

LP-017-ABC

GLOBAL ANTI-BRIBERY AND CORRUPTION POLICY

Process owner : Legal & Compliance Team
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Revision History

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This anti-bribery and corruption policy (Policy) is subject to modification or amendment at our sole discretion without prior notice. The most recent version can be accessed at Cyient.com → Investors → Corporate Governance → Policies.

Always refer to the latest version when determining current requirements, as all prior versions are superseded.

1. Policy Statement

- 1.1 Cyient (**Company**) is committed to doing business in an honest and ethical manner. We take a zero-tolerance approach to Anti-bribery and corruption. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and to implementing and enforcing effective systems to counter bribery and corruption.
- 1.2 As part of this commitment, we will not tolerate any form of bribery or corruption in our business or those we do business with. We would rather withdraw or walk away from a business opportunity than be involved in any activity that could be construed to be a bribe.
- 1.3 We expect all our directors, officers, employees, agency workers, seconded workers, volunteers, interns or others who perform services on our behalf (**Associates**) to abide by this commitment. We expect all our subsidiaries, branches, and affiliates, including acquired companies and companies controlled by us and their Associates, to comply with this commitment. For this Policy, a reference to Associates includes a reference to the Associates of the Company, our subsidiaries and companies controlled by us.
- 1.4 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate, including the Prevention of Corruption Act, 1988 (India), the Criminal Code 1995 (Cth), the Corporations Act 2001 (Cth) and Australian state and territory anti-bribery legislation (Australia), the United States Foreign Corrupt Practices Act of 1977 (USA) and the United Kingdom's Bribery Act 2010 (UK), the Prevention of Corruption Act (the PCA); and the Penal Code (Singapore) and other applicable Anti-Bribery and corruption laws Worldwide. (**Applicable Anti-Bribery Laws**).

2. Purpose of this Policy

The purpose of this Policy is to:

- (a) set out our responsibilities, including those of our Associates, in observing and upholding our position on bribery and corruption, and

- (b) provide information and guidance to our associates on how to recognise and deal with bribery and corruption issues.

3. Application of this Policy

- 3.1 This Policy applies to all our Associates, wherever they are located.
- 3.2 This policy applies to all associates, entities and affiliates of the Cyient Group Worldwide. These parties acting for or on behalf of Cyient should be bound contractually as per ABAC clauses.
- 3.3 This Policy does not form part of any Associate's employment contract and may be updated or changed at any time without prior notice at our discretion.

4. Responsibility for this Policy

- 4.1 Our board of directors is responsible for ensuring this Policy complies with our legal and ethical obligations and that all those under our control comply with it.
- 4.2 Our Company Secretarial team and Global Compliance Team (Compliance Manager) are responsible for implementing this Policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they effectively counter bribery and corruption.
- 4.3 Management at all levels is responsible for ensuring those reporting to them understand and comply with this Policy and are given adequate and regular training.
- 4.4 All Associates are individually responsible for aiding their understanding of this Policy and complying with this Policy in their day-to-day role.
- 4.5 Associates are invited to read this Policy and suggest ways to improve it. Comments, suggestions and queries should be addressed to the Compliance Manager by email at global.compliance@cyient.com

5. Minimum standards for our Associates

- 5.1 The prevention, detection and reporting of bribery and other forms of corruption is our responsibility and the responsibility of all our Associates.
- 5.2 As a minimum requirement, we expect our Associates to:
 - (a) carry out their role with the company in an honest and ethical manner;

- (b) endorse and abide by this Policy (and all Applicable Anti-Bribery and Corruption Laws);
- (c) participate in anti-bribery and corruption compliance training on induction periodically throughout their employment and as required by the company;
- (d) avoid any activity that might lead to, or suggest, a breach of this Policy or Applicable Anti-Bribery and corruption Laws; and
- (e) notify the Global Compliance Team by email at global.compliance@cyient.com and the Company Secretarial team at company.secretary@cyient.com OR the Ethics Help Hotline services managed by Lighthouse Hotline Cyient Ethics Help Hotline - Lighthouse Services as soon as possible if you believe or suspect that a breach of this Policy has occurred or may occur in the future.

6. Prohibition on bribery and corruption

6.1 For the purpose of this Policy:

- (a) **Bribery** (or a **bribe**) typically involves the giving, offering or promising of a direct or indirect benefit (monetary or otherwise) to a person to:
 - (i) Improperly influence a person to obtain or retain a business or personal advantage; or
 - (ii) Induce or reward the improper exercise of the duties or functions of a person within the public or private sector, including any government official.
- (b) **corruption** typically involves the improper use of power or position for personal gain;
- (c) **secret commissions** or **payments** typically involve the taking or solicitation of a commission from a third party without disclosing that commission to the principal. The secret commission is given as an inducement to that person to use their position to influence the conduct of their principal's business;
- (d) it is irrelevant whether the payee or recipient of a bribe, secret commission or payment, or other benefit or personal gain (**Benefit**) works in the public or private sector; and
- (e) it is also irrelevant whether the benefit is accepted or ultimately paid. Even offering a Benefit will be a contravention of this Policy and will usually be sufficient for an offence to be committed.

6.2 Our company prohibits:

Cyient does not permit or tolerate any form of Bribery and Corruption

Cyient Prohibits its associates from directly or indirectly requesting, receiving, accepting or giving, promising or offering to a third party any payment benefit or Anything of Value (regardless of whether for oneself, Cyient or a Third party) in order to :

- (a) Improperly influence any act or decision; or
- (b) Attempt to secure an improper advantage or favour for Cyient, a third party or oneself; or
- (c) Grant an unfair preference in the procurement of goods and services or otherwise obtain or retain business, including any commercial transaction for cyient through inappropriate means.

6.3 Our Associates must:

- (a) Avoid any activity that might lead to a bribe or secret commission being paid or accepted by us or on our behalf or that might suggest that a bribe or secret commission will be paid or accepted.
- (b) must not enter any business dealings with Suppliers known to, or reasonably suspected of, paying bribes or other corrupt activities; and
- (c) not threaten or retaliate against another individual who has refused to participate in bribery or corruption or who has raised concerns under this Policy.
- (d) In case of any queries related to this policy, the associate shall reach out to Legal and Compliance colleagues.
- (e) notify the Global Compliance Team by email at global.compliance@cyient.com and the Company Secretarial team at company.secretary@cyient.com OR the Ethics Help Hotline services managed by Lighthouse Hotline Cyient Ethics Help Hotline - Lighthouse Services as soon as possible if you believe or suspect that a breach of this Policy has occurred or may occur in the future.

Here are a few examples of bribery and corruption :

Offering a bribe

You offer potential clients tickets to major sporting events only if they agree to do business with our company.

This would be an offence as you are making the offer to gain a commercial and contractual advantage.

Our company 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 gives your nephew a job but makes it clear that in return, they expect you to use your influence in our company to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing a foreign official

You arrange for the company to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

The offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

7. Exclusion of Third parties engaged in bribery

- 7.1 Any third party acting directly or indirectly on behalf of or for Cyient whose integrity and past or current business conduct is considered to be questionable or who is /was convicted for bribery, corruption, or collusive practices shall be excluded from engagements and for future assignments unless otherwise approved by Legal and Compliance responsible. Any existing contractual relationship with such third party shall be reviewed immediately, along with legal and compliance, and appropriate actions should be considered.
- 7.2 This also applies to any intermediary, agent, consultant, contractor, supplier, or agency who has not been engaged directly by Cyient but indirectly by a third party acting for or on behalf of Cyient. In this case, the obligation to monitor the subcontractor remains with the initial third party, but any adverse indications shall be followed up on jointly by Cyient and the initial third party.

8. Prohibition of Facilitation payments and kickbacks

- 8.1 For the purpose of this Policy:
- (a) **facilitation payments** typically are small, unofficial payments made to secure or expedite a routine government action and
 - (b) **kickbacks** typically are payments made in return for a business favour or advantage.
- 8.2 We do not make and will not accept facilitation payments or kickbacks of any kind.
- 8.3 The United Nations (UN) Convention against Corruption prohibits facilitation payments in all forms and calls such payments bribes. Cyient upholds these principles.
- 8.4 If Associates find themselves faced with a facilitation payment request, they are encouraged to respond to the requested bribe by stating that Cyient's Antibribery and

Corruption policy, laws and the provisions of the UN Convention against Corruption prohibit such payment.

9. Gifts, benefits or hospitality and expenses

- 9.1 Our company does not allow gifts, benefits or hospitality to be given to or received from foreign public officials, Commonwealth public officials, other government officials or public service employees.
- 9.2 Our company allows reasonable, proportionate and bona fide gifts, benefits or hospitality to a maximum of **USD 50** or equivalent to be given to, or received from, our Suppliers or any individual or organisation our Suppliers come into contact with during the course of their work or engagement with us, for the purposes of:
- (a) establishing or maintaining good business relationships.
 - (b) improving or maintaining our image or reputation, or
 - (c) marketing or presenting our company's products or services effectively.
- 9.3 The giving and accepting of gifts or hospitality is allowed only if the following requirements are met:
- (a) it is not made with the intention of influencing a third party to obtain or retain business or personal advantage, or to reward the provision or retention of business, or in explicit or implicit exchange for favours or benefits;
 - (b) it is not made during commercial negotiations or a tender process;
 - (c) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - (d) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in Australia, it is customary for small gifts to be given at Christmas. A conservative approach is to be taken, noting that what is common and appropriate in one place may not be in another;
 - (e) it is given openly, not secretly;
 - (f) it complies with any applicable local law and
 - (g) it is fully documented, including details of:
 - (i) the value;
 - (ii) the date the gift, benefits or hospitality was given or occurred;
 - (iii) the person that received, or gave, the gift or hospitality; and
 - (iv) required approvals or sign-off given.

- 9.4 Promotional gifts of low value, such as branded stationery given to or received from existing customers, suppliers and business partners, will usually be acceptable.
- 9.5 Reimbursing a third party's expenses or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.
- 9.6 The test to be applied is whether, in all the circumstances, the gift, benefits, hospitality, or reimbursement of expense is reasonable and justifiable. The intention behind it should always be considered.
- 9.7 Associates must:
 - (a) declare and record all hospitality, benefits or gifts given to, or received from, our Suppliers in the hospitality and gifts register available at [LR-004-CGRE](#); and
 - (b) accurately record and submit all expense claims relating to gifts, benefits, hospitality, or payments to third parties in accordance with our expenses policy, which is available at [LR-004-CGRE](#), and record the reason for expenditure.

10. Political and charitable donations

- 10.1 Political and charitable donations, within the statutory limits, may be made to a public official, political parties or public international organisation if permissible by local policy and regulations, provided that the contribution or donation is :
 - 10.2 Not made to disguise a bribe or transaction of Anything of Value to a public official or a Third party
 - 10.3 Not intended to influence or induce a public official
 - 10.4 Not made in exchange for a favour from a public official, even if the recipient is a bona fide charity.
 - 10.5 Appropriate and reasonable for the charity.
- 10.6 No political contribution should be made without the approval of the Board of Directors of the Company

11. Record-keeping

- 11.1 False, misleading or incomplete record-keeping is a criminal and civil offence in certain jurisdictions and many countries where our company operates.

- 11.2 It is the Company's Policy to maintain a system of internal accounting controls and make and keep books and records that accurately and fairly reflect in reasonable detail the parties, payment arrangements and the purpose of all transactions and disposition of assets.
- 11.3 We do not keep off-book accounts to facilitate or conceal improper payments.
- 11.4 We prohibit making cash payments of any kind to any third party other than documented petty cash disbursements or other valid and approved payments.
- 11.5 Our Associates must (where applicable to their role):
- (a) ensure written contracts are prepared and signed by all Suppliers prior to the provision of goods, services or relationship commencing, and that:
 - (i) such contracts accurately record in reasonable detail all payments, commissions, and expenses to be paid under the contract and
 - (ii) all invoices issued in connection with the contract are accurate and complete.
 - (b) accurately record all accounting entries in reasonable detail to fairly reflect transactions;
 - (c) periodically review accounting entries and supporting documentation to identify and correct discrepancies, errors and omissions;
 - (d) record all hospitality, benefits or gifts given to, or received from, our Suppliers in the hospitality, benefits and gifts register available at [LR-004-CGRE](#) and
 - (e) submit all expense claims relating to gifts, benefits, hospitality or payments to third parties in accordance with our expenses policy, which is available at [LR-004-CGRE](#) and record the reason for expenditure.

12. How to raise a concern

- 12.1 Our Associates are encouraged to:
- (a) raise concerns about any issue, suspicion or knowledge of bribery or corruption;
 - (b) report if they are offered a bribe or asked to make one;
 - (c) report any breach or suspected breach of Applicable Anti-bribery and Corruption Laws or this Policy at the earliest possible stage.
- 12.2 Our Associates can raise concerns and report actual or suspected breaches of Applicable Anti-bribery or Corruption Laws or this Policy:
- a) Global Compliance Team by email at global.compliance@cyient.com and the Company Secretarial team at company.secretary@cyient.com

- b) The Ethics Help Hotline services managed by Lighthouse Hotline Cyient Ethics Help Hotline - Lighthouse Services (<https://www.lighthouse-services.com/cyient>)

- 12.3 We will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.
- 12.4 If Associates are unsure about any aspect of this Policy or whether a particular act constitutes bribery or corruption, they can raise the issue with their manager or the regional legal and compliance department. We encourage our Associates to understand, ask questions, and engage with this Policy.
- 12.5 Further information on raising concerns or reporting suspected violations can be found in our HP-047-WBP Whistleblower Policy, available at <https://my.cyient.com/sites/pal/Enablers/Human%20Resources/Whistle%20Blower%20Policy%20%20Procedure.pdf>

13. Breach of this Policy

- 13.1 Breaches of this Policy may expose us and our Associates to criminal penalties and/or civil action.
- 13.2 Possible penalties include substantial fines for companies and imprisonment for individuals. Consequences may include exclusion from tendering for government or private contracts and reputational damage.
- 13.3 Conscious disregard, deliberate ignorance and wilful blindness will not avoid liability in relation to any of the matters set out in this Policy.
- 13.4 Any Associates that breach this Policy will face disciplinary action, which could result in termination of employment.

14. Training and Education

The company may also consider compulsory training and education for Associates or Suppliers involved in high-risk areas or activities (such as recruitment, procurement, and contract management). Whilst training for all employees is desirable but not always practical or feasible, it may be possible to maximise employees' awareness through other means, including:

- i. Short videos featuring senior leaders discussing Anti-bribery and Corruption.
- ii. Organisational newsletters or other memos
- iii. Team meeting agenda items
- iv. Intranet news items or other electronic communications.

15. Review of this Policy

The company will review this Policy at least annually and whenever there is a material change to its business practices to ensure it is operating effectively, and the company will make amendments to this Policy as required.

16. Definitions

Acronyms	Description
Anything of Value	Anything of value means any goods that have a certain utility to the recipient that is real and that are ordinarily not given away free but are purchased. It is also broadly construed and may include cash payments, non-cash gifts or other benefits, including Travel, meals, entertainment or gifts for friends or relatives of a government or foreign official.
Third-party	This includes, but is not limited to, Public officials, suppliers, vendors, contractors/consultants, subcontractors, contract manufacturers/service providers, resellers, agents, or direct materials and services or acting for or on behalf of Cyient, including seconded and agency staff.
Bribe or Bribery	Bribery is the offering, giving, receiving, or soliciting of any item of value to influence the actions of an official or other person in charge of a public or legal duty and to incline the individual to act contrary to their duty and the known rules of honesty and integrity.
Corruption	Corruption is a form of dishonesty, or a criminal offence undertaken by a person, or an organisation entrusted in a position of authority to acquire illicit benefits or abuse power for personal gain.
Conflict of Interest (COI)	A conflict of interest (COI) occurs when a person or organisation is involved in multiple interests, financial or otherwise, and serving one interest could involve working against another.
Associates	Associate means any person who is employed at the workplace on a permanent, temporary, full time or part-time basis.
Improper Advantage/Use/Conduct	In this policy, improper commercial or other advantage means a function or an activity illegally, unethically, in bad faith, not impartially, or in breach of a position of trust.
A Government Official	This includes for purposes of this policy, A "government official" is any officer or employee of a government (either a foreign government or a local government) or any department, agency, or instrumentality thereof or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency or instrumentality, or for or on behalf of any such public international organization, and may include a close relative of such an official and any nominee of any government official. Some of the examples include: <ul style="list-style-type: none"> • A member of a royal family who has official governmental responsibilities

	<ul style="list-style-type: none"> • The Chief Technology Officer in a government agency or ministry • An administrator or supervisor in an intelligence agency or government department • An advisor to the Minister • A legislator • A Subcommittee Chairperson of a House of Parliament • An official or executive of a state-controlled business enterprise • A businessperson who is a government agency consultant acting for and on behalf of such government agency • An official of a public multilateral organization (e.g., World Trade Organization; United Nations); and • An executive employed by a state-owned or controlled hospital <p>The term Government Official, by implication, also extends to governments as well. Therefore, any contributions or donations to foreign governments must not be for corrupt purposes, such as the personal benefit of individual foreign officials.</p>
A foreign public official	<p>A foreign public official means a person who performs public duties or functions for a foreign state, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the foreign state or is performing such a duty or function.</p>

ANNEXURE – A

(Roles & Responsibility)

Department	Roles and Responsibilities
Human Resource	<p>Cyient's human resources practices, including recruitment, training, performance evaluation, remuneration, recognition, and promotion, reflect the company's commitment to this Policy. Our hiring process includes procedures to ensure that it is fair, transparent, and free from bribery. Appropriate due diligence is carried out at the time of the appointment of board members and employees. All the employees and associates of the company must abide by this Policy strictly. Directors of the Company and other associates to be identified by the ombudsperson concerned must sign a declaration under the Company's Anti-bribery and Corruption Policy, a copy maintained by our Legal & Compliance Department. The company has an appropriate procedure to ensure effective communication of necessary sanctions for violating this Policy to the employees, including those of subsidiaries.</p>
Board Members and the Legal Cell	<p>Board members of the Company (Board), having received necessary knowledge and guidance on relevant anti-corruption laws and their responsibilities towards preventing bribery or corrupt practices, are expected to exemplify transparency and integrity through their behaviour and demonstrate visible and active commitment towards this Policy. With the assistance of senior management, the Company's Chief Executive Officer (CEO) shall ensure that the Policy is followed with clear lines of authority and that any violation of that is met with severe penal actions.</p> <p>Any breach of the present Policy by any of the company's directors can be taken up for further proceedings, inquiry, disciplinary or penal actions, including termination of their employment with Cyient, as may be deemed appropriate by the legal cell of the company. Furthermore, with the cooperation of the board, the legal cell of the company shall keep monitoring the overall implementation and adherence to this Policy. The legal cell of the company is responsible for ensuring that the Policy is consistent with all relevant anti-bribery laws in all the jurisdictions in which the company transacts its business at any point in time. For this purpose, the legal cell maintains a register of anti-bribery and corruption laws and monitors changes in the law and the Court's decisions.</p> <p>The company is also committed to constantly improvising this Policy by incorporating suitable comments and suggestions from employees, employee representatives, and other stakeholders. Such comments and suggestions can be submitted to the company's legal cell using the designated email. In addition, the audit committee, governance committee, the board or equivalent body can independently assess this Policy's</p>

	adequacy and suggest desired modifications. In particular, the audit committee shall regularly report to the board on its independent assessment of the appropriateness of this Anti-bribery and corruption Policy. The company can also take into account its past experiences with instances of corrupt practices to improve this Policy further.
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