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# ANTICORRUPTION POLICY

Version No. 2.0



This Anticorruption Policy (the "Anticorruption Policy" or "Policy") sets forth the policy of zero tolerance of bribery applicable to Cyient Limited and its subsidiaries (collectively, the "Company" or "Cyient") regarding compliance with the U.S. Foreign Corrupt Practices Act of 1977 (the "FCPA"), UK Bribery Act of 2010 ("UK Act"), and other anticorruption laws, as amended from time to time and described below (hereinafter collectively referred to as "Anti-Bribery Laws"). This Anticorruption Policy has been designed to prevent violations of the FCPA, UK Act, and other anticorruption laws or appearance of impropriety or corruption, and to satisfy the Company's obligation to have adequate procedures for monitoring, detecting, preventing and punishing any violations of the Anti-Bribery Laws and other anticorruption laws, in place. It is your obligation as a Cyient associate to understand and comply with this Anticorruption Policy.

## 1. Why Is It Important?

The growth of our operations overseas brings complex legal, cultural, and regulatory challenges. The Company forms new business partnerships, alliances, and third-party relationships that help it expand its markets the "right way," while successfully navigating regulatory requirements in the countries where we do business. We want to ensure that our associates, officers, and directors understand, and have the ability to address adequately, the anticorruption legal compliance risks related to conducting business globally. This Anticorruption Policy provides you with more detailed guidance on our business ethics and values and policies and procedures to prevent bribery in all activities under the Company's effective control, in particular, Company's interface with government officials and those acting in their stead, in addition to its stringent recordkeeping requirements.

## 2. FCPA, UK Act, and Other Anticorruption Laws Generally

The FCPA is a U.S. law that makes it a federal crime for companies or individuals to bribe government officials in non-U.S. countries to obtain or retain business, or secure an improper business advantage. The FCPA also requires public companies or issuers, to keep accurate books and records, and to have an adequate system of internal financial and accounting controls. Other U.S. laws make it a federal crime to engage in commercial bribery, or bribe U.S. government officials. State and local anticorruption laws around the world also make it a crime to bribe a government official for an improper performance to obtain a business advantage. Some countries also make it a crime for government officials to receive a bribe (e.g., the UK Bribery Act 2010). Local/ State laws also criminalize commercial bribery of private individuals to achieve improper business gains. In the event of any conflict between the applicability of provisions of FCPA, UK Act or local anti-corruption laws, the same shall be resolved by the Legal Department of the Company.

## 3. Risk Assessment

Penalties for companies and individuals that violate Anti-Bribery Laws are severe. Thus, companies must have risk-based procedures and controls to prevent, detect, and punish any instance of bribery or other related corrupt practices. Failure to have controls to prevent bribery could result in a violation of the Anti-Bribery Laws. The present Policy is based on the business

principles for countering bribery, emerging best practices, and outcome of the regular risk assessment. Company's risk assessment for bribery is assigned to its Legal Department which in consultation with the Board keeps monitoring and assessing the various risk assessment processes. Such procedures for regular risk assessment extend to all operations under the Company's effective control. The legal cell of the Company also has the responsibility to identify key external stakeholders that are most affected by the Company's business activities. Risk assessment shall be considered to determine relevant procedures for areas including:

- Examining sales and marketing procedures regularly where risk of corruption applies and to implement appropriate remedies
- Examining contracting and purchasing procedures regularly where risk of corruption could come about and to apply appropriate remedies
- Conducting the Company's contracting, procurement, and purchasing practices in a fair and transparent manner

#### 4. Role of the Board Members and the Legal Cell

Board members of the Company ("Board") having received necessary knowledge and guidance on relevant anti-corruption laws and their responsibilities towards prevention of corrupt practices are expected to serve as an example for transparency and integrity through their behavior and demonstrate visible and active commitment towards this Policy. The Chief Executive Officer (CEO) of the Company with the assistance of senior management shall ensure that the Policy is followed with clear lines of authority, and any violation thereto is met with severe penal actions.

Any breach of the present Policy by any of the directors of the Company 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, the legal cell of the Company with the cooperation of the Board 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 of time. For this purpose, the legal cell maintains a register of anti-bribery laws and monitors changes in the law and Court's decisions.

The Company is also committed to improvising this Policy constantly by incorporating suitable comments and suggestions from employees, employee's representatives, and other stakeholders. Such comments and suggestions can be submitted to the legal cell of the Company at the designated email. In addition, the audit committee, governance committee, the Board or equivalent body can make an independent assessment of the adequacy of this Policy and suggest desired modifications. In particular, the audit committee shall report regularly to the board on its independent assessment of the appropriateness of this Anticorruption Policy. The Company can also take into account its past experiences with the instances of corrupt practices to further improve this Policy.

## 5. Role of Human Resource Department

Cyient's human resources practices including those for 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 and transparent and free from bribery. Appropriate due diligence is carried out at the time of the appointment of board members and employees. It is mandatory for all the employees and personnel of the Company to strictly abide by this Policy. Directors of the Company and other associates to be identified by ombudsperson concerned, are required to sign a declaration under the Anticorruption Policy of the company a copy of which is maintained by our Legal Department. The Company has an appropriate procedure in place to ensure effective communication of necessary sanctions for violation of this Policy to the employees including those of subsidiaries.

## 6. What is required by our Anticorruption Policy?

The acts of bribery, corrupt practices, and improper payments are prohibited under this Policy. Any of the aforesaid acts renders you and this Company liable under Anti-Bribery Laws. Therefore, our Anticorruption Policy requires you to adhere to the following:

- You shall communicate never, directly/indirectly, expressly/impliedly through any media or format, including emails, and telephone calls, pay, promise, offer or authorize a bribe or anything of value to a government official or any other individual to obtain business for the Company or to secure an improper advantage for the Company
- You shall never permit, allow, authorize (or turn a "blind eye" to) a Company's third-party representative payment, promise, offer or authorization of a bribe or anything of value to a government official or any other individual win business or obtain improper advantages for the Company
- You shall consult with your reporting manager or superior (General Manager and above) before offering or giving anything of value, even of nominal value (e.g., for meal or dinner, or sports tickets), to a government official or to someone who is in a position to influence a government official or a third-party representative, in excess of our Code of Business Conduct and industry norms regarding gifts and entertainment
- You shall conduct appropriate, risk-based anti-corruption and reputational due diligence and background checks on business partners and third-party representatives who may interact with government officials on the Company's behalf before entering into a relationship with them. Due diligence forms, questionnaires, and checklists are available from our Legal Department
- You shall require our business partners and third-party representatives to execute anticorruption certifications, updating them periodically, as appropriate
- You shall conduct risk assessments, in consultation with our Legal Department, for certain activities involving officials in high-risk countries for corrupt practices
- You shall include appropriately rigorous anticorruption contract provisions in the Company agreements, particularly agreements with our business partners and third-party representatives that are involved in business development

- You shall help ensure that entries into the Company's books and records are accurate and that all Company internal controls and procedures are maintained and followed when making payments from the Company
- You shall comply with, and enforce, all the Company's requirements for documentation of expenses and payment requests, particularly those payments related to the Company's sales, marketing, and business development efforts, consistent with our Core Values and Standards of Business Conduct on transparency
- You must not ever corruptly make, offer, promise, or authorize a payment of money or anything of value, directly or indirectly
  - To any government official, political party, political party official or candidate for political office, or any other individual or company
  - To secure some act from the recipient, such as (i) influencing an official act or decision (including omission to act); (ii) inducing the recipient or other person to use influence to affect any act or decision affecting the Company; or (iii) securing an improper business advantage for the Company; or
  - To assist in obtaining or retaining business for, with, or to, the Company or any person, anywhere in the world

This Anticorruption Policy also prohibits direct payments or promises of payment, and authorizations of payments to third parties knowing that any part of the payment will ultimately be offered, given, or promised to a government official, a political party or political party official, or to a candidate for political office.

## 7. Examples of Anticorruption Red Flags

Certain activities or factors create anticorruption "red flags." You are required to take special measures to address the "red flags" before proceeding with a transaction or engaging a business partner or third-party representative and contact our Legal Department for further assistance or intervention if:

- The proposed business partner or third-party representative is related to a government official
- The business partner or third party representative is now requesting or has in the past requested the Company to prepare false invoices or any other type of false documentation, or gave false justifications for expenses to be reimbursed
- The business partner or third-party representative refuses to agree in writing to follow the Company's Anticorruption Policy and relevant local anticorruption laws
- The country (locality) in which we are conducting business has a public reputation for corruption and bribery, as reported by Transparency International Corruption Perception Index available at <http://www.transparency.org/>
- The products sold or manufactured are highly regulated, and ethical misconduct or corruption activities have frequently occurred in the past
- The structure and operations of the business partner or third-party representative indicate that corrupt practices are utilized

- The business partner or third-party representative has convictions or charges for violations of local laws relating to award of government contracts or is the subject of a government-issued debarment or denial order
- Requests are made for over-invoicing, or that all or a portion of the commission be paid in a third-party country, to a third party, in cash or otherwise untraceable funds, or by other irregular methods
- There is primary reliance on political and government contacts instead of knowledgeable staff, technical skill, or invested time and effort
- The business partner or third-party representative refuses or is unable to develop or implement a market development program, as needed
- The business partner or third-party representative desires to keep the engagement or project with the Company secret
- Evidence of relationship problems with other global companies; or
- The business partner or third-party representative requests or suggests payment for purposes of such payment being passed through to a government official or that official's representative as a gift or political donation

## 8. Books and Records and Internal Controls

As a publicly traded company, we maintain accurate books and records in conformity with generally accepted accounting principles ("GAAP"). Implementation of accountability throughout the Company and its subsidiaries is ensured by way of appropriate internal controls and proper books and record keeping. Periodic audits of compliance are performed by each business unit in coordination with our Legal Department. Furthermore, the audit committee in coordination with the legal cell keeps monitoring and assessing internal controls, financial reporting processes, and related functions, including, countering bribery and other corrupt practices. Such books and records accurately and fairly document all financial transactions and no false entries, or material omissions should ever be made in the Company's books, records, and accounts regarding payments or transactions.

Also, our payment procedures, management authorizations, and financial controls are in compliance with Anti-Bribery Laws and any gaps that may be discovered in our internal controls must be referred to a supervisor and our Legal Department for review and corrective action. The Company endeavours that (a) there is appropriate separation of duties for financial transactions; (b) proper procedures are in place to ensure that there are no 'off-the-books' accounts, inadequately defined transactions or false entries; (c) cross-departmental meetings are conducted periodically to review the effectiveness of such internal controls systems, and (d) there is an appropriate procedure in place to discuss the results of internal audits of this Policy with relevant operational personnel and address the concerns identified through such internal audits with a documented corrective action plan in a timely manner.

Examples of problematic books and records/internal controls activities under our Anticorruption Policy include the following:

- Payment to a government official or other individual that is described in our accounting entries as a "miscellaneous fee."

- Claiming of extravagant or inappropriate business entertainment expenses by salespersons or managers
- Submission of false or inaccurate expense account reports by business partners or third-party representatives
- Description of payment as an "overhead expense or fee," "housing cost," or "miscellaneous fee" instead of a "commission" for the business partner or third-party representative, as appropriate
- Establishing or maintaining bank accounts that hold Company funds in the names of individuals
- Making false or artificial entries into the Company's books and records or being part of an arrangement or activity that results in falsification of the Company's books and records
- Using or causing someone else to use Company funds for an illegal or unauthorized purpose
- Creating or using an off-the-books "slush" fund; or
- Associates, business partners, or third party representatives seeking expense reimbursement for personal contributions to political campaigns, political parties, or similar political entities

## 9. To Whom Does Our Anticorruption Policy Apply?

This Anticorruption Policy applies to the Company, its directors, associates, affiliates, agents, intermediaries, contractors, suppliers, and their officers, directors, business partners, and third-party representatives anywhere in the world.

## 10. Application of the Policy on Agents and Intermediaries

The Company takes proper care and due diligence to determine that there is a valid business case for appointing agents, intermediaries, contractors, and suppliers. Such entities are appointed with the prior approval of senior management with concurrence from the Legal department. The Company must also properly document all such due diligence reviews and appointments. In the event it is found that any of these entities is known or reasonably suspected to be involved in paying bribes or other corrupt practices, then the Company must avoid dealing with such entity/entities.

It is Cyient's policy that compensation paid to such entities is appropriate, and justifiable remuneration for their legitimate services rendered and the same is paid through bona fide channels. The Company prohibits payments to such entities to their offshore accounts or using offshore accounts. This policy mandates such entities to agree contractually to (a) comply with the Company's Anti-corruption Policy; (b) render full cooperation in investigations and similar matters pertaining to the contract, and (c) allow Company's authorized personnel to have access to relevant records. Such contracts with them also require them to keep proper books and records about the contract available for inspection by the Company, auditors or investigating authorities. Furthermore, the Company ensures that it has the contractual right to terminate and the power to impose appropriate sanctions if any of such entities is found to be involved in corrupt practices, including paying bribes in derogation of this Policy.

The Company is duty bound to provide its agents and intermediaries with suitable advice and documentation explaining their obligation to comply with this Policy and any sanctions that may follow on account of derogation of this Policy. Furthermore, the Company shall maintain proper documentation of the material aspects of its relationship with such agents or and intermediaries and monitor their conduct. The Company can also hold discussions with the relevant stakeholders to obtain their views on this Policy.

## 11. What Does “Corruptly” Mean?

“Corruptly” relates to the intent of the person or entity that offers the payment or gift, and it has been defined as “an evil motive or purpose, an intent to wrongfully influence the recipient.” However, the UK Bribery Act and some other anticorruption laws do not require proof of any “corrupt” intent.

## 12. Who Is A “Government Official”?

A “government official” is any officer or employee of a government (either a foreign government or a home 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:

- A member of a royal family who has official governmental responsibilities
- 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

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.



### 13. What Constitutes A Bribe, A Financial Advantage or Anything of Value?

Bribery means any act undertaken with the intention of influencing a decision-maker by giving some extra benefit to that decision maker or to a relative. Therefore, an act of bribery is an offer, payment, promise to pay or authorization of payment of any money, gift, or anything of value to any foreign official for purposes of (a) influencing any act or decision of the foreign official; (b) inducing him or her to perform any act in violation of his or her lawful duties; (c) securing an improper advantage, or (d) causing him or her to use his or her influence with a foreign government, in order to assist in obtaining or retaining business. The "obtaining or retaining business" element is interpreted broadly under FCPA to include business advantages, such as getting a permit or a tax break. The Company may be liable for failing to prevent its employees and personnel from bribing on its behalf. Examples of things that may constitute a bribe, a financial advantage or "Anything of Value" includes the following, among others:

- Cash or its equivalent
- Computer equipment and accessories
- Medical supplies
- Charitable donations
- Loans with favorable terms
- Golf outings
- Sports equipment
- Expensive gifts to a government official's spouse, children or family member
- Vehicles
- Free product samples, equipment, and services in unrestricted or large supply
- A college scholarship
- An internship
- Travel

### 14. What Does "Knowledge" Mean?

"Knowledge" means the funding party (i) is aware that the government official or another individual will ultimately receive the improper payment, or (ii) believes that the improper payment to the government official or another individual is substantially or likely to occur. This Policy prohibits bribes made to any person ("indirect bribes") while "knowing" that some or all of the payments will be used by the person, directly or indirectly, to bribe foreign officials or other prohibited recipients. In this context, "knowing" includes willful blindness to the high probability of bribery. "Knowing" behavior also includes behavior that consciously disregards or is willfully blind to the existence or possibility of an improper payment to someone. Therefore, an individual who deliberately ignores suspicious circumstances or "sticks his or her head in the sand," "looks the other way," or chooses not to investigate suspicious circumstances or "red flags", could be found to be violating this Anticorruption Policy and the Anti-Bribery Laws. Not only committing the offense of bribery but failing to prevent bribery, or failing to have effective controls and procedures that prevent bribery in any country in which we operate also

constitutes bribery. No evidence of actual knowledge of the bribe or suspicious circumstance is required to prove a violation of failing to prevent a bribe under the Anti-Bribery Laws.

## 15. What Types of Improper Benefits May Be Sought By The Payer?

Examples of improper benefits that may be sought by the payer include, among others

- Directly influencing a discretionary act or decision of a government official or other individual
- Causing a government official or other individual to influence some act or decision of a government or instrumentality improperly
- Causing the official or other individual not to act or not to make a decision
- Trying to secure an improper advantage, such as gaining special access to government officials, influential individuals, or causing the government official or other individual to waive a legal requirement
- Award of a contract
- Receiving secret terms of competitor bids during a public tender
- Procurement of technology solutions, software, systems, and processes
- Favorable tax, license, permit, and inspection results
- Cargo release for reduced customs duties, tariffs, and fees
- Gaining access to non-public bid tender information
- Influencing the procurement process
- Circumventing the rules for import of products
- Evading penalties
- Influencing the adjudication of lawsuits or enforcement actions
- Obtaining exceptions to regulations, or
- Avoiding contract termination

## 16. Are There Any Permissible Payments That May Be Made To Government Officials?

There are certain permissible payments that may be made to government officials in a certain jurisdiction subject to certain conditions and the prior approval of our Legal Department. The following discusses examples of permissible payments that may be approved by our Legal Department under certain circumstances. However, you must contact our Legal Department for guidance before proceeding on the following types of payments to ensure that all the conditions for these special exceptions under the Anticorruption Policy are satisfied.

### 16.1 Facilitation Payments/ Routine Governmental Action

Facilitation payments are also known as grease payments or expediting payments. Facilitation payments are nominal, very small payments typically made to expedite an administrative or clerical official's performance of some non-discretionary action or service that he or she is supposed to provide, and to which you are legally entitled, such as:

- Permits, licenses, or other official documents necessary to do business in a certain market or country
- Processing of government papers such as visas and work orders
- Police protection, mail services, or scheduling inspections; or
- Utility (e.g., phone, electricity, water) or other government services

The legal cell of the Company may conduct a necessary risk assessment to determine how and where the facilitation payments can be made and provide necessary training and guidance to those who may be likely to encounter risks of facilitation payments. Therefore, you must obtain prior approval from our Legal Department before making a determination that payment to an official may be offered or given as a lawful facilitation payment in a particular country. The policy regarding facilitation payments equally applies to agents and intermediaries of the Company. The Legal Cell will also monitor the implementation of the policy on facilitation payments and ensure proper recording of any facilitation payment in the books of the Company. Senior management is responsible to do periodic reviews of the payments made as facilitation payment. Many countries (e.g., Sweden, the United Kingdom, and Germany) prohibit facilitation payments and therefore this section and the exception mentioned herein shall not apply to such countries.

## 16.2 Reasonable and Bona fide Expenses

Under FCPA, reasonable and bona fide expenditures are allowed, such as travel and lodging expenses, expenses directly related to the promotion, demonstration, or explanation of products or services, or the execution or performance of a contract with a foreign government or agency thereof. Similarly, under UK Act, reimbursement of a government official's reasonable and bona fide expenses that are directly related to marketing and promotion of products and services of the Company, or performance of a contract with that official's agency, is generally permitted.

Thus, payments that are reasonable and bona fide expenses for government officials are permissible under this Anticorruption Policy with appropriate approvals from our Legal Department. Examples of permissible marketing and promotional expenses may include:

- Product samples of nominal value provided to government officials to demonstrate the quality of the product in compliance with the relevant anticorruption laws
- Payment of a government official's travel expenses to our facilities for demonstrations of our technology and processes; and
- Consistent with reasonable, customary and proportionate local norms, hosting a modest and low-cost dinner for a government official the evening before an all-day training at our facility
- Payments related to contract performance: It may be permissible to cover certain expenses of a government official related to the Company's performance of a contract with that official's agency, ministry or government. No such payments should be made on behalf of any

officials without obtaining approval of our Legal Department. Examples of the types of payments and expenses that may qualify for approval by our Legal Department include

- Payment of a government official's travel expenses to a meeting on a contract that we are performing for them
- Payment of a government official's expenses related to the official's participation in an offsite technical or budget meeting for a government project; and
- Payment of an official's expenses related to the official's inspection and review of a site, process, or facility related to a project with the government, as required under the contract between the government and the company, or by local regulations

However, you must obtain prior approval from our Legal Department before paying marketing and promotion expenses for any government officials. As with the exception for facilitation payments, if the Company incurs these types of expenses on behalf of government officials, it will effectively use its internal controls and compliance procedures to ensure that these expenses satisfy the reasonable and bona fide criteria of this action and are properly approved and documented in the Company's books and records.

### 16.3 Local Law Exception

Payments to government officials that are lawful under the written laws of the official's country are permissible. However, this exception is very narrow, as the conduct must be explicitly permitted under the written laws of the applicable country. Local practice, custom, or other unwritten policies do not qualify as an affirmative defense. Thus, it is very important that you obtain approval from our Legal Department before you determine that a certain payment is lawful under the local law exception.

## 17. Can Gifts, Hospitality, Sponsorship, and Expenses be provided to Government Officials?

Gifts, hospitality, sponsorship, and expenses can be used as a subterfuge for bribery and corrupt practices. To maintain compliance with the FCPA while simultaneously conducting business in accordance with the local custom, the Company may allow token gifts to government officials only when such offerings are of nominal value, not unlawful, and in keeping with the custom or practice of the foreign official's country. Subject to this exception and the exception provided under the heading, 'Reasonable and Bona fide Expenses', this Policy prohibits the offer or receipt of gifts, hospitality, sponsorship or expenses, whenever these could affect or be perceived to affect the outcome of business transactions and are not reasonable and bona fide expenditures as per the legal cell of Cyient.

Before providing any such gifts or entertainment in excess of what is allowed herein, you must consult with the Legal Department of the Company, submit a request form to the legal cell, and obtain specific authorization. The Legal Department may provide standing authorizations for the provision of pre-approved gifts in consultation with the CEO of the Company. Illustrations of some of the permissible and prohibited gifts are provided below for reference-

## Generally Acceptable Gifts

- Coffee cup with the Company's logo
- Framed picture of a Company's facility or product
- Company's calendar
- Company T-shirt, baseball cap; or golf balls
- inexpensive pen, paperweight
- A baked good
- Chocolates
- Flowers

## Prohibited Gifts

- Rolex or expensive watch or jewelry
- Golf club's passes and equipment
- The expense for tickets, travel, and hotel for major sporting events such as the Masters golf tournament, Wimbledon, World Cup, Olympic Games, or Super Bowl, etc.
- Expensive bottle of champagne or other spirits
- Car, motorcycle, plane, or free vacation

The Legal Cell of the Company shall provide appropriate procedures for approval and payment of gifts, hospitality, sponsorship, and expenses to ensure that the same are in line with the standard purchasing procedures. The legal cell shall also take up appropriate due diligence on the recipient of such gifts, hospitality, sponsorship, and expenses so as to determine that no government officer is associated with the recipient body that will gain an advantage in the conduct of business. Furthermore, this Policy mandates accurate recording of gifts, hospitality, sponsorship and expenses in the books of the Company and the same shall be reviewed by the management to ensure necessary compliances. The Company has appropriate procedures and controls in place to ensure that its policies regarding gifts, hospitality, sponsorship and expenses are strictly adhered to and conform to the laws of the countries where they are made or received. In addition, local/ state laws may also restrict gifts, hospitality, sponsorship and expense. The legal cell of the Company is responsible for ensuring that the policies of the Company on gifts, hospitality, sponsorship and expenditures made to a government official conform to the rules of the public bodies and applicable Anti-Bribery Laws.

## 18. What Are the Penalties for Violations of Our Anticorruption Policy and Anti-Bribery Laws?

### 18.1 Penalties under this Policy

Any associate, officer, director, business partner or third-party representative who is found to be in violation of this Anticorruption Policy will be subject to disciplinary action, up to and including termination of employment, or termination of such person's relationship with the Company, as applicable. The Company reserves the right to determine, in its discretion and on

the basis of the information available to it, whether this Anticorruption Policy has been violated. The Company may determine that the specific conduct violates this Anticorruption Policy, whether or not the conduct also violates the law. It is not necessary for the Company to await the filing or conclusion of a civil or criminal action against the alleged violator before taking disciplinary action.

## 18.2 Penalties under FCPA

Companies that have committed either civil or criminal FCPA violations may have to pay back profits obtained by making improper payments through disgorgement or restitution plus prejudgment interest, and pay substantial criminal fines or civil penalties, and/or be subject to inspection by an independent compliance monitor. For criminal violations, companies may also be subject to suspension and debarment actions limiting business opportunities with the U.S. government. For individuals, conviction of a criminal FCPA violation may result in imprisonment and significant fines. The FCPA prohibits companies from paying fines incurred by individuals, either directly or indirectly. Individuals also are subject to significant civil penalties and disgorgement plus prejudgment interest.

## 18.3 Penalties under the UK Act

The penalties for companies, boards, and individuals under the UK Act have been raised significantly. The UK Act provides that an offense committed by a body corporate is punishable by a fine (which is unlimited if the company is convicted on indictment). Like other forms of penalty, directors may be disqualified; the company may be debarred from government contracts, and asset confiscation proceedings could result. Individual violators are subject to 10 years imprisonment and/or a fine. An individual guilty of an offense would be liable on conviction on indictment to imprisonment for a term not exceeding ten years or to a fine, or both.

## 19. Are Political Contributions Permitted?

Political Contribution for the purpose of this Policy shall mean the expenditure incurred directly or indirectly by the Company on an advertisement in any publication (including souvenirs, brochures, tract, pamphlets) where such publication is by or on behalf of a political party or where such publication is not by or on behalf of a political party, but for the advantage of the a political party.

The present policy is designed to ensure that the political contributions are not used as a subterfuge for corrupt practices. Political contributions, whether made directly or indirectly, are not permitted by, or on behalf of, the Company, except when authorized under the applicable laws of the relevant jurisdiction, in accordance with such laws. In the event such political contribution is permitted under the relevant jurisdiction, such political contribution shall be allowed under this Policy subject to review and approval procedure as may be prescribed by the

Legal Department with the approval of the Board. Such review and approval procedures shall include necessary checks and balances to ensure that political contributions are not made directly or indirectly to political parties, organizations or individuals engaged in politics as a way of obtaining an advantage in business transactions. Furthermore, any such political contribution made by the Company shall be accurately recorded in the books of the Company.

Political contributions made by individual associates are not reimbursable by the Company. If the Company intends to use any politician as a consultant, it will follow such procedures and checks for their appointment and pay such fees or remuneration for the services, as may be prescribed by the Legal Department of Cyient.

## 20. Are Charitable Donations Permitted?

Charitable contributions can be used as a subterfuge for bribery and other corrupt practices. Under this Policy, charitable donations may only be made if properly vetted by the Legal Department of Cyient to ensure that the charity (a) is legitimate and reputable, (b) will not be used as a conduit for a government official's payment, (c) is not controlled by a government official, and (d) the funds donated will actually be used for the charitable purpose. For this purpose, the legal cell of the Company shall conduct due diligence on the recipient bodies so as to ensure that no government official is associated with the receiving body that will gain an advantage in the conduct of business. An authorized Company representative may also make donations on behalf of the Company for charitable purposes as may be mandated under Company's Corporate Social Responsibilities (CSR) Plan, however, only with the approval of the senior management and Legal Department. Furthermore, such donation must not indicate a corrupt intent or any expectancy of benefit in any form. Any charitable contributions so made shall be recorded accurately in the books of the Company.

## 21. Significant Investment, Joint Venture & Collaboration

The Company has an appropriate procedure for carrying out due diligence on 'legacy risks' for mergers and acquisitions, joint venture or consortium, which means that the Company carries out the appropriate due diligence on significant investments (whether in the Company or by the Company), joint venture or collaboration. Where the due diligence shows that such entities do not have an anti-corruption policy consistent with that of the Company, this Company shall establish contractual protection and impose necessary sanctions. The Company encourages implementation of this Policy by the entities in which the Company has a significant investment or with which it has major collaboration, and it monitors its investments periodically to check that their anti-corruption policies are adequate and in line with the Anti-Bribery Laws in the relevant jurisdiction. In the event the Company is unable to ensure that such entities have a policy consistent with its this Policy, it shall retain the necessary rights under the relevant contract to exit from the arrangement if corrupt practices occur or are reasonably believed to have occurred.

## 22. Will Training on this Anticorruption Policy be provided?

Associates and employees who interact with, or have responsibility for those who interact with, government officials and other individuals who make decisions on award of contracts to the Company will receive appropriate training from the Company regarding FCPA, UK Bribery Act and other local laws applicable in the relevant jurisdiction along with any related anticorruption developments or legal requirements. Key business partners and third-party representatives shall also receive appropriate training as and when needed.

The Human Resource Department of the Company with the assistance of the legal cell of the Company shall ensure that appropriate induction/orientation training is provided to the new recruits so that they clearly understand the company's zero tolerance policy against corrupt practices and know the Company's expectations and the sanctions in the event of any violation of this Anticorruption Policy. In addition, the legal cell will conduct continuing appropriate training of directors, managers, key employees, agents, contractors, suppliers, and contract staffs to ensure that they are well-versed with the relevant procedures and sanctions. The Human Resource Department of the Company shall maintain necessary documentation of anti-bribery training provided to such new recruits, directors, managers and key employees in their respective files. The Legal Department of the Company shall assess the training activities periodically to ensure the effectiveness of such training.

## 23. Complaints, Suggestions, and Internal Communications

The Company has effective means of communicating this Policy to all its employees including those of subsidiaries in their primary language. Furthermore, the Company will provide secure and accessible channels through which employees can seek advise on any aspects of this Policy and its application in the relevant jurisdiction. The Legal Department of the Company shall maintain all documentation related to the use, reviews, and outcomes of complaints and suggestions made by the employees. Similarly, there are secure and accessible communication channels in place to encourage and allow business partners of the Company or other external parties to raise concerns and report violations of this Anticorruption Policy in confidence and without risk of reprisal or retaliation. Senior management in consultation with the Legal Department shall be responsible for addressing the concerns or implementing the suggestions as may be deemed appropriate by them. For the purpose of this section of the Policy, such employees, business partners or any third party can contact Sudheendhra Putty, Company Secretary & Compliance Officer at +91 9849078089

## 24. How Do You Report a Violation of this Anticorruption Policy?



If you violate this Anticorruption Policy or any federal, state, or local country laws governing anticorruption, or know of any such violation by any director, officer employee or third party representative of the Company, you must report the violation immediately to the legal department email [company.secretary@cyient.com](mailto:company.secretary@cyient.com)

## 25. Does the Company Have A Policy Against Retaliation For Good Faith Reports of Suspected Violations?

We strictly prohibit supervisors, managers, and other associates from retaliating against an associate who makes a report in good faith of a possible violation of this Anticorruption Policy. Retaliatory actions against associates could result in severe disciplinary measures for the offending person, up to and including termination from the Company.

## 26. How Can You Find Forms And Resources Relating To This Policy?

You should contact our Legal Department for guidance, relevant forms, and appropriate language (i.e., anticorruption certifications, business partner and third-party representative due diligence checklists, and anticorruption contract language) referenced in this Anticorruption Policy.

## 27. How Long Do You Need to Retain Documents Relating To This Policy?

All documents related to compliance with this Anticorruption Policy shall be maintained for a period of at least five (5) years.

## 28. Is This Anticorruption Policy Subject To Modification?

The Company may at any time change this Anticorruption Policy or adopt such other policies or procedures which it considers appropriate to carry out the purposes of its policies regarding compliance with the Anti-Bribery Laws. In addition, the contact persons named in this policy may be changed, and additional contacts may be designated, at any time in the discretion of the Chief Executive Officer of the Company. Notice of any such change will be delivered to you by regular or electronic mail by the Company (or other delivery option used by the Company). Upon such delivery, you will be deemed to have received, be bound by and agree to revisions of this Anticorruption Policy.