

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

MERIDIAN INFOTECH LIMITED

Version 1.0

June 2023

ANTI-BRIBERY AND ANTI-CORRUPTION (“ABAC”) POLICY

1. Introduction

This Policy applies to **MERIDIAN INFOTECH LIMITED**, having its registered office at 201 – 202, Vice Regal, 15, Punit Nagar, Off. Old Padra Road, Vadodara 390015, Gujarat India and its corporate office at Associated Society, Prasanna House 1, 301, opp. Radha Krishna Park Society, Akota, Vadodara, Gujarat 390020 (hereinafter referred to as “Company”). The Company is committed to conducting all aspects of its business in keeping with the highest legal and ethical standards and expects all Employees and other persons acting on its behalf to uphold this commitment.

The Company will not tolerate Bribery, kickbacks, or Corruption of any kind, directly or through Third Parties, whether or not explicitly prohibited by this Policy or by law. Employees and Third Parties are not permitted to give or offer anything of value (including Gifts, hospitality, or entertainment) to anyone for the purpose of improperly obtaining or retaining a business advantage. Similarly, Employees may not solicit or accept such Improper Payments.

This Policy has been designed 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. Employees who violate this Policy may be subject to disciplinary action, up to and including termination. The pages that follow provide a general guide to Anti-Corruption compliance but do not address every potential scenario that may implicate issues bearing on compliance with this Policy.

This Policy is effective from June 12, 2023.

2. Objective

The Anti-Bribery and Anti-Corruption Policy (“Policy”) is adopted by the Company:

- To help its officers, board members, directors, Employees and Third Parties comply with all laws, domestic and foreign, prohibiting Improper Payments, Gifts or inducements of any kind to and received from any person, including officials in the private or public sector, customers and suppliers (“Anti-Corruption Laws”).
- To make the internal and external stakeholders of the Company realize the gravity of the consequences of breach of applicable Anti-Bribery laws (including the failure to prevent Bribery occurring) which may include but not limited to reputational damage and severe penalties, including fines and imprisonment.

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- To educate the employees as well as the third parties about the Company's zero-tolerance approach towards Bribery and Corruption.
- To act as a guiding document for reviewing complaints raised by the Whistle Blower. Monthly meetings will be conducted by the Ethics and Compliance Committee to take appropriate actions on the same to meet the objectives of this ABAC Policy.
- To emphasize the employees to not induce to act or refrain from actions that may lead to malfeasance and corruption, and not get involved in corruption, whether directly or indirectly.
- To support and guide all the employees, their managers and the Top Management in performing their respective roles and responsibilities under the Anti-Bribery and Anti-Corruption Policy.
- To conduct its business with fairness and enhance the confidence of its stakeholders.

3. Applicability

The policy covers all units, places of operation and offices of the Company and its subsidiaries. The policy is applicable to all directors, officers, Retainers, Employees, and Managers as well as to distributors, representatives, Business Associates and other associated persons of the Company (which includes consultants and advisors). No individual or body associated with the Company can waive compliance with this Policy. In each of the jurisdictions in which the Company operates, Employees and Third Parties are expected to follow the Company ABAC policy or applicable law, whichever is more stringent.

In addition to the Company's Policy, all such Business Associates and Employees that are working or will/may work on any of the project, assignment, task involving CISCO's product/service, at present or at any time during their association with the Company, (referred as 'CISCO Project'), shall require to adhere to the CISCO's Global Anti-Corruption Policy available on the Company's intranet and CISCO Website (alternatively, you can reach out to Compliance Officer for this document).

4. Definitions

- 4.1 Bona Fide:** Bona Fide shall mean disclosure of a Concern based on a reasonable inference of unethical and Improper Activities or any other alleged wrongful conduct.
- 4.2 Bribery:** Bribery includes the offering, promising, giving, accepting or soliciting something of value in exchange for an act that 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.
- 4.3 Corruption:** Corruption includes the misuse of office or power for private gain, by directly or indirectly offering or promising anything of value, to any person one is dealing with to obtain or retain business or to gain an improper business advantage. This also includes

demanding or accepting anything of value from any person, as a condition to conferring an improper business advantage.

- 4.4 Employee(s):** Employee(s) shall mean all full time on roll officers, employees of the Company, in any class of employment.
- 4.5 Ethics and Compliance Committee:** shall comprise of management personnel as referred under the Whistle Blower Mechanism, appointed by the Company from time to time to assist and advise in the investigation of reported concerns, Improper Activities and provide an independent, non-bias view, in accordance with this Policy.
- 4.6 Facilitation Payments:** Facilitation payment is a payment that is not officially required or sanctioned but which 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.
- 4.7 Gift or Gifts:** A Gift means any payment, gratuity, gratification, present or advantage (pecuniary or not), offered or received. In a business environment, "Gifts" cover items such as, but not limited to:
- Presents, goods, equipment;
 - Personal discounts, commissions or other forms of remuneration;
 - Cash, payments, loans or advances or cash equivalents like gifts certificates, gift vouchers, shopping cards, shawls, sarees, tablets, watches etc.;
 - Stocks, shares, equities;
 - Free services, for instance insurance, tuition fees, repair or improvement works or any preferential treatment;
 - Honorarium;
 - Promotional items like Giveaways and Souvenirs received during joint seminars and events for customers or use of a giver's time, materials and facilities; and
 - Referral, internship, opportunity and other favorable treatment.
- 4.8 Government:** Any agency, instrumentality, subdivision or other body of any national, state or local Government including Government committees or commissions and regulatory agencies or Government-controlled businesses, corporations, companies or societies. Even if a Company is not wholly owned by the State, it may be considered an "instrumentality" of Government if it exercises substantial control over the Company. State-owned banks, oil companies, utilities, universities, banks and hospitals are examples of Government instrumentalities.
- 4.9 Government or Public Official:** includes all Employees, at any level, of a Government department or agency, of public international organization, whether executive, legislative or judicial, member of a political party. Officers and Employees of companies under Government ownership or control are also considered "Government or Public Officials." Thus, the term includes not only individuals such as elected officials, customs and tax inspectors and Government procurement officials, but also the employees of state-owned

enterprises like state-owned banks, oil companies, hospitals, utilities, universities and any other Government agency. It also includes:

- a. any person acting in an official capacity for a Government organization, department, or agency;
- b. political parties, party officials, or candidates for office;
- c. any official or employee of any Government, local body or semi-Government department;
- d. Members of public assemblies;
- e. Judges or employees of courts; and
- f. Employees of autonomous bodies.

4.10 Improper activities: includes, but is not limited to:

- a) Questionable accounting, internal accounting controls or auditing matters;
- b) Disclosures in documents filed by the Company with statutory authorities and other public disclosures made by the Company that may not be complete or accurate;
- c) Fraudulent financial reporting;
- d) Violations of the Company's HR Policy Manual/Code of Conduct framed by the Company;
- e) Violations of laws applicable to the Company, Anti-Bribery and Anti-Corruption Policy;
- f) Fraud against the Company's shareholders;
- g) Forgery or alteration of documents;
- h) Misappropriation or misuse of Company resources, such as funds, supplies or other assets;
- i) Pursuit of a benefit or advantage in violation of Conflict of Interest Policy of the Company;
- j) Authorizing or receiving compensation for goods not received or services not rendered;
- k) Authorizing or receiving compensation for hours / days not worked;
- l) Unauthorized alteration or manipulation of computer files;
- m) Disclosure of confidential information;
- n) Abuse of Power;
- o) Acceptance of or giving kickbacks or bribes by any Company Personnel;
- p) Any other activity by an Employee that is undertaken in the performance of the Employee's official duties, whether or not that action is within the scope of his or her employment, and which is in violation of any law or regulation, or constitutes malfeasance, bribery, fraud, misuse of Company property, or willful omission to perform his or her duties, or involves gross misconduct; and
- q) Any other act having a similar effect/outcome.

4.11 Legitimate Business Purpose: any expense incurred within the ambit of applicable law which is in connection with the business concerned.

4.12 Third Parties: Any entity or individual from which the Company purchases goods or services or compensates to facilitate the day-to-day operation of its business, or an individual or entity acting as a Third Party to or supplier of the Company, acting on behalf

of the Company, or under the supervision of the Company, or jointly with the Company, engaged in order to market or deliver services, in connection with the Company's business. Examples of Third Parties include:

- Individuals and/or organizations (consultants or advisors) that interact on behalf of the Company with Government or Government or Public Officials;
- Legal or technical consultants;
- Accountants/Tax and financial advisors;
- Individuals/organizations that perform services for the Company related to procurement of goods or services;
- Charitable institution(s) or any non-profitable or non-Government organization, recognized and regulated under applicable laws and regulations;
- Sales and marketing agents;
- Intermediaries;
- Operations and management contractor;
- Civil Contractor;
- Advertising agencies and public relations firms;
- Joint business relationship partners;
- Sub-contractors or commercial associate; and
- Event organizers.

4.13 Retainers: Retainers shall include all contractual and part time employees/staff.

4.14 Whistle Blower: is someone who reports a Concern or any improper activities and also refers to someone who exposes wrongdoing or unethical activities and is also called tipster, informant, leaker or discloser.

4.15 Whistle Blower Administrator: Whistle Blower Administrator shall mean an official designated by the Ethics and Compliance Committee and could also referred as Compliance Officer.

5. Applicable ABAC and related laws

- The Prevention of Corruption Act, 1988;
- The Prevention of Corruption (Amendment) Act, 2018;
- The Foreign Corrupt Practices Act 1977 of USA ("FCPA");
- UK Bribery Act, 2010 ("UKBA");
- The Prevention of Money Laundering Act, 2002;
- The Foreign Contribution (Regulation) Act, 2010;
- The Indian Penal Code, 1860;
- Central Vigilance Commission Act, 2003;
- Lok Ayukta Acts of various states; and
- Any other applicable national, regional, provincial, state, municipal or local laws and regulations that prohibit tax evasion, money laundering or otherwise dealing in the proceeds of crime or the Bribery of, or the providing of unlawful gratuities, Facilitation

Payments, or other benefits to, any Government or Public Official or any other person and any other guidelines or pronouncement by the Government.

6. Ethics and Compliance Committee

The Ethics and Compliance Committee has general responsibility for ensuring the Company's compliance with this Policy.

7. Guidelines

The Company prohibits anyone acting on its behalf, including directors, board members, officers, Employees, Third Parties, directly or indirectly, from engaging in any Improper Activities or making or receiving Improper Payments.

"Improper Payments" is defined as 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.

The instances of Improper Payments will include but not limit to the following:

- Payments, direct or indirect, (other than those expressly required to be made and codified under applicable law or regulation) in order to secure licenses, permits, renewals, and any other required approvals or clearances in order to operate in a country, state or other jurisdiction;
- Payments to influence any act or decision of a Government or Public Official or individual in the private sector in his or her official capacity;
- Payments inducing a Government or Public Official to use his or her influence with a Government or Government instrumentality to affect or influence any act or decision of a Government or instrumentality; and
- Facilitation Payments or other benefits to any Government, or Public Official, or any other person, made directly or indirectly to expedite routine Government action.

Notwithstanding the clear policies on prohibition of Improper Payments, a Government or Public Official, customer, contractual counterparty or other Third Party may request, demand, offer or otherwise communicate the expectation or possibility of a corrupt payment. In addition to the initial step of always refusing the demand or offer, any such occurrence must be reported to the Compliance Officer, and the instructions of the Compliance Officer must be followed.

Key areas with high risk of Corruption / Bribery include but not limited to the following:

- A. Gifts, entertainment and hospitality;
- B. Facilitation payments;
- C. Business relationships;
- D. Sponsorships;
- E. Corporate social responsibility, political and charitable contributions;
- F. Employment opportunities; and
- G. Third Party Management.

7.1 Gifts, entertainment and hospitality

Gifts, entertainment and hospitality are acceptable if they are reasonable, proportionate and Bona Fide, consistent with local customs and practice and in compliance with ABAC laws and Gift and Hospitality Policy of the Company. Employees or Third Parties must not violate the law by offering or receiving lavish Gifts or hospitality that may be perceived as bribes. It is to be noted that this Policy applies to Gifts, entertainment and hospitality provided by the Company and/or individuals as well as such items received by the Company and/or individuals covered by this Policy.

A. Gift and hospitality

- 1) No gifts (of any kind, or of any value) shall be given to a Government or Public Official shall be only for Legitimate Business Purposes or otherwise.
- 2) Gifts exchange (giving and accepting) with third parties should be of a nominal value not greater than INR 5000/- (Rupees Five Thousand only) per person per Gift with the prior approval of the Managing Director and notification to the Compliance Officer. Gift being given or accepted of value greater than INR 5000/- (Rupees Five Thousand only) must remain exceptional and on prior approval from the Compliance Officer. Further, in no case, the value of the Gift per person (including Gifts to their family) can exceed INR 25000/- (Rupees Twenty Five Thousand only) per annum.
- 3) The receiving or offering of Hospitality, including food and drink is limited to INR 25000/- (Rupees Twenty Five Thousand only) per annum for third parties with the prior approval of the Managing Director. If the threshold is likely to be exceeded, then a detailed business rationale should be provided to the Managing Director and duly approved by the Compliance Officer.
- 4) Note that the provision of Gifts, as well as the reporting requirements, in this Policy, apply even if Employees and Third Parties are not seeking reimbursement for the expenses (*i.e.*, paying these expenses out of your own pocket does not avoid these requirements).
- 5) The Compliance Officer shall maintain a list of details of Gifts given or Gifts received (value more than approved threshold as the case may be) by an Employee of the Company in the Gift Register for the purpose of declaration and record keeping. Further, the Gift Register will be reviewed on a quarterly basis by the Ethics and Compliance Committee. The Gift register must be maintained and available for inspection for a period of five years.
- 6) Any Gift valued (estimated) more than the approved threshold, as the case may be, should be politely refused and returned by the Employee. In cases where it would not be appropriate to do this, the matter must be referred to the Compliance Officer. The Compliance Officer will decide the next steps whether to return the Gift or may donate the Gift to a worthy local cause.

For further details please refer "Gifts and Hospitality policy".

B. Third Party entertainment

Expenses for meals, entertainment, travel, and lodging and other hospitality for Government or Public Officials or any other individual or entity (in the private or public sector) that has the power to decide or influence the Company's commercial activities may be incurred only if all of the following conditions are met:

- 1) The cost of the meal, entertainment, travel, lodging or other hospitality is less than INR 5000/- (Rupees Five Thousand Only) per person per business event with the approval of the Managing Director. In case of expenses of more than INR 5000/- (Rupees Five Thousand Only), a detailed business rationale should be provided to the reporting manager and approved by the Compliance Officer. The limit mentioned herein shall not be applicable to outstation events and the cost of the meal, entertainment, travel lodging or other hospitality for such outstation events shall not be more than INR 25000/- (Rupees Twenty Five Thousand only) per person per business event and any expenditure beyond INR 25000/- (Rupees Twenty Five Thousand only) shall require approval of the Managing Director;
- 2) The expenses are Bona Fide and related to a Legitimate Business Purpose and the events involved are attended by appropriate Company representatives;
- 3) The expenses are reasonable, and the travel, lodging and meals could not be viewed as lavish or excessive in any respect;
- 4) The meal, entertainment, travel, or lodging is permitted by the rules of the recipient's employer (if applicable);
- 5) A formal request from the official Government email ID requesting any travel, lodging or other hospitality is mandatory to make such bookings. In case an official request is not received, an approval from the Compliance Officer must be taken; and

For further details please refer "Gifts and Hospitality policy".

7.2 Facilitation Payments

It is important to remember that under Indian ABAC laws (i.e. Prevention of Corruption Act, 1988 and Prevention of Corruption (Amendment) Act, 2018) a "Facilitation Payment" made in India is illegal, although, in other jurisdictions, ABAC laws may not consider "Facilitation Payment" illegal. Following are some of the examples of Facilitation Payment:

- a. Payments to Government or Public Officials for expediting licenses, permits, approvals and inspections, both at the time of original application, renewal, modification or extension;
- b. payment made to a Custom Official to ensure the speedy completion of customs clearance procedures; and
- c. payments to speed up issue of visas.

Thus, no Facilitation Payments are to be made by Employees or Third Parties on behalf of the Company directly or indirectly in case a demand is received for payment to perform routine Government actions, one should:

- Refuse to make such payment without official receipt and inform that the same is not permissible as per Company policies, and
- Report to the designated Compliance Officer regarding demand for such payment.

If any Employee or Third Party knows or believes that an Improper Activities has taken place, Improper Payment has been or will be made, the Employee or Third Party must report such payment to the Company's Compliance Officer. Further, Employees shall communicate the Company's approach towards Facilitation Payments to Third Parties, who may be dealing with the Government or Public Officials on behalf of the Company, in order to ensure that no such payment is offered or made by them to such officials.

7.3 Business Relationships

In the conduct of business, the Company is required to maintain business relationships with every stakeholder. This may include interaction with the Government, Third Parties and customers.

The Company may interact with the Government or Government or Public Officials in various forms such as approver, regulatory authority, supplier, customer etc. In dealing with Government or Government or Public Officials, extra care should be taken to maintain the highest standards of integrity and transparency by Employees or Third Parties (who interact with the Government or Government or Public Officials on behalf of the Company).

Providing any Improper Payments to Government or Government or Public Officials or their relatives directly or indirectly is strictly prohibited under this Policy. Payment for a non-routine request shall be made only after the approval of the Compliance Officer. Visit records (log) should be maintained by the Compliance Officer to record the date, name of Government or Public Official, title, his/her department and purpose of each visit. These logs and expenses incurred in relation to this visit will be reviewed quarterly by the Compliance Officer.

7.4 Sponsorships

Sponsorships are closely allied to the various types of community / business activities undertaken by our Company. Any sponsorship must be for Legitimate Business Purpose or charitable objectives without any element of quid pro quo. Any such sponsorship must be transparent, duly approved, properly documented by the Compliance Officer. The Compliance Officer shall maintain a register of sponsorships with the following details:

- Proposed by;
- Approved by;
- Amount of Sponsorships;
- Brief description of Sponsorships including basic legal due diligence;
- Adverse findings in due diligence, if any;
- Mode of payment; and
- Date of payment.

Any sponsorships made or offered on behalf of the Company must:

- not have a conflict of interest with the Company;
- ensure that all documentation (including invoices and receipts) are properly recorded; and
- all Sponsorships not exceeding INR 10,00,000 (Rupees Ten Lacs only) will require prior approval of the Compliance Officer. Any payments in excess of INR 10,00,000 (Rupees Ten Lacs only) will require prior approval of the Ethics and Compliance Committee.

The Company will conduct due diligence on the Third Party to ensure that the recipient of any sponsorship is legitimate and, in the case of a charity that the sponsorship was expensed or accounted for in an appropriate manner. Outcomes of such sponsorships should also be evaluated and documented including measuring the number of impressions generated, the financial outcomes generated and how that compares to other marketing investments.

7.5 Corporate social responsibility (CSR) payments, political and charitable contributions

It is to be noted that all charitable contributions made under the Company's Corporate Social Responsibility (CSR) Policy pursuant to the Companies Act, 2013 shall be outside the scope of this policy and shall be governed as per the applicable statutory rules and applicable CSR Policy of the Company from time to time.

Political contributions can take many forms, ranging from the direct provision of monetary contributions to political campaigns to the provision of material resources or services including personnel or labor, donations to political action groups or non-Governmental organizations with a political agenda, or to funding of or purchase of seats at fund raisers or parties. Political contributions or donations, whether in cash or kind, in support of any political parties or candidates are prohibited to be made by Employees of the Company on behalf of the Company or its affiliates. The Compliance Officer must be notified if any Government or Public Official or Third Party solicits a political or charitable contribution in connection with any Government action related to the Company.

Employees of the Company may, of course, exercise their personal right to make charitable donations from their own resources, providing this does not give rise to any actual or apparent conflict of interest or appearance of impropriety for the Company.

Donations will not be made to specific entities or charities at the request of Employees, customers, Government or Third Parties.

It is necessary to ensure that the: (a) charity is a legitimate charity; (b) payment will not be diverted to or otherwise benefit the official or his or her relatives; (c) contribution is transparent and will be properly recorded in the financial records; (d) arrangement complies with all applicable laws; and (e) contribution is not given in exchange for a favorable decision by the requestor and is not a disguised mechanism for bribes or other corrupt practices. For example, a corrupt official may suggest that before the Company can be considered for awards of business it must agree to contribute to a charity of the official's choosing.

All charitable contributions not exceeding INR 10,00,000 (Rupees Ten Lacs only) will require prior approval of the Compliance Officer. Any charitable contribution in excess of INR 10,00,000 (Rupees Ten Lacs only) will require prior approval of the Ethics and Compliance Committee.

The Compliance Officer must maintain a list of details in charitable contribution register for all charitable contributions given to Third Parties for the purpose of declaration and record keeping.

7.6 Employment opportunities

The Company prohibits the use of employment opportunities – whether permanent or temporary (including internship) – as a means to influence others to benefit the Company by acting improperly. On occasion, Government or Public Officials or the Company's business partners may request that the Company provide internships or employment to certain individuals. Offering internships or employment to Government or Public Officials or the Company's business partners may be viewed as providing an item of value. This Policy sets forth guidance for handling such requests from Government or Public Officials or the Company's business partners. If a candidate is interviewed for an internship or employment within the ordinary course of filling a position, the Compliance Officer must be notified of the candidate's relationship to a Government or Public Officials or the Company's business partner. If a candidate related to a Government or Public Official or a Company business partner is interviewed outside the ordinary course of filling a position, any internship or employment offer must be pre-approved by the Compliance Officer. Particular care must be taken where employment opportunities are extended to affiliates of Government or Public Officials or business partners of the Company (or those closely associated with them), to ensure that there is no conflict of interest or an indication that the employment offer is motivated by an intention to get an undue business advantage.

Following guidelines must be kept in mind at the hiring stage to mitigate Bribery and Corruption risks

- The rationale for the existence / creation of a role, and the suitability of the successful candidate for the same should be documented in a transparent manner
- The candidates should be hired solely based on merit and ability
- The selection of the successful candidate should not have been influenced by the candidate's connection or association with (i) a Government or Public official; (ii) business partner; or (iii) any other person who is in a position to be influenced to benefit the Company improperly
- The Employee referring the candidate should declare whether they are connected, personally or professionally, with candidates who receive offers of employment
- Details including rationale for hiring the candidate for a role should be recorded and retained
- Screening for potential conflicts of interest should be performed (including, but not limited to connections with existing business partners, Government or Public Officials and politically exposed persons)

7.7 Third Party Management

The Company is required to interact with various Third Parties to ensure the smooth operation of its business. Payments made by the Third Parties that are or that purport to be on behalf the Company may be subject to the same liability as if the Company had made the payment. Hence, it is necessary that Employees dealing with Third Parties directly or indirectly should ensure that the Third Parties act with the same standards as the Company. Third parties should only be engaged for Legitimate Business Purposes, on commercially justifiable terms and arm's length pricing.

In the conduct of business, certain transactions based on the nature of the dealings are to be construed as high, medium or low risk. All Third Parties interacting directly or indirectly with Government or Public Officials/ authorities on behalf of the Company shall be classified as high risk. For all "high risk" Third Party(ies), the Compliance Officer shall perform detailed due diligence process. Further, all invoices for professional services and supporting for any out of pocket expenses incurred thereto raised by Third Parties for interacting (directly/ indirectly) with the Government should also be approved by the Compliance Officer.

If Employees have reason to suspect that a Third Party is engaging in potentially improper activities or conduct, they shall report the case to the Ethics and Compliance Committee immediately. The Committee may conduct an investigation. Payments to, and engagement with, the Third Party may be terminated as a result and the relevant Third Party may be blacklisted.

8. Record-keeping and Internal Control requirements

Expenses must never be hidden or purposefully misclassified. Laws on ABAC generally require detailed and accurate accounting records for transactions, including cash and bank accounts. Any "off-the-record" payments and any form of fraudulent accounting or falsification of books and records to conceal or layer any improper payment are prohibited. The Company must ensure that it maintains accurate books, records and financial reporting to avoid any non-compliance.

Petty cash payments to Government or Public Officials or Third Parties interacting with Government or Public Officials are not allowed. In case of any exigency expense, petty cash can be used for making such payments only after a pre-approval from the Compliance Officer citing the reasons for making payment in cash to the Compliance Officer. Where pre-approvals are not available, expenses can only be claimed after adequate approvals are taken.

Employees must follow all applicable standards, principles, laws, and practices for accounting and financial reporting. In particular, Employees should ensure that no part of any payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. Employees should use best efforts to ensure that all transactions, dispositions, and payments involving Company funds or assets are properly and accurately recorded in the Company's financial records and ensure no payments are made based on false documentation. False or artificial entries are not to be made in the Company's books and records for any reason. No undisclosed or unrecorded accounts are to be established for any purpose. False or artificial entries are not to be made in the Company's books and records for any reason. Further, personal funds must not be used to accomplish what is otherwise prohibited by this Policy.

The Compliance Officer would provide oversight to verify compliance of books of account with this policy. This would include periodic review of the records including Employee reimbursement, Gift expenses, travel and entertainment expenses, third-party contracts and payment and any other data or information which may be relevant.

All results noted from a periodic review of books of account by the Compliance Officer shall be reviewed by the Ethics and Compliance Committee.

9. Contractual Provisions

Contracts should in principle include appropriate provisions protecting the Company from corrupt activities. These provisions will typically include but not limited to : (a) Anti-Corruption representations, warranties and covenants relating to compliance with ABAC laws, Anti-money laundering laws, Sanction, and Conflict of Interest requirements; (b) rights to conduct audits of books and records of the counterparty to ensure compliance with these representations, warranties and covenants; (c) avoidance of relationships and activities with disreputable individuals; and (d) rights to terminate a counterparty as a result of any violation of ABAC laws , Anti-money laundering laws, Sanction, and Conflict of Interest requirements or the representations, warranties and covenants of the agreement related to such matters. Draft contract clauses on Anti-Bribery provisions should be incorporated as an integral part of a contract that may be provided by the Company. The legal Department/Ethics and Compliance Committee may approve a contract without the inclusion of such a clause, where there is a legitimate reason.

In the event of negative information found during due diligence of “high risk” Third Parties and the relevant Third-Party refuses to agree to the standard clause on Anti-Bribery and Anti-Corruption, the contract shall be referred to the Ethics and Compliance Committee for approval.

10. Training and Communication

The Company will offer periodic Anti-Corruption compliance training programs to educate Employees and Third Parties about the requirements and obligations of ABAC laws and this Policy. All Employees and Third Parties who directly or indirectly interact with Government or Government or Public Official must mandatorily participate in such training and the Compliance Officer must retain attendance records establishing compliance with this requirement for a period of 3 years. Further, the Company shall also provide more focused training to Employee(s) facing Government or Public Officials.

The training material should also be updated from time to time to take note of all the changes in the laws and regulations. The trainer should have all prerequisite knowledge and have a clear understanding of all anti-bribery laws and compliances.

11. Certification

As part of the Company’s ongoing commitment to Anti-Corruption compliance, all Employees and Third Parties who directly or indirectly interact with the Government or Government or Public Officials must receive and review a copy of this Policy. All such-Employees and Third Parties must then, once every year/or periodically as may be decided by the Ethics and Compliance Committee, acknowledge and confirm that they (1) have reviewed the Policy; (2) agree to abide by the Policy; and (3) agree to report any potential violations of the Policy to the Compliance Officer.

12. Economic sanctions

All Employees and Third Parties (when acting on behalf of the Company) have to comply with Indian laws and laws of other countries relating to sanctions that are, or may be, of potential relevance including those sanctions laws administered, enacted or enforced from time to time by the United States (including without limitation the Department of Treasury, Office of Foreign Assets Control), the United Nations, the European Union and enforced by its member states, Her Majesty's Treasury or other similar Governmental bodies with regulatory authority over the Company (collectively, "Sanctions Laws").

Specifically, no Employee or Third Party (when acting on behalf of the Company) is permitted to (directly or indirectly):

- Engage in any business or dealings with or for the benefit of any person that is (i) the subject of Sanctions Laws, (ii) located in or organized under the laws of a country or territory which is the subject of country- or territory-wide Sanctions Laws (including Cuba, Iran, North Korea, Syria and the Crimea region of Ukraine), or (iii) owned 50% or more, or controlled, by any of the foregoing (collectively, "Sanctioned Parties"); or
- Facilitate business or dealings with Sanctioned Parties.

No Employee or their close family member or any Third Party with whom the Company does business can be a Sanctioned Party.

13. Mergers and Acquisitions

A Company that does not perform adequate due diligence regarding compliance with Anti-Bribery and Anti-Corruption procedures of the target Company prior to a merger or acquisition may face both legal and business risks. The Company will undertake appropriate and reasonable due diligence on the reputation and integrity of any business in which it makes investments.

The Company, when it is acquiring a potential target, will train new Employees, reevaluate Third Parties under Company standards and where appropriate, conduct audits on new business units.

14. Non-Compliance

- Any violation of this Policy may seriously affect the Company and its reputation and brand value. Any violation of this Policy will be dealt strictly and failure to adhere to the policy may result in disciplinary action up to and including termination in the case of an Employee, or termination of business relations in the case of a Third Party.
- Further the consequences of activities in violation of ABAC Laws and related laws can be severe, including significant civil and/or criminal penalties, with the possibility of lengthy terms of imprisonment at home or abroad.
- The Company and its shareholders in such circumstances may also be required to pay major civil or criminal penalties, even where such activities are common within the country or jurisdiction in question. Further, the Company will not reimburse any fines/ penalties levied on account of the above.

15. Reporting of Violations and Whistle Blower Mechanism

The Company takes its commitment to Anti-Corruption compliance very seriously and expects all employees to share this commitment. The Company therefore expects and requires any Employees who have knowledge of, or reason to suspect, any violation of this Policy to contact the Compliance Officer immediately. The Company has provided multiple ways in which misconduct can be reported to its Management as per the Whistle Blower Mechanism mentioned at the end of this ABAC Policy Document. Reports may be made anonymously. If any Employees fail to report known or suspected violations, then the relevant Employees may be subject to disciplinary action, up to and including termination.

It is the Company's policy that, if the report of known or suspected violations is made honestly and in good faith, no adverse employment-related action will be taken against any Employees in retaliation for reporting a violation or suspected violation of Anti-Corruption laws or this Policy.

All Whistle Blower complaints or Concerns to be reported can be made to:

- E-mail: ethics@meridian.co.in
- Letter to the Whistle Blower Administrator/Compliance Officer
- To the Whistle Blower Administrator/ Compliance Officer in person
- The Whistle Blower Administrator/Compliance Officer telephonically at 0265-2357499

In case the Company fails to take note or cognizance of any reported corruption concern that is related to Cisco business/orders, the same can be further reported to Cisco through its website.

16. Interpretation

Any matter not specifically covered under the above guidelines shall be referred to the Compliance Officer for necessary advice. In case of definitions being repeated in multiple policies, a more inclusive definition shall be considered. The interpretation of this policy rests exclusively with the Company. The decision of the Company shall be final and binding.

Note:

The Company may revise this "Anti-Bribery and Anti-Corruption Policy" or implement such other policies or procedures as deemed suitable to conduct business in an ethical environment and comply with the Applicable Laws and regulations.

Details of the designated persons named in this policy might change, and additional contacts may be included at the discretion of the Company's Management. Any changes made in the policy, or any matter related thereto, would be intimated and circulated to relevant stakeholders through proper channels.

WHISTLEBLOWER MECHANISM

The Whistle Blower Mechanism is to devise a procedure by which Company Personnel can report to the Company, *Bona Fide* Concerns on any violations of legal or regulatory requirements, or suspected alleged Improper Activities.

In pursuit of maintaining the highest standards of ethical conduct and promoting good corporate governance, the Company has taken the initiative to voluntarily adopt a comprehensive Whistle Blower Mechanism. While not mandated by statutory requirements, this document underscores our commitment to transparency, integrity, and responsible business practices.

1. DEFINITIONS

The following word shall have the meanings ascribed herein, unless not referred to anywhere else in any other specific Policy documents :

- 1.1 **Board:** Board shall mean the board of directors of the Company.
- 1.2 **Bona Fide:** Bona Fide shall mean disclosure of a Concern based on a reasonable inference of unethical and Improper Activities or any other alleged wrongful conduct.
- 1.3 **Business Partners:** Business Partners shall include franchises, retainers, contractual professionals and staff and all business associates engaged to provide services for or on behalf of Company.
- 1.4 **Concern/Complaint/Protected Disclosure:** Concern/Complaint shall mean a *Bona Fide* oral (in person) or written communication made in good faith by a Whistle Blower disclosing information that reflects Unethical Practices, or Improper Activity.
- 1.5 **Disqualified or Disqualified Concern:** Disqualified or Disqualified Concern shall mean a Concern which is not found to be valid and is disqualified in accordance with terms of clause 4.
- 1.6 **Ethics and Compliance Committee:** Ethics and Compliance Committee (also referred as “the Committee”) shall comprise of Management personnel, appointed by the Company from time to time to assist and advise in the Investigation of reported Concerns and provide an independent non-bias view, in accordance with this Policy.
- 1.7 **Improper Activities:** includes, but is not limited to:
 - Questionable accounting, internal accounting controls or auditing matters, including unethical recording of business and financial transactions (examples include and are not limited to misstatement of revenues, expenses, and misapplication of accounting standards);
 - Disclosures in documents filed by the Company with statutory authorities and other public disclosures made by the Company that may not be complete or accurate;

- Fraudulent financial reporting;
- Violations of the Company's HR Policy Manual/Code of Conduct framed by the Company;
- Violations of laws applicable to the Company, Anti-Bribery and Anti-Corruption Policy;
- Fraud against the Company's shareholders;
- Forgery or alteration of documents or information for the purpose of gaining an advantage, or misrepresenting the value of the document, contract or record;
- Embezzlement, Misappropriation or misuse of Company resources, such as funds, supplies or other assets;
- Pursuit of a benefit or advantage in violation of Conflict of Interest Policy of the Company;
- Authorizing or receiving compensation for goods not received or services not rendered;
- Authorizing or receiving compensation for hours / days not worked;
- Unauthorized alteration or manipulation of computer files;
- Disclosure of confidential information;
- Abuse of Power;
- Acceptance of or giving kickbacks or bribes by any Company Personnel;
- Any other activity by an Employee that is undertaken in the performance of the Employee's official duties, whether or not that action is within the scope of his or her employment, and which is in violation of any law or regulation, or constitutes malfeasance, bribery, fraud, misuse of Company property, or willful omission to perform his or her duties, or involves gross misconduct; and
- Any other act having similar effect/outcome and shall include categories of Concerns which do not fall under the categories above but may make the Employee suspect a breach of law or ethical principles or of any non-compliant activity.

1.8 **Reported Person:** shall mean an Employee or Director or Business Partners against whom a whistleblower has reported a concern, or, against whom evidence is gathered during Investigations.

1.9 **Retainers:** Retainers shall include all contractual and part-time employees/staff.

1.10 **Victimization or Adverse Action:** Victimization or Adverse Action shall mean an adverse action, or, failure to take appropriate management action, affecting the Whistle Blower's employment or employment related benefits, including but not limited to salary, promotion, job profile, immunities, leaves, training benefits, and/or any other benefits and/or privileges relating to the Whistle Blower.

1.11 **Whistle Blower:** is someone who reports any improper activities or Concern and this term refers to someone who exposes wrongdoing or unethical activities and is also called tipster, informant, leaker or discloser.

2. REPORTING OF CONCERN

- 2.1 Whistle Blower may report Concerns with the Whistle Blower Administrator in person or in writing. The Concern may be submitted as soon as he/she becomes aware of the same by stating the facts, circumstances and/or furnishing any documents based on which a Concern has been raised. Further, they can mention their name and designation while raising a Concern or raise the Concern in a confidential or anonymous manner. Such reports should contain specific information to allow proper assessment of the nature, extent and urgency of the issues raised in the Concern. In case of any oral complaint/reporting, direct or first-hand recipient of such complaint/Concerns (i.e Employee, Head, Manager) shall forthwith report Concerns with the Whistle Blower Administrator or in writing.
- 2.2 The Whistle Blower should provide as much specific information as possible including names, dates, places and events that took place. Further, the Whistle Blower should mention the rationale behind defining the incident as an Improper Activity.
- 2.3 Regardless of the potential magnitude of the Improper Activity, which would be difficult to quantify at an early stage, suspicions should also be reported in a manner prescribed for reporting of Concern under the Whistle Blower Mechanism.
- 2.4 The Whistle Blower will be sent an e-mail acknowledging receipt of the Concern. The Whistle Blower Complaint, whether made openly or anonymously, should follow the Investigation procedures set out in this document. The Whistle Blower may specifically request for anonymity, in which case, the identity of the Whistle Blower will be kept confidential. In any case, the identity of the Whistle Blower shall be revealed only to the extent required for investigations and shall remain confidential with the Whistle Blower Administrator and/or the Committee and with Company officials implementing Disciplinary Action or taking other decisions on Whistle Blower cases.
- 2.5 All investigations shall be carried out by/or under the instructions of the Ethics and Compliance Committee. A Whistle Blower can neither be a member of the Ethics and Compliance Committee, nor shall a Whistle Blower be allowed to participate in the process of Investigation unless specifically called upon by the Compliance Officer &/or the Ethics and Compliance Committee.
- 2.6 The role of the Whistle Blowers shall be limited to raising a Concern. If necessary, the Whistle Blower Administrator and/or the Ethics and Compliance Committee may request for written documentation and description of the events based on which a Concern has been raised.
- 2.7 Whistle Blowers should refrain from:
 - a. obtaining evidence for which they do not have a right of access;
 - b. conducting their own Investigation; and
 - c. determine any remedial action.

2.8 Company Personnel raising Improper Activities on an anonymous manner must provide sufficient corroborating evidence(s) to justify an Investigation. Unspecified wrongdoing or broad allegations without verifiable evidentiary support and in cases where the Whistle Blower is not responsive/cooperative in providing additional evidence or information, the Whistle Blower Administrator and/or the Ethics and Compliance Committee may not be able to evaluate the credibility of an Improper Activity and it is less likely that an Investigation will be initiated.

2.9 Whistle Blowers shall not be entitled to any further information on the status of a Concern.

3. GOOD FAITH

3.1 A Concern shall be deemed to have been communicated in good faith by a Whistle Blower if there is a justifiable reasonable basis for communication of any wrongful conduct, or unethical and/or improper practices as perceived by the Whistle Blower.

3.2 The Whistle Blower should act in good faith, on reliable information. The Whistle Blower should not report any Concern acting on any mala fide, frivolous or malicious action.

3.3 Although a Whistle Blower is not expected to prove the truth of an allegation, the Whistle Blower should be able to demonstrate that the Concern is being reported in good faith.

4. DISQUALIFICATIONS

4.1 This Policy is not a grievance platform for its Company Personnel or for raising mala fide, malicious and frivolous allegations. Company Personnel are urged to make allegations in good faith and strictly avoid any abuse of this power.

4.2 Only *Bona Fide* Concerns raised in good faith may be raised without fear of any adverse action.

4.3 A Concern shall be deemed not to be *Bona Fide* or 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.

4.4 Whistle Blower who reports two or more Concerns which are subsequently proved to be mala fide, frivolous or malicious or reported otherwise than in good faith, may be disqualified from reporting further Concerns under this Policy and will lead to appropriate Disciplinary Action against such Whistle Blower as the company shall in its sole discretion deems fit.

4.5 In the event it is established beyond doubt that this Policy is being used for making false allegations, the Ethics and Compliance Committee at its sole discretion shall be at liberty to initiate appropriate Disciplinary Action in accordance with company's rules, policies and procedures, as the Committee shall, at its sole discretion, deem fit.

- 4.6 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.

5. CONFIDENTIALITY

The Ethics and Compliance Committee, Whistle Blower Administrator, and the Management of Company shall treat all the Reported Concerns and information received from the Whistle Blower in a confidential manner and shall be disclosed on need to know basis or if required by law. As per the Policy, no Company Personnel is released from their duty of confidentiality in the course of their work, nor is this a route for taking up personal grievances in respect of any situation.

6. ROLE AND RESPONSIBILITIES OF THE WHISTLE BLOWER ADMINISTRATOR/COMPLIANCE OFFICER

In addition to any other responsibilities as may be detailed elsewhere in this Policy, following shall be primary responsibilities of the Whistle Blower Administrator:

- 6.1 The Whistle Blower Administrator shall be the sole contact person for all Company Personnel in respect of this Policy, and, shall receive all Concerns from the Company Personnel;
- 6.2 The Whistle Blower Administrator shall be administering, implementing and overseeing ongoing compliance under the Policy;
- 6.3 The Whistle Blower Administrator shall make himself/herself available to discuss with Company Personnel any complaints raised, or reports filed;
- 6.4 The Whistle Blower Administrator shall notify the sender and acknowledge receipt of the reported violation or suspected violation;
- 6.5 The Whistle Blower Administrator shall ensure that the individuals of the Company who are responsible for preparing and reviewing the Company's statutory filings and other public disclosures are made aware of reports of Improper Activities involving the Company's accounting, auditing, and internal auditing controls or disclosure practices;
- 6.6 The Whistle Blower Administrator shall evaluate whether a Concern, including any Concerns received anonymously, should be investigated further;
- 6.7 The Whistle Blower Administrator shall be entitled to request for any and all documentation and/or information in respect of a Reported Concern from the Whistle Blower;
- 6.8 The Whistle Blower Administrator shall coordinate with the Whistle Blower and the Ethics and Compliance Committee; and
- 6.9 The Whistle Blower Administrator shall be responsible for closure of all Concerns which shall include submission of report by Whistle Blower Administrator stating that the

concern does not qualify for further investigation or a report by Ethics and Compliance Committee at the end of an investigation, as the case may be.

7. INVESTIGATION PROCESS

Ethics and Compliance Committee will be responsible for administering the Company's Whistle Blower Mechanism.

- 7.1 All reported Concerns shall be registered with a serial number and date. Further, an acknowledgment of the Concern shall be sent to the Whistle Blower by the Whistle Blower Administrator.
- 7.2 Upon receipt of a Concern, the Whistle Blower Administrator shall conduct a preliminary review of the Concern and evaluate whether a Concern should be investigated further. The Whistle Blower Administrator may, at its sole discretion, make prima facie investigations to decide if the Concern has been made *Bona Fide*, in good faith, and is not a Disqualified Concern. The Whistle Blower Administrator may, at his discretion, refer a Concern to the Ethics and Compliance Committee for further action.
- 7.3 All Concerns will be investigated in detail by the Ethics and Compliance Committee ("Investigations").
- 7.4 The Committee may investigate itself or assign Investigation of the Concern to a Sub-Committee consisting of a quorum of minimum three members of Ethics and Compliance Committee or an independent outside agency.
- 7.5 If any of the member of the Ethics and Compliance Committee have a conflict of interest in the given case, then Concerned member should recuse themselves from the Investigation and the other members on the Committee would deal with the matter on hand.
- 7.6 The Investigation process shall include examining the available evidence and discussions with the Reported Person, witnesses named in the Concern and other relevant parties Concerned.
- 7.7 During any such Investigations, the Whistle Blower Administrator and/or the Ethics and Compliance Committee may request for any documents and/or information etc.
- 7.8 While investigating a Concern, the Ethics and Compliance Committee shall take into account the following considerations:
 - Seriousness of the allegations;
 - Credibility of the allegations;
 - Reporting hierarchy of the persons involved;
 - Repeat offences by the Reported Person; and
 - Monetary or reputation damage caused or likely to be caused to the Company.

Please refer the Complaint Response Plan for details.

8. SCOPE AND PROCEDURE OF INVESTIGATION

- 8.1 The Ethics and Compliance Committee shall ensure all Investigations are conducted in a fair and judicious manner.
- 8.2 The Ethics and Compliance Committee shall be empowered to frame internal policies and/or regulations from time to time, for the purpose of all investigations.
- 8.3 The Investigation shall be completed by the Ethics and Compliance Committee and a written report shall be submitted to the Board within a period of 45 days of the receipt of the Concern or at the ensuing Board Meeting.

The written report (“Report”) shall include the following:

- acts in respect of the Concern raised;
- record whether or not similar Concerns have been investigated previously and the outcomes thereof;
- the implications/outcome, including financial irregularity and/or any other loss caused as a result of the event or action for which the Concern has been raised;
- procedure followed during the Investigation process, including the documents perused, and Employees and/or any other person interviewed;
- findings of the Ethics and Compliance Committee, and the reasons therefore; and
- recommendations of the Ethics and Compliance Committee including any Disciplinary Actions to be taken.

Please refer the Complaint Response Plan for details.

- 8.4 In cases where the Report of the Investigation could not be submitted within the time limit, an approval is to be taken from the Chairperson of the Ethics and Compliance Committee, citing the reason and circumstance for the delay.
- 8.5 An update on all Whistle Blower cases and a summary of all Concerns/Complaints received will be provided to the Board by the Ethics and Compliance Committee every quarter.
- 8.6 To the extent permitted by applicable law and deemed appropriate by the Ethics and Compliance Committee, the Reported Person will be informed of the allegations at the outset and the Reported Person shall be provided adequate opportunities for providing their inputs in respect of any such Investigations.
- 8.7 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.
- 8.8 The Reported Person shall not have any right to interfere with the investigations.

8.9 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 as well as the Whistleblower shall have the right to be informed of the outcome of the Investigations.

8.10 The Ethics and Compliance Committee will determine whether the allegations stand substantiated or not and shall recommend all measures including any Disciplinary Actions required to be taken in respect of a Concern. If substantiated, the Company will not hesitate to act against the Reported Person as per the Policy.

8.11 The Company may also appropriately address any weaknesses and process gaps identified during Investigations or in the Report.

9. REPORTING TO THE BOARD

9.1 The Ethics and Compliance Committee will submit the Report to the Board and the Compliance Officer with its recommendations.

9.2 If any of the Directors or the member of the Ethics and Compliance Committee has a conflict of interest in the given case, then he/she should recuse himself/herself from the Investigation and the Board would deal with the matter on hand either itself or by nominating another Director.

9.3 The Chairperson/ Board shall take actions as it deems appropriate in the facts and circumstances on the basis of recommendations made by the Ethics and Compliance Committee or against the same, within 30 days of receipt of the report.

10. NON-RETALIATION AND PROTECTION

10.1 Company accords and undertakes to provide complete protection to the Whistle Blowers from any victimization and/or unfair treatment for his/her having reported a *Bona Fide* Concern by making provision for direct access to the Chairperson of the Ethics and Compliance Committee or the Board in appropriate and exceptional cases.

10.2 Any Company Personnel reporting Improper Activities will be protected against threats of retaliation, discharge, or other types of discrimination, or disciplinary action may include threats, isolation, demotion, preventing advancement, transfer, dismissal, bullying, victimization, or other forms of harassment including compensation or terms and conditions of employment/association with Company that are directly related to the raising of the Concern. In addition, no Company Personnel may be adversely affected because the Company Personnel refused to carry out a directive which, in fact, constitutes corporate fraud or is a violation of the law. Any other Employee assisting in the said Investigation shall also be protected to the same extent as the Whistle Blower.

10.3 The company is committed to ensure that no adverse action is taken against Whistle Blowers for reporting *Bona Fide* Concern, whether or not the Concern is substantiated

after Investigation. However, Company Personnel who files reports of Improper Activities or provide evidence which they know to be false or without a reasonable belief in the truth and accuracy of such information or they are found to be non-compliant with policies, regulations, laws, ethics, will not be protected by the above Policy statement and may be subject to Disciplinary Action and legal claims.

10.4 The identity of the Whistle Blower shall be kept confidential by the Whistle Blower Administrator, Ethics and Compliance Committee, and Board.

11. EXEMPTION

Any exception to the aforementioned Policy guidelines will be considered on case-to-case basis and the same has to be approved by Ethics and Compliance Committee.

12. RETENTION OF DOCUMENTS

All protected disclosures in writing or documents along with the results of the Investigation relating thereto shall be retained by the Company for a minimum period of seven (07) years under the supervision of the Ethics and Compliance Committee.

CONFIDENTIAL