

Anti-bribery and Anti-corruption Policy

1. Policy Statement

It is the policy of Sahita 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 and corruption.

We shall uphold all laws relevant to countering bribery and corruption in all the countries and jurisdictions where we operate. This policy obliges every employee of the Company and its business partners to adhere to all applicable laws, including but not limited to the following:

- (i) The Bribery Act 2010, UK
- (ii) The Foreign Corrupt Practices Act 1977 (the FCPA) of USA
- (iii) Anti-corruption laws prevalent in any other country where we operate or have business interest.
- (iv) The Companies Act, 2013 of India
- (v) The Prevention of Money Laundering Act, 2002 (PMLA), India.

Bribery and corruption are punishable for individuals and organizations as per the laws of various countries. The Company recognizes that laws and industry practices may vary from country to country or from culture to culture. What is considered unacceptable in one place may be normal or usual practice in another. Nevertheless, a strict adherence to the guidelines set out in this Policy is expected from all Associates, Associated Persons and Third Parties at all times. If in doubt as to what might amount to bribery or what might constitute a breach of this Policy, refer the matter to the Founder of the Company.

2. Purpose of the Policy

- (i) Set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption.
- (ii) 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 “**Sahita**” or “**Company**” means Sahita Human Capital Solutions Private 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 come into contact with 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 Sahita working at all levels (including any of its intermediaries, subsidiaries or associated companies), 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 Sahita 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, their 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:

- (i) 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 business decision.
- (ii) 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.
- (iii) 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 and the policy.

Bribery is illegal. Employees must not engage in any form of bribery, be it 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 seek advice from the Company’s Founder.

6. Gifts and Hospitality

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

Thus, giving or receipt of gifts is not prohibited with the following minimum requirements:

- (i) If offered directly or indirectly to any Third Party, not with an intention to “influence” a decision, obtain “favor” or get “preferential treatment”, or “facilitate” or “expedite a routine procedure;
- (ii) it complies with local laws and regulations;
- (iii) it is given in our name, not in your name;
- (iv) it does not include cash or a cash equivalent (such as jewellery, gift certificates or vouchers);
- (v) It is appropriate in type and value in the circumstances. (For example, in some countries it is customary giving small gift at Christmas time and during major festivals (like Diwali in India);
- (vi) it is given openly, not secretly; and
- (vii) Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior written approval of the Founder.

7. What is not acceptable?

It is prohibited and not acceptable for you (or someone on your behalf), directly or indirectly to:

- (i) give, promise to give, or offer, a payment, gift or hospitality to a government official, intermediary or representative to "facilitate" or expedite a routine procedure;
- (ii) the offering, the giving, the solicitation or the acceptance of any bribe, whether cash or other inducement to/by any individual associate, agent or other person or body acting on the Company's behalf.
- (iii) accept a payment, gift or hospitality from a third party or offer to a third party, with the knowledge or you suspect that, it is offered to each other with an expectation that a business advantage will be provided or facilitated to the other party in return.
- (iv) Threaten or retaliate against another party or person 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 unofficial payments made to secure or expedite a routine government action by a government official or an any other official of authority.

Kickbacks are typically payments made in return for a business favour 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.

We recognize that, despite our strict policy against 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 in certain circumstances. Under these circumstances, the following steps must be taken if Associates are asked to make a payment on our behalf. Associates should always be mindful of what the payment is for and whether the amount requested is proportionate. Under these circumstances, the following steps must be taken:

- (i) Keep the amount to the minimum.
- (ii) Ask for a receipt, detailing the amount and reason for the payment, if provided.
- (iii) Create a record concerning the payment, whether receipt is provided or not.
- (iv) Report this incident to your immediate supervisor/manager or the Founder.

If you have any suspicion, concerns, or queries regarding a payment, you should raise these with the Founder.

9. Donations

Sahita does not make contributions or donations 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 Founder.

10. Wilful Blindness

If an associate wilfully ignores or turns a blind eye to any evidence or incident of corruption or bribery which the associate is reasonably aware of or having information to, it will also be considered as passive acceptance of the act. Although such conduct may be "passive", i.e. the associate may not have directly participated or benefited from the corrupt practices or event of bribery, the wilful blindness to the same may, depending upon the circumstances, 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 and law of the land. The “Company” requires all “Third Parties” to cooperate and ensure compliance with these standards, to continue the business relationship.

In order 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:

- (i) 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 Company’s process and guidelines.
- (ii) Associates shall fully document the engagement process (scope of work) and final approval of the selection of any Third Party as per the concerned policy.
- (iii) Associates in various functions who deal with third parties shall inform them intent and key conditions of this policy.
- (iv) All key officials, including authorized signatories and representatives shall ensure that all business agreements with customers and business partners are not in violation of this policy or any of the applicable laws, in particular anti-bribery and anti-corruption laws.

12. Responsibilities

(i) Responsibilities of Associates

- (a) Every associate must ensure that they read, understand and comply with this policy.
- (b) 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.
- (c) Avoid any activity that might lead to, or suggest, a breach of this policy.
- (d) Ensure all expenses claims relating to hospitality, business entertainment, gifts or any expenses incurred to third parties are submitted in accordance and specifically record the reason for the expenditure.
- (e) Must notify at ‘connect@sahita.co.in’ as soon as possible if you believe or suspect that a conflict with this policy has occurred or may occur in the near future. (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).
- (f) Attend the training programs of the company on Code of Business Ethics and Anti-bribery as per timelines communicated.
- (g) For the purpose of this policy, the “**Ethics Officer**” shall be the Head of Internal Audits, unless notified otherwise.

(ii) Responsibilities of Procurement Function

Procurement Function shall ensure that:

- (a) Each Third-Party is fully briefed on this policy and have made a formal commitment in writing to abide by it.
- (b) Fees and commissions agreed will be appropriate and justifiable remuneration for legitimate services rendered.
- (c) 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.

13. Record Keeping

Sahita and all Associates to keep financial transaction 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, 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.

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

14. How and when to Raise a Concern

In the event of any doubt on the integrity of a "Third Party" or anyone having reasonable information/doubt on the propriety of any business transaction that has happened already or may happen in the near future, Associates are encouraged to raise a concern about the same at the earliest possible stage, by writing to the Whistleblower Committee at connect@sahita.co.in or any other complaint management platform provided and communicated by the company. Associates should write to this ID if you are a victim of bribery or corruption. Associates are also encouraged to refer to the Whistleblower Policy of the Company and report any suspected malpractice at the contacts given in the policy.

If an Associate is unsure whether a particular act constitutes bribery or corruption, or have any other queries, it should be raised to the Founder for appropriate guidance. Our company culture encourages everyone to seek clarity when in doubt and act responsibly to keep the business interests and image of the company high.

15. 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 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 as a result of refusing to take part in bribery or corruption, or because of reporting it in good faith. If Associates believe that they have suffered any detrimental treatment as a result of raising a concern under this policy, they should inform the Founder. If the matter is not remediated, Associates should raise it formally with the Ombudsperson of the Company.

16. Monitoring and Review

The "Designated Authority" shall mean the Founder.

17. 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.

18. Some Examples of Bribery

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

Offering a bribe:-

You offer a ticket to a potential client for a major Sporting event such as Wimbledon, Olympics or a test Match or offered employment to a referred person by 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 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 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.

19. 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 and the business partners before they engage into any business with us.

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 also through regular refresher 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.

20. Anti-bribery and Ant-corruption Laws/Acts

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.