employees and the Group Representatives meet the following requirements, then accepting and giving of gifts or hospitality may be considered to be acceptable:

- If the giving and receiving of gifts or hospitality is in accordance with the local laws and customs.
- If the gifts are given and received openly.
- If cash is not given as a gift.
- If the hospitality is routine business courtesy like providing airport drop and pick-up services.
- If token gifts or food articles are exchanged on local festivals.

Following are some examples of generally acceptable gifts and hospitality which may be received or given by an Employee or a Group Representative for or on behalf of the Group:

Gifts:

- A coffee mug with the Group's name/logo
- Diaries with the Group's name/logo
- Sweets and baked goods
- T-shirt, sweatshirt, cap or golf balls with the Group's name/logo
- Flowers
- Inexpensive stationary
- Group's calendar

Hospitality:

- Mr. X, an employee of ABC Company, invites a customer of ABC Company to an annual event of ABC Company as part of a public relations exercise where the attendees are offered free lunch/dinner and drinks.
- Mr. X and his family are invited to a party by a customer of ABC Company to celebrate the successful completion of a business transaction of the customer with ABC Company.
- Mr. X books a hotel room for a customer of ABC Company so that he can visit one of ABC Company's facilities for a legitimate business purpose.

The above examples are for illustrative purposes only.

Except as stated in the aforesaid paragraphs, the Employees or Group Representatives may not receive or provide gifts and hospitality of any other kind from or to any Other Third Party. In particular, the Employees and Group Representatives may not:

- Offer or receive gifts and/or hospitality of any kind from any Other Third Party to whom a proposal for business has been submitted by the Group or from whom the Group has received a business proposal and/or where negotiations are underway.
- Offer or receive gifts and/or hospitality of any kind from an Other Third Party which is involved in a tender or competitive bidding process where the Group is also participating.
- Offer or receive gifts and/or hospitality of any kind from any Other Third Party that is known to be prohibited by such Other Third Party's organisation.
- Make facilitation payments to any government official.
- Offer gifts and/or hospitality to any Other Third Party with an anticipation of receiving a commercial benefit from such third party.
- Offer any gift and/or hospitality to any Other Third Party to reward a commercial benefit already given by such Other Third Party to the Group.

These prohibitions apply whether the gift or hospitality is provided or received directly by the Employee or Group Representative or their family members or by someone acting on their behalf. All relationships with Other Third Parties should be on arm's length basis.

The Employee and Group Representative should not engage in any activity which could impair or give the appearance of impairing his ability to perform duties or to exercise judgment in a fair and unbiased manner.

If unusual gifts and/or hospitality are offered to any Employee or Group Representative, the same shall be reported by the Employee or Group Representative to the Anti-Bribery Committee. Further, if there is a specific requirement of giving a gift or offering hospitality to any Other Third Party as a business courtesy or otherwise, the prior written approval of the Anti-Bribery Committee should be obtained by the Employees and Group Representatives.

Employees and Group Representatives are warned that they shall not, under any circumstances, seek to circumvent this Policy by paying for any gift or hospitality personally from his own pocket.

DONATIONS

The Group, as part of its corporate social responsibility, may make donations to charitable and non-governmental organisations in various jurisdictions. The Group may sponsor cultural and social events meant for the benefit of the society. Such donations or sponsorships are made in compliance with applicable laws.

Donations and sponsorships are made by the Group only when the Group does not receive, and is not perceived to receive any business consideration or benefit in return.

POLITICAL CONTRIBUTIONS

All monetary and non-monetary contributions to promote and support political parties, politicians and political initiatives are said to be 'political contributions'.

Political contributions may be construed to be bribes when the same are made with the intention of, or for influencing government decisions for, gaining a commercial advantage for the Group. The same is prohibited.

The Group is an apolitical organisation and does not make any kind of direct or indirect political contribution. Employees and Group Representatives must not make political contributions or incur any other political expenditure on behalf of the Group (whether in cash or by allowing the Group's services / goods / facilities to be used by any political party, politicians or for political initiatives free of cost or at a discounted rate). Employees and Group Representatives may make personal political contributions from their own pockets but cannot claim a refund for the same from the Group.

ACCOUNTS AND RECORD KEEPING

Accurate and proper books, records and financial reporting must be maintained across the Group. All expenditure claimed by Employees and Group Representatives towards gifts and/or hospitality extended to Other Third Parties must be supported by documents that accurately and properly describe such expenditure and the reason for the expenditure must be specifically recorded. All such expenses or claims must be submitted in accordance with the applicable expenses / reimbursement policy of the Group. The same may be subject to the review of the Anti-Bribery Committee.

No false entries or material omissions regarding payments or transactions with Other Third Parties should be made in the Group's books, records and accounts. No accounts should be kept "off-book" to aid or cover up inappropriate payments. Any gaps that may be discovered in accounts or payments made to the Other Third Parties must immediately be reported to the Anti-Bribery Committee.

Following are a few examples of inaccurate record keeping and expenses / reimbursement claim:

Submission of false or inaccurate expense account details.

- Creating or using an off-the books "slush" fund.
- Using or causing someone else to use the Group's funds for an illegal or unauthorized purpose.
- A payment to any Other Third Party which is described in accounting entries as a "miscellaneous fee", which is very vague.
- Making false or artificial entries in the Group's books and records or being part of an arrangement or activity that results in falsification of the Group's books and records.

The above examples are for illustrative purposes only.

Falsification of any book, record or account of the Group or submission of any false expense statement or claim for reimbursement is strictly prohibited and may lead to termination of employment for Employees and termination of contract for Group Representatives.

DUE DILIGENCE AND SELECTION OF OTHER THIRD PARTIES

As part of its business, the Group liaises with Other Third Parties from time to time. Employees and Group Representatives shall ensure the following while dealing with Other Third Parties:

- Undertake the Group's requirements of investigating (which includes conducting appropriate due diligence), pre-qualifying and internally certifying the Other Third Parties. This process needs to be documented suitably.
- After approving any Other Third Party, a written agreement should be signed with the Other Third Party detailing the terms of the engagement.
- Each Other Third Party who is engaged by the Group should adequately be briefed about this Policy and also about the requirement of them adhering to this Policy so long as they
- Each Other Third Party agreement shall contain suitable wordings making it possible for the Group to terminate the agreement if the Other Third Party fails to abide by this Policy.
- All payments to the Other Third Party must be made to them directly. Payment must not be made to the Other Third Party through another party that has no contractual relationship with the Group.

ANTI BRIBERY COMMITTEE

For the effective implementation of this Policy, the Group has formed an Anti-Bribery Committee which consists of the following members:

Chairman of the Committee

Mr. Manoj Laxmi Shanker, Group CEO and Director, Email: manoj.shanker@technobraingroup.com

Committee Members

Mr. M. B. Shyam Sunder, Director Legal, Email: shyam.sunder@technobraingroup.com

Mr. Dipesh Thakkar, Global Director, Finance, Email: dipesh.thakkar@technobraingroup.com.

The Anti-Bribery Committee monitors the effective implementation of this Policy. The Anti-Bribery Committee is responsible for receiving reports or complaints of bribery and corruption and to answer queries which any Employee or Group Representative may have as regards the Policy.

YOUR RESPONSIBILITY AND WHISTLEBLOWING

All Employees and Group Representatives must abide by this Policy at all times and to avoid any activity which may lead to breach of this Policy. In this regard, if any Employee or Group Representative has any doubts or concerns as regards the Policy they may contact the Anti-Bribery Committee.

It is each Employee's and Group Representative's responsibility to prevent, detect and report bribery and corruption cases within the Group or with respect to the Group's transactions. This may include instances where the Employee or the Group Representative has been offered a bribe or have been asked to give a bribe or if the same is suspected while such Employee or the Group Representative is dealing with Other Third Parties. Such reporting shall be to the Anti-Bribery Committee. Everyone to whom this Policy applies is also free to report suspected acts of corruption and/or bribery to the Anti-Bribery Committee. Employees and Group Representatives are encouraged to raise genuine concerns under this Policy, even if they turn out to be untrue at a later point of time.

Employees and Group Representatives are assured that complete confidentiality shall be maintained as regards their communication with the Anti-Bribery Committee. Employees and Group Representatives are also assured that they will not suffer any discriminatory or detrimental treatment as a result of reporting the breach of this Policy by any person or refusing to take part in bribery or corrupt activities. If any Employee or Group Representative feels that he has suffered a discriminatory or detrimental treatment due to the above, he should immediately report the same to the Anti-Bribery Committee.

Any retaliatory action undertaken by Employees or Group Representatives against whom any report of bribery or corruption has been made to the Anti-Bribery Committee shall be met with strict disciplinary action including termination of employment or commercial relationship with the

Group, as applicable.

WHISTLEBLOWING

Anyone, including employees, group representatives or third party wanting to report a situation where they have reason to suspect that misconduct (as defined above) is occurring, has occurred or is planned to occur, or who thinks that an issue or concern along the lines of the above which they have already reported by some other means is not being properly handled is encouraged to use Techno Brain' independent, confidential whistleblowing channel to report their issue or concern.

TRAINING

The Group may organize workshops for Employees and Group Representatives who interact with government officials and Other Third Parties for a better understanding of this Policy.

BREACH OF THIS POLICY

All Employees and Group Representatives are advised comply with this Policy at all times. Any breach of this Policy by (a) an Employee will be met with disciplinary action, which may also lead to termination of their employment with the Group; (b) a Group Representative may lead to the termination of the commercial contract.

The aforesaid is in addition to consequences under applicable local laws. Breach of certain provisions under this Policy may also result in breach of certain legal provisions of the applicable laws. The consequences of breach of legal provisions vary from jurisdiction to jurisdiction and may at times lead to imprisonment and hefty fines.

APPLICABLE LEGISLATIONS

All local laws and regulations of the jurisdictions in which the Group operates and which deal with bribery and corruption are applicable to the Group, its Employees and Group Representatives. These laws are in addition to this Policy and are to be complied with by the Employees and the Group Representatives to the fullest extent.