

Anti-Corruption and Bribery Policy

HR-PO719, | 1.1

Table of Contents

1.	POLICY STATEMENT	3
2.	APPLICABILITY	3
3.	DEFINITION.....	3
4.	GIFTS AND HOSPITALITY	3
5.	WHAT IS NOT ACCEPTABLE.....	4
6.	FACILITATION PAYMENTS AND KICKBACKS	4
7.	DONATIONS.....	5
8.	RESPONSIBILITIES OF ASSOCIATES	5
9.	RECORD KEEPING	5
10.	RAISING A CONCERN/COMPLAINT.....	5
11.	WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION	6
12.	PROTECTION.....	6
13.	TRAINING AND COMMUNICATION	6
14.	WHO IS RESPONSIBLE FOR THE POLICY?	6
15.	MONITORING AND REVIEW.....	6
16.	SCHEDULE 1 – POTENTIAL RISK SCENARIOS – “RED FLAGS”.....	7
17.	SCHEDULE 2 - EXAMPLES.....	7
18.	DOCUMENT HISTORY	8

1. POLICY STATEMENT

It is our policy to conduct all of our 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 to implementing and enforcing effective systems to counter bribery.

Bribery is a serious criminal offence in jurisdictions in which the Company operates, including India the United Kingdom (UK Bribery Act 2010), the United States of America (Foreign Corrupt Practices Act) and other applicable laws where bribery offences can result in the imposition of severe fines and/or custodial sentences, exclusion from tendering for public contracts and severe reputational damage.

We therefore take our legal responsibilities very seriously. We will uphold all laws relevant to countering bribery and corruption.

The purpose of this policy is to:

- a) set out our responsibilities, and the responsibilities of those working for us, in observing and upholding our position on bribery and corruption; and
- b) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

In this policy, **third party** means any individual or organisation an associate (as defined in paragraph 2 below) comes into contact with during the course of his/her engagement with Tech Mahindra or any of its subsidiaries and affiliates anywhere in the world (collectively referred to as the "Company") and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, business associates (including rainmakers etc.) and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

2. APPLICABILITY

This policy applies to all individuals working for the Company anywhere in the world and at all levels and grades, including but not limited to senior managers, officers, directors, employees (whether regular, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as "associates" in this policy).

3. DEFINITION

Bribery is an offer or receipt of any gift, loan, fee, reward or other advantage to or from any person as an inducement to do something which is dishonest, illegal or a breach of trust. A non-exhaustive list of examples is set out at Schedule 2 hereto.

4. GIFTS AND HOSPITALITY

This policy does not prohibit normal, reasonable, appropriate, modest and bona fide corporate hospitality (given and received) to or from third parties if its purpose is to improve our company image, present our products and services, or establish cordial relations.

This policy recommends that associates always assess the purpose behind any hospitality or entertainment. Hospitality or entertainment with the intention of improperly influencing anyone's decision-making or objectivity, or making the recipient feel unduly obligated in any way, should never be offered or received. Associates should always consider how the recipient is likely to view the

hospitality. Similarly associates must also decline any invitation or offer of hospitality or entertainment when made with the actual or apparent intent to influence their decisions.

The giving or receiving of gifts can in some cases influence, or appear to influence, decision-making, for example by persuading the recipient to favour the person who made the gift over his own employer. As such associates should think very carefully before making, or receiving, gifts.

Gifts can occasionally be offered to celebrate special occasions (for example religious holidays or the birth of a child) provided such gifts are moderate in value, occasional, appropriate, totally unconditional, and in-fitting with local business practices. No gift should be given or accepted if it could reasonably be seen improperly to influence the decision-making of the recipient. In addition some types of gifts will clearly never be acceptable including gifts that are illegal or unethical, or involve cash or cash equivalent (e.g. loans, stock options, etc). Furthermore, by way of non-exhaustive example, the use of a customer's holiday home, or an invitation to his/her family to join him on a foreign business trip, or the extension of a trip at the customer's expense to include a holiday etc, are at all times unacceptable, and associates should not in any way indulge in such practices.

It is acceptable to offer modest promotional materials to contacts e.g. branded pens. Use of one's position with the Company to solicit a gift of any kind is not acceptable. However, the Company allows associates occasionally to receive unsolicited gifts of a very low intrinsic value from business contacts provided the gift is given unconditionally and not in a manner that could influence any decision-making process.

In some cultures / countries, it may be seen as an insult to reject a gift, and refusals may adversely affect business relationships. In these circumstances, and if the gift is anything other than moderate, the gift should be reported to the reporting manager who will decide whether such gift will be retained or returned. If your reporting manager is uncertain as to how to treat the gift, s/he should seek clarification from his/her relevant Human Resource (HR) contact.

Finally, associates should never personally pay for gifts or hospitality in order to avoid this policy. Associates should also be mindful of, and respect, the policies of the recipients of gifts and hospitality.

5. WHAT IS NOT ACCEPTABLE

It is **not** acceptable to:

- a) give, promise to give, or offer, a payment, gift or hospitality to secure an improper business advantage or to reward a business advantage already given;
- b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate", expedite or reward a routine or other procedure;
- c) accept payment from a third party knowing or suspecting it is offered with the expectation that it will obtain a business advantage for them;
- d) induce another individual or associate to indulge in any of the acts or omissions mentioned in this clause 5;
- e) threaten or retaliate against another associate who has refused to commit a bribery offence or who has raised concerns under this policy; or
- f) engage in any activity that might lead to a breach of this policy.

6. FACILITATION PAYMENTS AND KICKBACKS

The Company does not make, and shall not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government/any other organization's action by an official. Kickbacks are typically payments made in return for a business favour or advantage. All associates must avoid any activity that might lead to a facilitation payment or kickback being made or accepted.

If an associate is asked to make a payment on behalf of the Company, such associate shall at all times be mindful of the purpose of the payment and whether the amount requested is proportionate to

the goods or services so provided. A receipt which details the reason for the payment should also be sought at all times. In case of suspicions, concerns or queries regarding a payment, the associate should raise the matter immediately with their reporting manager or consult an appropriate member of the Human Resource (HR) team.

7. DONATIONS

The Company does not make contributions to political parties which are so made to influence any decision or gain a business advantage. The Company only makes charitable donations that are legal and ethical under local laws and practices.

8. RESPONSIBILITIES OF ASSOCIATES

Associates must ensure that they have read and understood this policy and, must at all times comply with the terms and conditions of 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 notify their reporting manager or consult an appropriate member of the Human Resource (HR) team as soon as possible if they believe or suspect, or have a reason to believe or suspect, that a breach of this policy has occurred, or may occur in the future - for example, if a customer or potential customer offers an associate something to gain a business advantage with Tech Mahindra or indicates to an associate that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in Schedule 1 to this policy. Please note that a failure to report an actual or suspected breach of this policy is itself, a breach of this policy.

Any associate who breaches any of the terms of this policy will face disciplinary action, which could result in dismissal for gross misconduct. The Company reserves its right to terminate a contractual relationship with other associates and other associated persons, as the case may be if they breach any of the terms and conditions of this policy.

9. RECORD KEEPING

The Company will keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to, and receiving payments from, third parties.

Associates must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review and/or a review from the appropriate member of the Company's Human Resource (HR) team.

Associates must ensure that all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Company's applicable policy and specifically record the reason for such expenditure. Associates shall further ensure that all expense claims shall comply with the terms and conditions of this policy.

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. No accounts should be kept "off-book" to facilitate or conceal improper payments.

10. RAISING A CONCERN/COMPLAINT

Associates are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If an associate is unsure whether a particular act constitutes bribery or corruption, s/he should raise the matter with his/her **reporting manager or consult an appropriate**

member of the Human Resource (HR) team. Concerns should be reported by following the procedure set out in the Whistleblower Policy which is available on BMS.

11. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

If any associate is offered a bribe by a third party, is asked to make one, suspects that this may happen in the future, or believes that he/she is, or anyone else is, a victim of any form of unlawful activity, such associate shall comply with clause 8 above.

12. PROTECTION

Associates who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Company aims 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.

The Company is committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If any associate believes that s/he has suffered any such treatment, s/he should inform his/her reporting manager or a member of the Human Resources team of the Company immediately. If the matter is not remedied, and if the victim is an associate, s/he should raise the matter as per the procedure laid out in the Whistle Blower policy.

13. TRAINING AND COMMUNICATION

Dissemination of this policy for new joiners shall be carried out at the time of induction. This policy will also be shared with all existing associates. If any associate has any query about this policy, they should contact their reporting manager.

The Company's zero-tolerance approach to bribery and corruption should be communicated to all agents, suppliers, contractors and business partners at the outset of the Company's business relationship with them and as appropriate thereafter. Wherever possible, all such third parties should be sent a copy of this policy at the outset of the said business relationship.

14. WHO IS RESPONSIBLE FOR THE POLICY?

The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The concerned head of Human Resource Department of the region has primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring that those reporting to them are made aware of and understand this policy and, if necessary and appropriate, are given adequate and regular training on it.

15. MONITORING AND REVIEW

The concerned head of Human Resource Department of the region will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvement identified will be made and incorporated 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.

All associates are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

Associates are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Head –HR Operations. This policy does not form part of the associate's contract of employment and it may be amended at any time by the Company.

16. SCHEDULE 1 – POTENTIAL RISK SCENARIOS – “RED FLAGS”

The following is a list of possible red flags that may arise during the course of an associate's engagement with the Company and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If an associate encounters any of these red flags s/he must report them promptly as per the procedure set out in the Whistleblower policy:

- (a) Being aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) Learning that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) A third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- (d) A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) A third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) A third party requests that a payment is made to "overlook" potential legal violations;
- (i) A third party requests that you provide employment or some other advantage to a friend or relative;
- (j) You receive an invoice from a third party that appears to be non-standard or customised
- (k) A third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) You observe that the Company has been invoiced for a commission or fee payment that appears large compared to the service stated to have been provided
- (m) A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Company; and/or

You are offered an unusually generous gift or lavish hospitality by a third party

17. SCHEDULE 2 - EXAMPLES

Offering a bribe

You offer a potential customer tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence (by you) as you are making the offer to gain an improper commercial and contractual advantage. The Company may also be found to have committed an offence because the offer has been made improperly to obtain business for us. It may also be an offence for the potential customer 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 organisation 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 an improper personal advantage.

Bribing a foreign official

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process, such as clearing computer hardware through customs.

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

18. DOCUMENT HISTORY

Version	Date	Author (function)	Reviewed by	Approved by	Nature of changes
Issue 1.0	22 Aug 2013	HR	Function Head	Function Head	Tech Mahindra Board Approved. First Integrated Issue.
Issue 1.1	22 Sep 2014	HR	Function Head	Function Head	Updated clause no 11.