

Anti-bribery & Anti-Corruption Policy

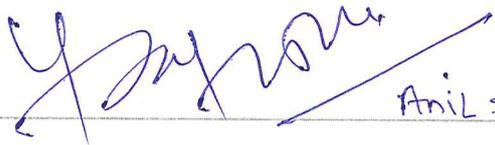
APPLICABILITY	All Symbiotec Group of Companies
POLICY ADMINISTRATION	
INITIATED BY (Signature with Name)	 SALLIL JAIN
APPROVED BY (Signature with Name)	 ANIL SATWANI
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1. Preamble

Symbiotec Pharmalab Private Limited, together with its affiliates and subsidiaries ("the Company") is highly committed to conducting its business activities with integrity, transparency, and in compliance with all applicable laws and regulations, including the Prevention of Corruption Act, 1988, and other relevant anti-corruption legislation in India. It is the Company's policy to conduct all business in an honest and ethical manner. The Company expects all employees and anyone carrying out work on behalf of the Company to not only comply with the law but also to always maintain the highest standards of ethical business conduct and personal behaviour.

Symbiotec Group is committed to ensuring that all its business activities are conducted in compliance with laws against bribery, corruption and fraud in the countries within which it operates. A zero-tolerance approach is taken to bribery, corruption and fraud.

This Anti-Bribery and Anti-Corruption Policy (the "Policy") outlines the standards, procedures, and fundamental responsibilities that employees, contractors, business associates and others who work for or with the Company relating to such compliance.

2. Purpose

The purpose of this policy is to promote a culture of compelling compliance with anti-corruption laws and regulations in line with the requirement of UN Global compact's principles.

Designate responsibilities throughout the organization's business operations in observing and upholding our position on bribery and corruption in all dealings and Provide information and guidance on how to recognise and deal with bribery & corruption issues.

3. Scope and applicability

This Policy applies to all individuals (whether permanent or fixed term) working at all levels and grades for Symbiotec Pharmalab Private Limited, its subsidiaries, joint ventures and affiliates anywhere in the world (collectively referred to as "the Company") further extends to consultants, business partners, contractors, licensees, agency, staff, casual workers, volunteers or any other person associate with the Company, wherever located ("Staff").

This policy sets out the minimum standards to assist Associates to set up adequate procedures to ensure the prevention, deterrence and detection of bribery and other corrupt business practices in the conduct of the operations and business activities, directly or indirectly through a third party, to or from any individual, or associates, officials in the private or public sector, government officials, agents, customers and suppliers.

When applicable laws and regulations are stricter than this policy, they will take precedence over this Policy.

The Policy also applies globally. If travelling outside of India, Symbiotec's stakeholders are subject to the laws of the country they are in. The principles of this Policy must be followed regardless of whether or not that country has specific anti-bribery and anti-corruption laws.

4. Definitions

- I. **Bribe** - A bribe is an act of offering, promising or providing an inducement or reward, directly or indirectly in order to influence a decision of the recipient in an improper manner or to induce improper performance from the recipient, all of which may result in a business, financial or other kind of gain or advantage to the offeror.
- II. **Corruption** - It is the abuse of entrusted power for a private gain or for gain of any person or organization which is directly or indirectly associated with the person who is entrusted with such power.
- III. **Employee** – includes all permanent, probationary, temporary, or fixed term contractual employees directly engaged by the Company irrespective of their function, level or standing.
- IV. **Director**- All member of the Board of Director of the Company, including Managing Director and Chief Financial Officer.
- V. **Public officials** - Public officials would include any public servant as defined in the Prevention of Corruption Act of India. The same would cover officials of any local authority or corporation established by or under Central, Provincial or State Act or anybody controlled, owned, or aided by the Government.
- VI. **Stakeholders** - Includes Employees, Directors of the Company, as defined above.
- VII. **Kickbacks** - payment of any portion of a contract made to employees of another contracting party or the utilisation of other techniques, such as subcontracts, purchase orders or consulting agreements, to channel payment to public officials, political parties, party officials or political candidates, to employees of another contracting party, or their relatives or business associates.

5. Gifts And Donations

- 5.1. Giving or receiving gifts, payments or any other benefit can create a potential bribery problem if they influence, or appear to influence, the impartiality with which representatives of the company, customers, suppliers or other business contacts, government officials or regulators are expected to carry out their duties.
- 5.2. Improperly influencing people by providing them with inappropriate gifts or hospitality is likely to be illegal and may result in civil and criminal penalties.
- 5.3. For these reasons, a gift or hospitality may only be given or received if:
 - It does not create an appearance of impropriety
 - It does not breach any law or rule of the recipient's organisation

- It imposes no sense of obligation on the receiver resulting in no type of special or favoured treatment
 - It is not concealed in anyway; and
 - It is modest, appropriate and consistent with reasonable business practice, and pre- approval has been sought from appropriate authority in the organization.
- 5.4. If in doubt when considering whether to offer or accept a gift, the employees should consider whether they would be embarrassed if their manager or colleagues or anyone outside the company became aware of the entertainment or gift.

6. General Principles

The Company will uphold all laws relevant to countering bribery, corruption and fraud in all the jurisdictions in which it operates. We are bound by and must observe the compliance with anti-corruption laws and regulations, regardless of our business location or where we conduct business.

What is Corruption/Bribery?

Corruption

Corruption is the abuse of entrusted power or position for gain. It is a broad term that encompasses bribery but would also include fraud, money laundering, embezzlement, insider trading, extortion and theft, amongst other things. Corrupt behaviour is not confined to the public sector; it can also occur in the private sector.

Laws against money laundering, fraud, theft and other corrupt behaviour may be applied to detect, deter and recover the proceeds of corruption. In addition, Individuals who breach these laws could be subject to fines and imprisonment.

The Company will not engage in, support or tolerate corrupt practices. Staff must be alert to any 'red flags' which indicate a risk of corruption.

"Red flags" that may indicate bribery or corruption are set out in **Annexure A** to this Policy.

Bribery

Bribery is offering, giving or accepting any financial or other advantage or benefit in order to encourage the recipient (or someone else) to carry out their duties improperly, or to reward them for doing so. It also occurs when the recipient of the advantage would be acting improperly simply by accepting the advantage.

An “advantage” would include money, gifts, loans (of money or other assets), paying fees, providing services or discounts, hospitality, the award of a contract or anything else of value. The advantage can be a personal or business advantage.

A person would be carrying out their duties improperly where they act illegally, unethically or contrary to expectations of good faith or impartiality, or where they abuse a position of trust. This can be in relation to business or professional activities, acts in the course of employment or other activities by or on behalf of an organization, as well as public functions.

For example, an employee may act in a manner which constitutes breach of faith or dereliction of duties that he owes to his employer; or a public official might perform actions which are intended for his own personal benefit rather than in public interest. A gift or other advantage would also be improper if the recipient would not be allowed to accept it, whether as a matter of law or because of the rules of his / her employer's organisation.

Bribes often involve payments (or promises of payments) but could also include offering or providing extravagant /inappropriate gifts and hospitality or other significant favours directly, and indirectly.

Questions in relation to this Policy should be directed to the compliance officer of the Company. For the purpose of this Policy, bribery offense includes bribes, kickbacks, extortions, either active or inducement of any kind.

Non-compliance with the Policy may result criminal or civil penalties which will vary according to the offence. An employee acting in contravention of the Policy will also face disciplinary action up to and including summary dismissal.

7. Prohibitive Practices

It is prohibited for the individuals associated with the Company to give, promise to give, or offer payment, gift or hospitality to secure or award an improper business advantage. Give, promise to provide, or offer a price, estate or hospitality to a government official, agent, or representative to facilitate, expedite, or reward any action or procedure. Accept payment from a third party knowing or suspecting it is offered with the expectation that it will obtain a business advantage for them. Induce another individual or associate to indulge in any acts prohibited in this policy.

Threaten or retaliate against another associate who has refused to commit a bribery offence or raised concerns under this policy.

Give or accept any gift where such gift is or could reasonably be perceived to be a contravention of this policy and applicable law or engage in any activity that might lead to a breach of this policy.

This Policy does not prohibit typical and appropriate hospitality given or received, if reasonable, made in good faith in compliance with the Company's Code of Conduct & Ethics for Employees and various advisories issued from time to time under the preceding. 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 and the following related policies:

8. Responsibilities Under The Policy

The Directors / Chief Financial Officer/Company Secretary/HR Head has overall responsibility for ensuring that this Policy complies with our legal and ethical obligations and that all those under our control comply with it.

Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, undertake training on how to implement and adhere to it and also monitor compliance of it.

The Compliance/HR team is responsible for this Policy and for monitoring its use and effectiveness (and dealing with any queries on its interpretation). Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend regular training on how to implement and adhere to it.

Every person to whom this policy applies is responsible for the success of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrong-doing.

9. Raising Concerns Or Complaint

Associates are encouraged to raise concerns about any actual or suspected bribery and corruption cases at the earliest possible stage. Where anyone believes the Policy is not being complied with or is being asked to carry out any act, not in compliance with this Policy, these concerns must be raised immediately with the immediate superior. If the direct supervisor is not the appropriate person, then the employee's concerns must be brought directly to the attention of the compliance officer of the Company. Any such concern should be reported by following the procedure set out in the Whistle Blower Policy of the Company, which is available on the Company's website.

Employees must notify his / her Manager and the Compliance officer at grievance@symbiotec.in as soon as possible if you believe or suspect that a breach of or conflict with this Policy has occurred or may occur in the future by way of a bribery issue or any other malpractices.

10. 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 you have any queries about this policy, you should contact your reporting manager.

As part of the prevention, identification, and detection of Anti-corruption issues, training shall be conducted throughout the Company. The employees would be required to complete training to maintain their conduct and adhere to this policy.

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 after that. Wherever possible, all third parties should be sent a copy of this policy at the outset of the business relationship.

11. Monitoring , Review and Due Diligence

The head of the Human Resources Department of the region has primary day-to-day responsibility for implementing this policy. Management at all levels are responsible for ensuring that those reporting to them are made aware of and understand the procedure and, if necessary and appropriate, are given adequate and regular training on it.

The head of the Human Resources Department of the region will monitor the effectiveness and review the implementation of policy, regularly considering its sustainability, adequacy and usefulness. Internal Control Systems and procedures will be subject to regular audits to ensure that they effectively counter bribery and corruption.

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

The Board has overall responsibility for ensuring this policy complies with our legal and ethical obligations and all those under our control. The Compliance Officer shall periodically report to the Board any concerns or complaints received under the policy and action taken in that regard.

For due diligence company shall conduct internal and external audits and keep the records

12. Consequences of Non – Compliance with the Policy

Failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. Violation of this Policy may also constitute a criminal offence under Indian laws. If it appears in the opinion of the Board that any director, officer, employee, consultant or contractor of the Company may have violated such laws, then the Company may refer the matter to the appropriate regulatory authorities.

13. Continuous Improvement & Review

To maintain an anti-corruption program that meets regulatory requirements and stakeholder expectations, the Company will periodically change, improve, and communicate its anti-corruption-related policies, practices, and procedures. The Company will establish, maintain, and monitor a variety of feedback mechanisms and other internal processes designed to support the continuous operation and improvement of the program. Risk assessments would be undertaken across all regions and establishments for risks related to corruption and the same shall be integrated with the Enterprise Risk Management Framework. The policy shall be reviewed & revised by the Management as and when required. The Management shall monitor the effectiveness and review the implementation of the compliance principles set forth in this Policy, regularly considering its suitability, adequacy, and effectiveness.

14. Protection

Those who refuse to accept or offer a bribe or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future. If any employee believes that he / she has suffered any such treatment, he / she should inform your Manager or the Compliance officer at grievance@symbiotec.in immediately.

15. Amendments

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, this policy, in whole or in part, shall stand modified/amended from time to time, without any further action on the part of the Company, as and when there would be any statutory modification(s) / amendment(s) / revision(s) to the applicable provisions to it.

Potential risk scenarios: "Red Flags"

Annexure A

The following is a list of possible red flags that may arise during the course of your employment for Symbiotec or any of its subsidiaries/associates or while you represent Symbiotec in any other permissible manner, and which may raise concerns under anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for or with Symbiotec, you have responsibility to report them promptly to your Manager and/or the Compliance officer at grievance@symbiotec.in.

- The presence of one or more of the following should act as a red flag of improper behaviour and you should contact the compliance officer immediately:
- The requested payment circumvents authorized internal controls or practices.
- The person receiving the payment refuses to provide adequate supporting documentation or a receipt or attempts to provide inadequate supporting documentation.
- Background information on the person receiving the payment indicates allegations of improper business practices, a reputation for giving and/or receiving bribes, and/or a family or other relationship that could improperly influence the decision of a Public Official.
- A stakeholder/ Public Official recommends a specific representative or company with whom the Company should conduct business.
- The recipient of the payment requests that the Company direct payment to a country, person, or entity not related to the transaction.
- The requested payment is disproportionate (i.e., exceeds fair market value) to the services to be provided.