eClerx

Anti-bribery & Anti-corruption

Policy

Project	Anti-bribery & Anti-corruption Policy
Company	eClerx Services Ltd.
Prepared by	Secretarial team

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1. Objective

eClerx Services Limited (“eClerx” or the “Company”) is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. It is eClerx’s policy to conduct all of its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice, wherever it operates throughout the world, of not engaging in bribery or corruption.

2. Legislation, Scope and Applicability

This Anti-bribery and Anti-Corruption Policy (this "Policy") applies to all individuals worldwide working for all affiliates and subsidiaries of eClerx at all levels and grades, including directors, senior executives, officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers, volunteers, interns, agents, or any other person associated with eClerx (collectively referred to as "You" or "you" in this Policy).

In this Policy, "Third Party(ies)" means any individual or organization, who / which come into contact with eClerx or transacts with eClerx or you and also includes actual and potential clients, suppliers, vendors, business contacts, consultants, intermediaries, representatives, subcontractors, industry associations, investors, research analysts, agents, advisers, joint ventures and government & public bodies (including their advisers, representatives and officials, politicians and political parties).

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. We remain bound by all the applicable local and national laws including but not limited to the UK Bribery Act, 2010 and the Foreign and Corrupt Practices Act, 1977. In case any of the provision(s) of this policy is found to be conflicting with any other applicable laws and/or statutory provisions which might govern and/or impact the said provisions of this policy, as the case may be, such applicable laws and/or statutory provisions would have overriding effect to the effect of such provisions in this policy.

This policy was approved by the Board at its meeting held on May 23, 2018 and has been effective since.

3. Policy Details

A bribe is an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. A bribe may be anything of value and not just money -- gifts, inside information, sexual or other favors, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function, which can pass directly or through a Third party. Corruption includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery.

It is illegal to directly or indirectly offer a bribe or receive a bribe. It is also a separate offence to bribe a government/ public official. “Government/ public official” includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory.

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

4. Gifts and Hospitality

Employees or members of their immediate families (spouse, mother, father, son, daughter, brother, sister or any of these step- or in-law relationships, whether established by blood or marriage including common law marriage) should not provide or promise to provide, solicit or accept or agree to accept at a future date cash or its equivalent, entertainment, favors, gifts or anything of more than a normal and appropriate value to or from competitors, vendors, suppliers, customers or any other Third party that do business or are trying to do business with eClerx. Loans from any persons or companies having or seeking business with eClerx, except recognized financial institutions, should not be accepted. All relationships with those who eClerx deals with should be cordial, but must be on an arm's length basis. Nothing should be accepted, nor should the employee have any outside involvement, that could impair, or give the appearance of impairing, an employee's ability to perform his/her duties or to exercise business judgment in a fair and unbiased manner.

This Policy does not prohibit gifts, hospitality, entertainment and promotional or other similar business expenditure of normal and appropriate value, such as calendars, diaries, pens, books, show pieces, sweets, meals and invitations to theatre and sporting events ("token gift") (given and received), to or from Third Parties.

The giving or receiving gifts or hospitality is acceptable under this Policy if all the following requirements are met:

a. It is not made with the intention of influencing a Third Party to obtain/ retain business or a business advantage or to reward the provision or retention of business or a business advantage or in explicit or implicit exchange for favors/ benefits or for any other corrupt purpose

b. It complies with local laws and customs

c. It does not include cash or a cash equivalent

d. It is given openly, not secretly and in a manner that avoids the appearance of impropriety

e. It is given (evidencing the same in writing) by or on behalf of an existing client to appreciate good work by eClerx's employees' working for that client.

f. It is of normal and appropriate value and made on occasional basis e.g. exchange of gifts on festivals like Diwali, Christmas etc.

However, it is pertinent to note that the employee who receives any gifts or hospitability in compliance with this policy will be solely responsible to pay the tax or other levies, as may be applicable to the same.

If the gifts or hospitality given or received is more than a token gift or modest meal/ entertainment or is of more than normal and appropriate value, in the ordinary course of business, you must obtain prior written approval from skip level APGM++ level manager and must notify the HR Head of the Company giving full details of the gift or hospitality given or received including the approximate value, the purpose or intention of the gift or hospitality, the name of the recipient and provider of the gift or hospitality and their relationship.

All such cases, if any, should be presented to the meeting of Board of Directors, at least twice in a financial year.

In case the HR Head decides that the gift should not be retained by the concerned Officer, then the concerned Officer would need to hand over the gift to the Company for being used for Charity purpose under Company's philanthropy initiative(s) or for returning.

Explanation: For the purpose of this clause and the policy, "normal and appropriate value" shall mean any value less than approximately INR 2500 per annum for giving/receiving gift/hospitality from/to one Person, Client, Vendor or Entity in India and any value less than approximately USD 100 per annum for

giving/receiving gift/hospitality from/to one Person, Client, Vendor or Entity at location other than India in which eClerx operates.

5. Facilitation Payments and Kickbacks

Neither an employee of eClerx nor any person acting on behalf of eClerx shall make or accept directly or indirectly “facilitation payments” or “kickbacks” of any kind. “Facilitation Payments” are typically small, unofficial payments (sometimes known as “grease payments”) made to secure or expedite a routine government action by a government official. “Kickbacks” are bribes to obtain an undue advantage, where a portion of the undue advantage is 'kicked backed' to the person who gave, or is supposed to give, the undue advantage.

Where the facilitation payment is being extorted or you are being coerced to pay it, you may insist on official tax invoices for any payments you make. You may also report suspicions, concerns, queries and demands for Facilitation Payments to your reporting Manager and/or to local enforcement authorities and refuse to make such payments

6. Charitable Donations

As part of its corporate citizenship and/or Corporate Social Responsibility activities, eClerx may support local charities, for example, to sporting or cultural events. We only make charitable donations that are legal and ethical under local laws and practices and also within the corporate governance framework of the organization.

7. Business Relationships, Marketing and Sponsorship

eClerx expects all Third Parties doing business with eClerx to approach issues of bribery and corruption in a manner that is consistent with the principles set out in this Policy. eClerx requires all Third Parties to cooperate and ensure compliance with these standards, to continue the business relationship.

In order to maintain the highest standards of integrity, with respect to any dealings with a Third Party, you must ensure that:

a. Employees and associates shall conduct due diligence enquiries to review the integrity records of any Third Party before entering a commercial relationship with them by checking public sources for negative news, sanctions or black listing of third parties or any company law related non compliances

b. Employees and associates shall follow eClerx's procurement policies for the selection of any Third Party

c. Employees and associates shall ensure that:

- Each Third Party within your work area are fully briefed on this Policy and have made a formal commitment in writing to abide by it
- Fees and commissions agreed will be appropriate and justifiable remuneration for legitimate services rendered
- Contractual agreements will include appropriate wording making it possible to withdraw from the relationship if any of the Third Parties fail to abide by this Policy

In the event of any doubt on the integrity of a Third Party, it is the employee's responsibility to contact his / her Manager and the Compliance officer at compliancesignoffs@eClerx.com as soon as possible.

Any expenses towards marketing/sponsorship, which may range from sponsoring education scholarship to sports events or other marketing endeavors should be for genuine business purpose or charitable objective without any element of quid pro quo.

Any such expenses should be consistent with Company's CSR policy, Code of conduct & Procurement policy and should be done after proper due diligence of the third party involved or through which such expenses are done. A prior approval from the Department head and the CSR Committee in case these are for charitable purpose, would be required for making any such expenses.

8. Reporting of violations and disciplinary actions

You shall read, understand and comply with this Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for eClerx or under eClerx's control or connected to eClerx. You are required to avoid any activity that might lead to or suggest a breach of this Policy.

Employees must notify his / her Manager and the Compliance officer at compliancesignoffs@eClerx.com 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. Clients, vendors, and third parties can also confidentially report such violations under this Policy, with no risk of reprisal.

Any employee who breaches this Policy will face disciplinary action, which could result in dismissal. We reserve our right to terminate our contractual relationship with you if you breach this Policy. Any breach of this Policy could also result in imposition of large fines on the individual/third party and/or imprisonment on the individual and termination of contract with a Third Party. The Board of the Company or any committee / person authorized by the Board for this purpose shall determine appropriate action in response to violations of this policy. Anyone who breaches this policy shall indemnify eClerx against all claims, actions, damages, losses, liabilities and costs, including reasonable legal fees, that may be incurred /suffered by eClerx on account of any non- compliance of such person with this policy.

In case of dismissal of an employee or termination of the contractual relationship with any third parties for the breach of the policy, no money will accrue for payment by the Company in any manner whatsoever from the date of such dismissal/termination except the amount which is already accrued till then.

Further, if an employee willfully ignores or turns a blind eye to any evidence of corruption or bribery within his / her department and/or around him / her, he / she would be considered to be involved in the act and accordingly, the same disciplinary action would be taken against him / her as if he/she was involved in the act intentionally.

9. Record-keeping

Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to Third

Parties are submitted in accordance with Company policies and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with Third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept “off-book” to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.

10. 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 compliancesignoffs@eClerx.com immediately.

11. Training and Communication

eClerx will provide training/informatory document on this policy as part of the induction process for all new employees. Employees will also receive regular, relevant training/updates on how to adhere to this policy, and will be asked annually to formally accept that they will comply with this policy. All new employees will have to appear and pass a test with regard to this policy within 15 days of joining eClerx.

eClerx's anti-bribery and anti-corruption policy and zero-tolerance attitude will be clearly communicated to all suppliers, contractors, business partners, and any Third parties at the outset of business relations, and as appropriate thereafter.

12. Responsibility

The Executive Director / Chief Executive Officer 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.

13. Waiver and Amendment of the Policy

We are committed to continuously reviewing and updating our policies and procedures based on the learning. This is so even when eClerx enters new market/ sector/ country which may pose a risk under this Policy. The Compliance/HR team will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Therefore, this document is subject to modification. Any amendment or waiver of any provision of this Policy must be approved in writing by the Company's Board of Directors. The Policy will be reviewed once in every three years, which requires cooperation from all concerned.

14. Annexure A

Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of your employment for eClerx or any of its subsidiaries/associates or while you represent eClerx 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 eClerx, you have responsibility to report them promptly to your Manager and/or the Compliance officer at compliancesignoffs@eClerx.com.

a. You suspect or become aware that a Third Party engages in, or has been accused of engaging in, improper business practices

b. You learn that a Third Party has a reputation for paying bribes or requiring that bribes are paid to them or has a reputation for having a special relationship with foreign government officials

c. A Third Party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us

d. A Third Party requests payment in cash and/or refuses to sign a formal contract or to provide an invoice or receipt for a payment made

e. A Third Party requests that payment is made to a country or geographic location different from where the Third party resides or conducts business

f. A Third Party requests an unexpected additional fee or commission to facilitate a service or an RFP

g. A Third Party demands lavish entertainment, hospitality or gifts before commencing or continuing contractual negotiations or provision of services

h. A Third Party requests that a side payment (not an SLA credit for an SLA violation) be made to overlook potential legal violations

i. A Third Party requests that you provide employment or some other advantage to a friend or relative

j. You receive an invoice from a Third Party that appears to be nonstandard or customized

k. A Third Party insists on the use of side letters (i.e. agreed terms in a letter or other document outside the written contract between the parties) or refuses to put the agreed terms in a written contract

l. You notice that we have been invoiced for a commission or fee payment that appears large given the services stated to have been provided

m. Third Party requests/ requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;

n. You are offered an unusually generous gift or offered lavish hospitality by a Third Party

o. You become aware that a colleague, other employee or contractor working on our behalf requests a payment from a Third Party (such as a client) to expedite an activity (such as an inspection or paperwork) or to overlook potential legal or regulatory violations

15. Revision History

Revision date	Amendment	Approved by	Version
May 23, 2018	Initial Document	Board of Directors	1.0
January 28, 2026	Periodic Review	Board of Directors	1.1

For **ECLERX SERVICES LIMITED**

Sd/-

Place: Mumbai
Date: January 28, 2026

Kapil Jain
Managing Director & Group CEO