

Anti Bribery and Anti Corruption Policy

Policy Snapshot

With Effect from 1ST July 2022 [Version V1.0]

Anti Bribery and Anti Corruption Policy :

Area	Details
Objective of the policy	To prevent bribery from occurring, avoid the appearance of wrongdoing and enable the company to respond promptly and effectively to any inquiries about its conduct.
Applicability	To all directors, Employees, Third Parties as well as to other associated persons of the Company (which includes consultants and advisors).
Key definitions	<ul style="list-style-type: none">▶ Bribery: Bribery includes the offering, promising, giving, accepting or soliciting something of value in exchange for an act which is dishonest, illegal, and improper or a breach of trust, designed to influence the recipient in the exercise of their duty and to incline them to act contrary to accepted standards of honesty and integrity, to avail improper business advantage. Bribes often involve payments (or promises of payments) but may also include providing lavish/inappropriate Gifts and hospitality or other significant favors. Bribery includes advantages provided directly, as well as indirectly through Third Party.▶ Facilitation Payments: Facilitation payment is a payment which is not officially required or sanctioned but is made to a Government or Public Official to speed up, or otherwise smoothen, the performance of a routine duty or function which that official is required to perform in any case.▶ Legitimate Business purpose: any expense incurred within the ambit of applicable law which is in connection with the business concerned.▶ Improper Payments: Improper payment is any payment constituting the receipt or payment of bribes or giving, offering, authorizing or promising to give money or anything else of value to any person, including any Government or Public Official, in order to improperly influence any act or decision of a person, or to otherwise gain an improper benefit for the Company.
What this policy expects from you	<ul style="list-style-type: none">▶ The policy prohibits anyone acting on the company's behalf to make or receive Improper Payments.▶ In case any improper payments is demanded, such instances must be reported to the Compliance Officer, and the instructions of the Compliance Officer must be followed.

Anti Bribery and Anti Corruption Policy :

Area	Details
Areas with high risk of corruption / bribery:	<ol style="list-style-type: none">1. Gifts and hospitality<ul style="list-style-type: none">▶ Gifts and hospitality to be offered or accepted in accordance to the requirements outlined under the Company's Gifts and Hospitality policy.2. Facilitation payment<ul style="list-style-type: none">▶ No facilitation payments are to be made by employees or third parties on behalf of the Company directly or indirectly.3. Sponsorships, political and charitable contributions<ul style="list-style-type: none">▶ Political contributions or donations, whether in cash or kind, in support of any political parties or candidates are prohibited to be made by anyone on behalf of the Company.▶ Any sponsorship must be for legitimate business purpose or charitable objectives without any element of quid pro quo.▶ The Compliance Officer shall maintain a register for recording all relevant details pertaining to sponsorship payments and charitable contributions.4. Employment opportunities:<ul style="list-style-type: none">▶ The Company prohibits the use of employment opportunities as a means to influence others to benefit the Company by acting improperly.▶ In case any request from Government Official or a business partner to provide internships or employment to certain individuals is received and such a candidate is interviewed within the ordinary course of filling a position, the Compliance Officer must be notified of the candidate's relationship to a Government or Public Official or the Company's business partner.

Anti Bribery and Anti Corruption Policy :

Area	Details
What to do ?	<p>Contractual provisions:</p> <ul style="list-style-type: none">➤ All the agreements with any Third Party shall include the Anti Bribery and Anti Corruption clause and should be approved by the Legal Department.➤ Legal Department/Ethics and Compliance Committee may approve a contract without inclusion of any or all ABAC clauses, if supported by valid commercial reasons. <p>Training and certification:</p> <ul style="list-style-type: none">➤ The Company will provide periodic Anti-Corruption compliance training programs which shall be mandatory for all employees and third parties who directly or indirectly interact with Government or Public officials.➤ All the attendees must certify that they have reviewed this policy, agree with it and will report any potential violations of such policy to the Compliance Officer. <p>Mergers and acquisitions:</p> <ul style="list-style-type: none">➤ The Company will undertake appropriate and reasonable due diligence on the reputation and integrity of any business in which it makes investments.
Roles and responsibilities of the Compliance Officer	<ul style="list-style-type: none">➤ To instruct employees on next steps when improper payments are demanded➤ Maintain a register for recording all relevant details pertaining to gifts, sponsorship payments and charitable contributions made and received.➤ Approve usage of petty cash for payment to Government or Public Officials or Third Parties interacting with Government or Public Officials.
Appendix to the Policy document	<ul style="list-style-type: none">➤ Appendix A: Confirmation on awareness and compliance to ABAC laws➤ Appendix B: Certification that Third Party has received and read the ABAC policy. Further, acknowledge their obligation to report any violation of the ABAC policy.➤ Appendix C: Anti-Bribery and Anti-Corruption clause to be included in Third Party contracts
Reference to other policies	<ul style="list-style-type: none">➤ ABAC policy also has reference to other policies such as Third Party Management Policy, Petty Cash Policy, Accounting and Record Keeping Note, etc. which need to be complied.

Supplier Code of Ethics

Policy Snapshot

With Effect from 1ST July 2022 [Version V1.0]

Supplier Code of Ethics :

Area	Details
Objective of the policy	To establish guidelines and define role and responsibilities for ensuring proliferation and adherence to Supplier Code of Ethics by our Suppliers in order to enhance integrity, ethical standards and avoid conflict of interest.
Applicability	To all Third Parties as defined under the Company's Due Diligence and Third Party Management Policy and/or their representatives (together referred to as "Suppliers") who hold business relationship with the Company .
Officials responsible for compliance of this Code	<p>► The below-mentioned officials shall be responsible for ensuring compliance with this Code and other actions warranted under the Supplier Code of Ethics:</p> <ol style="list-style-type: none"> 1. Functional Head - for all Suppliers providing any kind of material/services, coordinating with the respective Functional team; and 2. Procurement Head - for all Suppliers providing any kind of service/material, coordinating with the Procurement team at the corporate level.
Declaration under Supplier Code of Ethics	<p>► Supplier Code of Ethics asks for declaration (under Format B of the Company's Supplier Code of Ethics) by the Supplier of having read and understood the Code. Such shall be obtained as per the following:</p> <ul style="list-style-type: none"> For New Suppliers: within 3 weeks of Supplier Code creation. For Existing Suppliers: within 6 months for class A suppliers (Suppliers having Annual Purchase Value for Company over INR 50 lacs) and every financial year for class B suppliers (Suppliers having Annual Purchase Value for Company less than INR 50 lacs). <p>► The declarations once received shall be valid till the end of that financial year and should be renewed after this period. In case of any deviations or exceptions to the above, approval of Compliance Officer shall be obtained on e-mail and the Compliance Officer must report to the Managing Director in case of repeated/serious non-compliances.</p> <p>► The list of non-complying Suppliers shall be circulated to the Managing Director and permission should be sought before placing any order to such Supplier.</p>

Supplier Code of Ethics :

Area	Details
Disclosures under Supplier Code of Ethics	<ul style="list-style-type: none"> ▶ Supplier Code of Ethics asks for a full disclosure (under Format A of the Company's Supplier Code of Ethics) is also expected from each Supplier of any potential violation of law or conflict of interest etc. in the prescribed format. ▶ The disclosures received from the Suppliers should be diligently examined by the Compliance Officer and he/she must recommend remedial measures, wherever required, to ensure that all potential conflict of interests are avoided and only the Suppliers with high level of integrity are allowed to enter into business dealings with the Company. ▶ Due Diligence for new suppliers would be done by collecting filled Third Party Information form and Vendor Registration forms and for existing suppliers, it would be done on a half yearly basis in the month of April and November in that Financial year. Based on the forms so submitted, due diligence shall be conducted on the Suppliers and accordingly due diligence reports shall be prepared by the Company.
Consequences of violation of Supplier's Code of Ethics by the Suppliers	<ul style="list-style-type: none"> ▶ Failure to comply with the Company Supplier Code of Ethics by any Supplier shall lead to suspension of any contract awarded to the Supplier and blacklisting of such Supplier. Further any payments due to such Supplier as per the Company's books shall be released only after thorough investigation by the Compliance Officer who shall share the results with the Managing Director who will then take the appropriate disciplinary actions. ▶ The officials accountable under this Code as mentioned earlier can take similar action against a Supplier suspected of violation of Supplier Code of Ethics with due approval from Managing Director except that in all such cases, dues for any goods and services received should be settled in due course of business.
Others	<ul style="list-style-type: none"> ▶ Any instance of non-adherence to this Code should be brought to the attention of the Functional Head. Additionally, the employees and the Supplier can confidentially report a violation or potential violation of this Code either through the whistleblower portal or by email or telephonically to the Whistle Blower Administrator (Please refer Company's Whistle Blower Policy for more details). ▶ Any information about misconduct or unethical and dishonest behavior reported under the Supplier Code of Ethics shall be investigated as per the process laid down in the Company's Whistle Blower Policy and findings reported to Board of Directors. ▶ In the event, any employee, associate, consultant, contractor etc. is involved in or party to any violation of Supplier Code of Ethics, a disciplinary action, that may include suspension, termination, claim for reimbursement to the Company for any losses or damages resulting from such violation, shall be taken in conjunction with Human Resource department. ▶ Disciplinary action shall also be taken against the manager or the supervisor where such violation reflects inadequate supervision or lack of diligence regarding a violation of Supplier Code of Ethics. ▶ All Purchase Orders and request for proposals should draw reference to the Company Supplier Code of Ethics and Supply Chain/Procurement is expected to widely share the contents of the Code with all the existing and potential Suppliers.

Supplier Code of Ethics :

Area	Details
Supplier Code of Ethics	<ul style="list-style-type: none"> ▶ The Suppliers shall maintain business integrity by - complying with all applicable laws and regulations including laws related to human rights, Anti-Bribery and Anti-corruption; not engaging in any corrupt practices for obtaining or retaining business or gaining improper advantage; adhering to the Company's Gifts and Hospitality policy while exchanging gifts, etc. ▶ The Supplier shall respect Company's confidentiality by – following applicable data privacy laws; abstaining from making any video and/or audio recording during discussions without prior consent, not sharing confidential information without written consent from procurement head with regard to pricing, volume, intellectual property, organization designs/plans, operating systems and technology platforms, etc. ▶ The Supplier shall disclose all potential sources of conflict of interest – Conflict of interest exists when Supplier's direct/indirect personal interests are inconsistent with/interfere with best interests of the company. To prevent the same, the Supplier shall disclose all family/ social/ political affiliations with the Company to the Company before entering into such business transaction. ▶ The Supplier shall engage in fair trade practices and processes by – not taking advantage of social/political connections for favorable treatment in business; not engage in anti-competitive activities like cartelization; ensuring quality assurance of products and/or services, etc. ▶ The Supplier shall advocate whistle-blower protection by – Escalating any misconduct, unethical or dishonest behavior by any of the company staff by the channels provided (<i>refer Company's Whistle-Blower policy for more details</i>); Endeavoring to develop mechanisms to expose the Company staff/business associates wrong practices in business dealings; Cooperating with the Company in the investigation of reported misconduct, unethical or dishonest behavior, etc. ▶ The Supplier shall share this Supplier Code of Ethics with all its employees who may be engaged in conducting business activities with the Company or its subsidiaries and affiliates. ▶ The Supplier shall provide the declaration (Format B) and the disclosures (Format A) in the prescribed format on a periodicity as determined by the Company.
Formats	<ul style="list-style-type: none"> ▶ Format A – Disclosures to be provided by the company's Suppliers with regard to any potential violation of anti-bribery laws, competition laws or conflict of interest, etc. ▶ Format B – Declaration to be given by the company's Suppliers with regard to compliance of the company's Supplier Code of Ethics and CISCO's Global Anti-Corruption Policy for all Business partners.

Whistle Blower Policy

Policy Snapshot

With Effect from 1ST July 2022 [Version V1.0]

Whistle Blower Policy :

Area	Details
Objective of the policy	To devise a procedure by which company personnel can report to the Company, bona fide Concerns on any legal or regulatory violations, or suspected alleged improper activities.
Who can Report	All directors, employees, Retainers, agents, representatives, and other associated persons (includes consultants, vendors, customers, advisors) of the Company (Company Personnel/Whistle Blower).
What to Report	Bona Fide Concern/Complaint/Protected Disclosure in good faith disclosing Unethical Practices, or Improper Activity.
What NOT to Report	Disqualified Concern: A Concern shall be deemed not to be Bona Fide/raised in good faith when a Whistle Blower has no personal knowledge of the existence of any fact in respect of a Concern reported by him, or, if the Whistle Blower knew or can reasonably be presumed to know that the Concern reported by the Whistle Blower is mala fide, malicious, and/or frivolous.
Whom to Report	Whistle Blower Administrator as nominated by the Company from time to time.
How to Report	<ul style="list-style-type: none">▶ Whistle Blower may report Concerns orally in person/telephonically or in writing (via email) or anonymously. Whistle Blower must give rationale behind defining the incident as an Improper Activity.▶ Email ID – compliance@syndrometech.net Website :- https://syndrome.integritymatters.in Contact : +91-22-40332201▶ The Whistle Blower should provide as much specific information as possible including names, dates, places and events that took place.▶ Suspicion of an improper activity/Concern can also be reported in the same manner.▶ Anonymous reporting must provide sufficient corroborating evidence(s) to justify an Investigation.

Whistle Blower Policy :

Area	Details
Disqualification	Whistle Blower who report two or more Concerns which are subsequently proved to be mala fide, frivolous or malicious, may be disqualified from reporting further Concerns under this Policy, and will lead to appropriate Disciplinary Action against such Whistle Blower.
Points to be kept in mind while reporting	<ul style="list-style-type: none">▶ Whistle Blowers should refrain from:<ul style="list-style-type: none">• obtaining evidence for which they do not have a right of access;• conducting their own Investigation; and• determine any remedial action.▶ This Policy is not a grievance platform for Company Personnel or for raising mala fide, malicious and frivolous allegations.▶ Appropriate disciplinary action shall be initiated against such person making false allegations or any misuse of the Policy.▶ All the Reported Concerns and information received from the Whistle Blower to be treated in a confidential manner and shall be disclosed on need to know basis or if required by law.
Non-retaliation and protection	<ul style="list-style-type: none">▶ Whistle Blower (whether or not the Concern reported by him/her is substantiated after investigation) will be protected against threats of retaliation, discharge or other types of discrimination including compensation / terms and conditions of employment/ association with Company that are directly related to the raising of the Concern.▶ Identity of the Whistle Blower shall be kept confidential by the stakeholders identified under this Policy.

Whistle Blower Policy :

Area	Details
Duties and Rights of a Reported Person	<ul style="list-style-type: none">▶ The Reported Person shall provide all necessary cooperation and assistance to the Ethics and Compliance Committee during Investigations. However, there shall be no violation of any right against self-incrimination that such Reported Person shall have available to him/her in accordance with applicable laws.▶ This Policy may not be used as a defense by a Reported Person against whom an adverse personnel action has been taken on account of any Concern reported against him, or, due to disclosure of information made by him in accordance with company's rules and policies.▶ The Reported Person shall not have any right to interfere with the investigations.▶ Unless Company deems it necessary not to do so, the Reported Persons will be granted the right to adequately respond to material findings and evidence gathered during investigations. The Reported Person shall also have the right to be informed of the outcome of the Investigations.
Appendix	<p><u>Appendix I: Types of Concerns</u></p> <ul style="list-style-type: none">▶ Examples of violation of policies, regulations, laws, ethical standards of the Company. <p><u>Appendix II:</u></p> <ul style="list-style-type: none">▶ Composition of Ethics and Compliance Committee (Head of HR, CFO and MD).▶ Channels of reporting a Concern (email, in-person/telephonically, whistle blower portal).
Reference to other Policies	<ul style="list-style-type: none">▶ Anti-Bribery and Anti-Corruption Policy▶ Conflict of Interest Policy

Adherence to Syndrome's ABAC and other Corporate Governance Policies and CISCO Global Anti-Corruption Policy for all Employees and Suppliers of Syndrome :

- Every Employee of Syndrome Technologies is mandated to be fully aware about the Anti-Bribery Anti-Corruption Policy and other Corporate Governance Policies of the Company as may be implemented from time to time. All these Policies and other reference documents are made accessible to the employees through HR Intranet or via Human Resource Team.
- Employees who are working on CISCO Projects and Suppliers of Syndrome shall additionally comply with the Global Anti-Corruption Policy for all Business Partners of Cisco Systems, Inc. and its affiliates and all related policies, which shall be accessible at <https://www.cisco.com/c/en/us/about/legal/global-anti-corruption.html>