

Anti – Bribery and Anti - Corruption Policy

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1. Policy Statement

It is the policy of Birlasoft to conduct all business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption in all the countries and jurisdictions in which we operate. The policy obliges every employee of the Company to adhere to all applicable laws, including but not limited to the following:

- 1) The Bribery Act 2010, UK (in respect of our conduct both at home and abroad)
- 2) The Foreign Corrupt Practices Act 1977 (the FCPA) of USA
- 3) Any other Anti-corruption law or act prevalent in any other country where we operate or have a business interest.
- 4) The Companies Act, 2013
- 5) The Prevention of Money Laundering Act, 2002 (PMLA)

Bribery and corruption are punishable for individuals and organizations as per the laws of various countries.

The Company recognizes that industry practices may vary from country to country or from culture to culture. What is considered unacceptable in one place may be normal practice in another. Nevertheless, strict adherence to the guidelines set out in this Policy is expected from all Associates, Associated Persons, and Third Parties always. If in doubt as to what might amount to bribery or what might constitute a breach of this Policy, refer the matter to your Geo HR Head, Geo Business Head or CPO.

2. Purpose of the Policy

- (a) Set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption.
- (b) Provide information and guidance to those working for us on how to recognize and deal with bribery and corruption issues.

3. Definitions

In this policy “**Birlasoft**” or “**Company**” means Birlasoft Limited, and all its associates, subsidiaries, branches, and business units known in any name anywhere in the world.

“**Third party**” means any individual or organization you meet during the course of your work with us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

4. Applicability

This policy applies to all employees of Birlasoft working at all levels (including any of its intermediaries, subsidiaries or associated companies), including directors, consultants, employees (whether permanent, fixed-term or temporary), contractors, trainees, seconded staff, sub-contractual staff, casual workers and agency staff, volunteers, or any other person associated with Birlasoft wherever located (collectively referred to as “**Associates**” in this policy).

It also applies to all third parties or corporate entities associated with the Company or who performs functions in relation to, or for and on behalf of, the Company, including, but not limited to, directors, agency workers, casual workers, contractors, consultants, seconded staff, agents, suppliers and sponsors (“**associated persons**”). All Associates, third parties and associated persons are expected to adhere to the principles set out in this Policy.

5. What is Bribery?

Definition of bribery:

- 5.1. Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, soliciting or lobbying something of value or of an advantage so to induce or influence an action or decision.
- 5.2. A bribe refers to any inducement, reward, or object/item of value offered, promised or provided to another individual or firm or organization in order to gain commercial, contractual, regulatory, or personal advantage.

- 5.3. Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.
- 5.4. Bribery is illegal. Employees must not engage in any form of bribery, whether it be directly, passively, or through a third party (such as an agent or distributor). They must not bribe a public official, including a foreign public official anywhere in the world. They must not accept bribes in any degree and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must refer to companies "Business Gift and Business Entertainment Policy" or seek further advice from the company's Geo HR Head, Geo Business Head or Chief People Officer.

The company policy prohibits:

- the offering, the giving, the solicitation, or the acceptance of any bribe, whether cash or other inducement
- to or from any person or company, wherever they are situated and whether they are a public official or body or private person or company.
- by any individual associate, agent or other person or body acting on the Company's behalf.
- To gain any commercial, contractual or regulatory advantage for the Company in a way which is unethical.
- Or to gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

6. Gifts and Hospitality

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties if they are as per our "Business Gifts and Business Entertainment Policy" and in conformance with prevalent Acts and Guidance notes issued as per the law of the land.

"Hospitality and promotional, or other business expenditure which seeks to improve the image of the Company, better to present products and services, or establish cordial relations, is recognized as an established and important part of doing business and is accepted by the Company. This policy does not prohibit reasonable and proportionate hospitality and promotional or other similar business expenditures intended for these purposes. It is, however, clear that hospitality and promotional or other similar business expenditure can be treated as bribery, if there is a quid pro quo arrangement or given with a motive to extract any undue benefit for the person or the Company."

Thus, giving or receipt of gifts is not prohibited, if they comply with our "**Business Gifts and Entertainment Policy**" and if the following requirements are met:

- (a) it is not made to influence a third party to obtain or retain business or a business advantage, or to reward the provision or
- (b) retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits.
- (c) it complies with local law.
- (d) it is given in our name, not in your name.
- (e) it does not include cash or a cash equivalent (such as gift certificates or vouchers).
- (f) It is appropriate in the circumstances. (For example, in the UK it is customary for small gifts to be given at Christmas time and in India during major festivals like Diwali).
- (g) Considering the reason for the gift, it is of an appropriate type and value and given at an appropriate time.
- (h) it is given openly, not secretly; and
- (i) Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Business Unit / Function Head or CPO.

7. What is not acceptable?

It is not acceptable for you (or someone on your behalf) to:

- (a) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure.
- (b) accept a payment from a third party that you know, or suspect is offered with the expectation or hope that a business advantage for them.
- (c) accept a 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 us in return.

- (d) Threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy.

8. Facilitation Payments and Kickbacks

We do not make, and will not accept or offer, facilitation payments or "kickbacks" of any kind. We recognize that facilitation payments are a form of bribery, and such facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.

We recognize that, despite our strict policy on facilitation payments and kickbacks, employees may face a situation where avoiding a facilitation payment or kickback may put their/their family's personal security at risk. Under these circumstances, the following steps must be taken if you are asked to make a payment on our behalf. You should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Under these circumstances, the following steps must be taken:

- a. Keep any amount to the minimum.
- b. Ask for a receipt, detailing the amount and reason for the payment.
- c. Create a record concerning the payment.
- d. Report this incident to your line manager.

If you have any suspicions, concerns, or queries regarding a payment, you should raise these with the Business Unit Head/Function Head or CPO.

Kickbacks are typically payments made in return for a business favor or advantage. We do not allow kickbacks to be made or accepted. All associates must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

9. Donations

Birlasoft does not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices as per our "Corporate Social Responsibility" guidelines/programs. No donation other than this must be offered or made on behalf of the Company without the prior approval of the CEO, CFO, CPO or Geo HR Head.

10. Willful Blindness

If an associate willfully ignores or turns a blind eye to any evidence or incident of corruption or bribery within his / her department and/or around him / her, which the associate is reasonably aware of or having information to, it will also be considered as an act of passive acceptance of the act. Although such conduct may be "passive", i.e., the associate may not have directly participated in or may not have directly benefited from the corrupt practices or event of bribery, the willful blindness to the same may, depending upon the circumstances, and result into disciplinary action as deemed appropriate by the management.

11. Business Relationships

"Company" expects all "Third Parties" doing business with "Company" to approach issues of bribery and corruption in a manner that is consistent with the principles set out in this Policy. "Company" requires all "Third Parties" to cooperate and ensure compliance with these standards, to continue the business relationship.

To maintain the highest standards of integrity, with respect to any dealings with a Third Party, all associates dealing with Third Party must ensure that:

- (a) Associates shall conduct due diligence enquiries to review the integrity records of any Third Party before entering a commercial relationship with them and follow the supplier management process and guidelines as defined in the Global Procurement Policy.

- (b) Associates shall fully document the engagement process and the final approval of the selection of any Third Party as per the concerned policy.
- (c) Associates in various functions who deal with third parties shall inform them intent and key conditions of this policy as per Supplier Guidelines norms.
- (d) Procurement Function shall ensure that:
 - Each Third-Party vendor or supplier is fully briefed on this policy and have made a formal commitment in writing to abide by it by signing the "Supplier Guidelines" document, as defined in the Procurement policy.
 - Fees and commissions agreed will be appropriate and justifiable remuneration for legitimate services rendered.
 - Contractual agreements will include appropriate wording making it possible to withdraw from the relationship if any of the Third Parties fail to abide by this Policy.

In the event of any doubt on the integrity of a "Third Party", it is the responsibility of every associate having knowledge or having reasonable information/doubts to contact his / her Manager and the Whistleblower Committee via whistleblower@birlasoft.com as soon as possible. (Refer to the "Whistleblower Policy" available on intranet for more details)

12. Responsibility of Associates

- Every associate must ensure that he/she reads, understands, and comply with this policy.
- The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control.
- All Associates are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- Associates must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our Business Gifts and Entertainment Policy and/or other expenses policy and specifically record the reason for the expenditure.
- An associate must notify at 'whistleblower@birlasoft.com' as soon as possible if you believe or suspect that.
- A conflict with this policy has occurred or may occur soon. For example, if a client or potential client offers you something to gain a business advantage with us or indicates to you that a gift or payment is required to secure their business.
- For this policy, the "Ethics Officer" shall be the Head of Internal Audits, unless notified otherwise.

13. Record Keeping

Birlasoft and all Associates to keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties and supported with appropriate company policy and/or law of the land.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers, and business contacts, should be prepared and maintained with strict accuracy and completeness by the respective functions/owners of the Company. No accounts must be kept "off-book" to facilitate or conceal improper payments.

Record keeping aims to provide protection for both the Company and the Associates. Associates cannot be compromised or accused of impropriety if everything is recorded.

14. How to Raise a Concern

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised to the Whistleblower Committee @ whistleblower@birlasoft.com. You are also encouraged to refer to the Whistleblower Policy of the Company and report any suspected malpractice at the contacts given in the policy.

15. What to do if you are a victim of Bribery or Corruption

It is important that you inform in writing to the CPO, Geo HR Head or Geo Business Head as soon as possible if you are offered a bribe by a third party, are asked to make one, you suspect that this may happen soon or believe that you are a victim of another form of unlawful activity.

16. Protection

Associates who refuse to accept or offer a bribe, or those who raise concerns or report another person's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. However, associates also to make sure that the complaints are not with mala fide intent to victimize someone or to settle personal or professional scores.

We are committed to ensuring no one suffers any detrimental treatment because of refusing to take part in bribery or corruption, or because of reporting it in good faith. If you believe that you have suffered any detrimental treatment because of your raising a concern under this policy, you should inform the CPO, Your Business HR Partner, or Your Delivery Manager/Function Head immediately. If the matter is not remediated, you should raise it formally with the COO or CEO of the Company.

17. Monitoring and Review

The "Ethics Officer" will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness based on the issues reported/observed or based on any audit findings or change in law. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

18. Breach of Policy

Any Associate who breaches this policy will face disciplinary action as per the disciplinary actions policy of the company or any other applicable policy. We reserve our right to terminate our contractual relationship with any party or sub-contractual staff if they breach this policy.

19. Some Examples of Bribery

For better understanding of all, below are some examples of bribery: -

Offering a Bribe: -

You offer a potential client ticket to a major Sporting event such as Wimbledon, Olympics or a test Match or offered employment to a known person of a potential client **but** only if they agree to place a contract with us. This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe: -

A supplier offers to supply you and your spouse with a fantastic modern new modern kitchen or offers employment to a relative of you in another firm but makes it clear that in return they expect you to use your influence in our organization to ensure we continue to do business with them. It is an offence for the supplier to offer you a bribe. It would be an offence for you to accept that offer as you would be doing so to gain a personal advantage.

20. Training

The primary responsibility of understanding the policy in entirety, attending trainings and orientation programs, and seeking clarifications in case of doubt lies with the associates.

The Company will provide training and orientation to all Associates to help them understand their duties and responsibilities under this Policy at the time of onboarding and induction and through regular awareness programs (at least once a year). The Company's zero tolerance approach to bribery will also be communicated to all business partners at the outset of the business relationship with them (through supplier guidelines or service agreements) and as appropriate thereafter.

21. References

This policy has reference to the following policies and procedures:

- Policy on Code of Business Ethics and Conduct
- Whistleblower Policy
- Business Gifts and Entertainment Policy
- Disciplinary Actions Policy
- Global Procurement Policy

All the above policies are available in our intranet site under the policies section.

22. Anti-bribery and Ant-corruption Law/Act

Notwithstanding anything mentioned in this policy, the law/act of the land / country will prevail, wherever there such a law exists that covers all or any part of the clauses mentioned in this policy.

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