

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. Purpose

This Anti-Bribery and Anti-Corruption Policy (“Policy”) is established to safeguard TechnoSphere India Private Limited (“the Company”) from bribery, corruption, and unethical practices in all business dealings. Our Company is committed to the highest standards of integrity and ethical conduct, ensuring compliance with all applicable laws including the Indian Penal Code (IPC) and the Prevention of Corruption Act, 1988 (“PCA”).

2. Scope

This Policy applies to all employees (full-time, part-time, contractual), consultants, vendors, suppliers, agents, service providers, and business partners of TechnoSphere, across all locations and business activities.

3. Policy Statement

- The Company maintains zero tolerance for any form of bribery, facilitation payments, kickbacks, or offering/accepting unlawful gifts, either directly or indirectly.
- All individuals under the scope of this Policy are strictly prohibited from soliciting, offering, giving, or accepting a bribe or any undue advantage for the purpose of obtaining or retaining business, or gaining an unfair advantage in any business transaction.
- This prohibition extends to both public and private sector dealings, including any act which could be construed as influencing a business decision, government action, or regulatory matter in an improper manner.
- Employees and associates are expected to exercise diligence to avoid circumstances or actions that could appear as corrupt or improper practices.

4. Definitions

- Bribery:** Offering, giving, receiving, or soliciting anything of value to influence a business decision or official act.

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- **Corruption:** Wrongdoing by persons in positions of power through illegitimate, immoral, or unethical means.
 - **Facilitation Payments:** Small, unofficial payments made to expedite routine actions.
 - **Kickback:** A return of a portion of money received in a business transaction, often as a reward for favorable treatment.
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5. Gifts and Hospitality

- Gifts, hospitality, or entertainment must not be intended to influence, or appear to influence, any business decision.
 - Only gifts of nominal value, offered openly without expectation of favor, are allowed and must be reported to the Compliance Team.
 - All questionable offers of gifts, hospitality, or entertainment should be reported immediately to HR/Compliance.
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6. Reporting and Whistleblower Protection

- All employees have a duty to report suspected instances of bribery or corruption, using the Company's confidential reporting channels.
 - Protection will be extended to all whistleblowers acting in good faith. No employee will suffer demotion, penalty, or other adverse consequence for refusing to participate in or reporting a bribery or corruption concern.
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7. Books and Records

- All transactions, expenses, and payments must be accurately reflected in the Company's books and records.
 - False, misleading, or incomplete documentation is strictly prohibited.
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8. Training and Communication

- Regular training and communication will be conducted to ensure awareness about anti-bribery and anti-corruption regulations and this Policy.
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9. Disciplinary Action

- Any breach of this Policy will result in disciplinary action, which may include dismissal, contract termination, or legal proceedings, depending on severity.
- Violations may also result in civil or criminal penalties under the Prevention of Corruption Act and Indian Penal Code.

10. Compliance and Review

- The Policy will be reviewed annually to ensure adherence to evolving laws and standards.
- Compliance is mandatory; failure to comply may result in legal action against both individuals and the Company.

Approved by: Board of Directors

Effective Date: Jan 2025

Review Date: Jan 2025