

Anti-Corruption Policy

Prepared by



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1 Introduction purpose

Nipun Net Solutions Pvt Ltd. [nipun] is committed to operating in accordance with all applicable laws and regulations and in accordance with the highest standards of ethical behaviour at all times.

As part of this commitment, Nipun prohibits any activity that seeks to bribe or otherwise improperly influence a Public Official, or any other individual or entity in the public or private sector, to act (or omit to act) in a way that differs from the proper performance of their role or function.

This Policy:

Sets out the responsibilities of Nipun and Nipun personnel in complying with Nipun's prohibition on bribery and related improper conduct; and provides guidance on recognizing and addressing instances of bribery and related improper conduct.

Nipun has a **zero tolerance for bribery and corruption in any form**, whether directly or indirectly through a third party.

1.1 Objective

The objective of this policy is to:

- set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption.
- provide information and guidance to those working for us on how to recognize and deal with bribery and corruption issues.

1.2 Application of the policy

This Policy applies to all directors, officers, and all employees of Nipun and all subsidiaries, contractors, distributors, consultants, agents and other individuals or entities that are effectively controlled by Nipun or act on its behalf either directly or indirectly.

It is the responsibility of all Nipun personnel to understand and comply with this Policy and to follow the reporting requirements set out in this Policy.

The **Management** is responsible for ensuring awareness throughout the Business Unit and Office of the requirements of this Policy.

All Employees must Participate in Training and must be proactive in performing their responsibilities as expected in accordance with Nipun Code of Conduct.

Any queries regarding the application of this Policy in any circumstance should be directed to your manager and/or HR Manager. Overall responsibility for the administration of this Policy, including the implementation and monitoring of the Policy, lies with the Management.

1.3 Laws covered by the policy.

Laws prohibiting bribery and the other types of improper payments covered by this Policy apply in all the countries in which Nipun has operations and/or engages in trading activities.

The Prevention of Corruption (Amendment) Act, 2018 (Amendment Act), which came into effect on 26 July 2018, seeks to bring the Indian anti-corruption legal framework in conformity with current international practices laid down by the United Nations Convention Against Corruption.

The same or substantially similar principles apply to laws in other countries where Nipun operates or trades.

This means that Nipun and/or Nipun personnel may be found liable in the country where the offending conduct occurs or in their home jurisdiction.

Summary of Indian Laws in consideration

- The Indian Penal Code, 1860
- The Prevention of Corruption (Amendment) Act, 2018
- The Integrity Pacts propounded by the office of the Central Chief Vigilance Commissioner and which Integrity Packs forms part of the Bids/ Tenders of Public Sector Enterprises in India
- Prevention of Money Laundering Act, 2002
- The Benami Transaction (Prohibition) Act, 1988
- The Whistle Blowers Protection Act, 2011
- The Lokpal and Lokayukta Act, 2013
- Any other laws and regulation(s) being applicable or required due to the nature of the transaction with the third party (ies) as amended and re – enacted from time to time.

Organizations/ Conventions Some examples of the international laws and organizations/conventions with anti-corruption Ethics and Compliance of Business Policies, including but not limited to the ones listed below:

- United States Foreign Corrupt Practices Act (FCPA)
- United Kingdom Bribery Act 2010 (UKBA)
- United Nations Convention Against Corruption

1.4 Summary of the policy

Nipun prohibits bribery and the making of other unlawful or improper payments that seek to improperly influence any individual or entity in the performance of their role or function.

This Policy prohibits the following types of improper payments and conduct:

- Bribery of a Public Official or any other individual or entity in the public or private sector.
- the making of facilitation payments.
- the offering, making, soliciting or receiving of secret commissions.
- the giving or receiving of gifts and/or entertainment which is not in accordance with this Policy;
- the encouragement, authorization or facilitation of bribery or other related improper conduct by another person, such as an agent or representative of Nipun; and false, misleading, incomplete, or inadequate accounting or books or record- keeping.
- conduct appropriate due diligence on relevant third parties prior to engaging with such third parties (such as agents, distributors, other contractors, proposed joint venture partners and merger or acquisition targets);
- ensure that the standards of conduct set out in the Policy are clearly communicated to relevant third parties, and are incorporated in contracts with such parties, as authorized by the Legal Department.
- maintain accurate and transparent books and records and ensure that all expenditure is appropriately recorded; and
- report any suspected or actual conduct in breach of this Policy to your Manager or the Management.

1.4.1 Prohibition on bribery

Nipun prohibits the giving, offering, promising, authorizing, accepting, or requesting of a bribe.

Bribery involves giving, offering, or promising a benefit (monetary or otherwise) to a person where the benefit:

- is not legitimately due;
- is given or offered with the intention of influencing a Public Official or person within the public or private sector in the exercise of their duties or functions; and
- is given or offered with the intention of obtaining or retaining business or a business advantage for Nipun that is not legitimately due.
- Whether the person sought to be influenced works in the public or private sector is irrelevant. The relevant laws apply to the bribery of Public Officials as well as bribery in relation to any commercial transaction in the private sector.
- Bribery can involve offering or providing the benefit directly to the person sought to be influenced, or doing so indirectly, for instance:
 - by procuring an agent or other intermediary to provide or offer the illegitimate benefit to the person sought to be influenced; or
 - by giving illegitimate benefits to a relative or business associate to the person sought to be influenced, or to a political party or charitable organisation with which the person is associated.

It is irrelevant whether the bribe is accepted or ultimately paid. Merely offering the bribe is a contravention of this Policy and usually is sufficient for an offence to be committed; further, business or a business advantage does not need to be obtained or retained for an offence to have been committed.

1.4.2 Prohibition on facilitation payments

Nipun prohibits the making of facilitation payments by Nipun personnel.

Facilitation payments are typically minor unofficial payments to Public Officials either directly or indirectly to expedite or secure the performance of routine government action (for example, to facilitate the expedition of applications for visas or licenses).

If asked by a Public Official for a facilitation payment or told that one is required for the routine government service to be obtained, or to be obtained by a particular time, you should firmly state that it is Nipun's Policy that no such payment can be made. If pressed, you should refuse to make the payment and inform your manager of the request/demand as appropriate.

1.4.3 Prohibition on secret commissions

Nipun prohibits the paying or receiving of secret commissions to any person or entity, including any private party or Public Official. It is also an offence in India and USA, the United Kingdom and most countries around the world to pay a secret commission.

Secret commissions arise where a person who is the agent or representative of another person or entity takes or solicits a commission from a third party without disclosing that commission to their principal. The secret commission is given as an inducement to the agent or representative to use their position to influence the conduct of their principal's business. This would include, for instance, making a payment to an agent of a customer of Nipun, where that agent does not disclose the payment to the customer and, in return, the agent facilitates favourable commercial terms for Nipun with that customer.

1.4.4 Prohibition on improper gifts and entertainment

Nipun prohibit the giving or receiving of gifts or entertainment in circumstances which could be considered to give rise to undue influence.

Gifts and entertainment must only be provided or accepted in accordance with this Policy and the Code of Conduct.

This Policy does not prohibit the giving or receiving of minor gifts, meals and entertainment to or from Public Officials or any private person or entity, provided that those expenditures:

- are given in the name of Nipun and not any individual employee.
- are solely aimed at building a general relationship and understanding.
- are not intended, and could not be construed as, an attempt to influence improperly the performance of the recipient's role or function.
- are given in an open and transparent manner.

- comply with any relevant governmental law, regulation, rule, or code.
- are otherwise lawful in the jurisdiction in which they are made.
- do not include cash, loans, or cash equivalents.

The practice of giving corporate gifts and arranging corporate entertainment varies between countries, regions, and industries, and what may be common and appropriate in one place may not be in another. Nipun personnel must approach this issue carefully and conservatively. For instance, gifts or entertainment should not be given or received while the relevant parties are involved in an invitation to tender process or contractual negotiations.

Further, if gifts or entertainment are frequently given to or received from the same person or entity, and/or create an ongoing expectation for such gifts or entertainment, they are unlikely to comply with this Policy.

1.5 Prohibition on money laundering

Nipun prohibits any form of money laundering in connection with its business activities.

Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Use by Nipun of proceeds of illegal activity can give rise to liability to Nipun and/or Nipun personnel involved in that conduct.

If you suspect that any transaction might involve the payment or receipt of proceeds of any unlawful activity, you should contact the Management immediately.

Application of this Policy to third parties: agents, distributors, intermediaries, and suppliers
Nipun engages with a broad range of third parties in a variety of circumstances. For the purposes of this Policy, 'third parties' include agents, distributors, intermediaries, suppliers, actual or potential clients, customers, consultants, advisers, or other contractors. These parties may also be part of state-owned entities.

In certain circumstances, Nipun may be liable under anti-bribery or other laws for the improper conduct of these third parties.

Nipun prohibits the provision of a benefit to a third party where it is expected or likely that some or all that benefit will be provided or offered to another person, in order to obtain business or a business advantage that is not legitimately due.

Where Nipun proposes to engage a third party to represent it or act on its behalf, it is important to implement appropriate controls to ensure that the actions of the third party will not adversely affect Nipun.

Third parties that pose particular risk to Nipun of breaching anti-bribery laws include those:

- operating in developing or emerging economies (which includes many Asian or African countries); or
- involved in negotiating any business arrangements or transactions within the public or private sector on behalf of Nipun in any country (including bidding for tenders, negotiating supply contracts, arranging introductions to potential business clients or key government decision-makers, arranging leases or licenses, or providing transportation or customs clearance services).

The Management will be responsible for determining the categories of third parties engaged by Nipun to whom the controls apply. Accordingly, when Nipun is proposing to engage a third party, the Management must be informed so that they can determine the extent to which those controls apply.

1.5.1 Due diligence

Sufficient due diligence must be performed to ensure that it is appropriate for the third party to represent Nipun or act on its behalf. If due diligence is required, a written due diligence report about the third party and the third party's work must be completed and approved. A due diligence checklist and standard form for the written report is available from the Management. If any issues of concern or 'red flags' are identified by this due diligence, they must be identified in the written report and immediately raised with the

Management and Legal Department. The Management and Legal Department will then determine if it is appropriate for the third party to be retained, or if further investigations or discussions with the third party are required prior to entering into any such arrangement.

1.5.2 Consequences of non-compliance

Bribery and the other types of improper payments prohibited by this Policy are prohibited under the laws of the countries in which Nipun operates or trades.

Breaches of such laws may expose Nipun and Nipun personnel to criminal penalties and/or civil action.

For Nipun, possible consequences include the imposition of substantial fines, exclusion from tendering for government or private contracts and reputational damage.

For individuals, possible consequences include criminal and civil liability with associated significant fines and/or lengthy terms of imprisonment.

Further, failure to observe this Policy by Nipun personnel will be regarded as serious misconduct and lead to disciplinary action, which may include dismissal from employment, or termination of any engagement contract.

Conscious disregard, deliberate ignorance and wilful blindness will not avoid liability in relation to any of the matters set out in this Policy.

1.5.3 Reporting bribery or other improper payments

Nipun recognizes the value and importance of Nipun personnel reporting identified or suspected instances of bribery and other improper conduct and strongly supports such disclosures and reports it.

It is the responsibility of Nipun personnel to remain alert to any instances of directors, officers, employees, subsidiaries, joint venture partners, suppliers or other contractors engaging in, or attempting to engage in, bribery or other improper conduct, or otherwise not meeting the standards of behaviours required under this Policy.

Nipun Management, Managers and employees must report suspected or actual instances of bribery or other improper conduct to their Reporting manager and HR manager when the conduct was observed.

Nipun employees also can make an anonymous report via the Company's [Whistle-blower Policy]. Detailed information must be provided to enable a formal investigation to be undertaken.

The Whistle-blower Policy is available in Annexure A.

If you are unsure as to whether particular conduct constitutes bribery or related improper conduct, you should ask your Reporting manager and HR Manager.

Nipun will take all available steps to provide protection from detrimental treatment to directors, officers and employees who report bribery or related improper conduct or refuse to take part in such conduct. Detrimental treatment includes dismissal, disciplinary action, and victimization. Persons who are subjected to such treatment should inform the Management immediately.

Contractors, distributors, agents, suppliers, and other business partners who have any concerns which they wish to raise under this Policy should approach the Management.

2 Annexure A

2.1 Whistle Blower Policy

Nipun net solutions pvt ltd [Nipun] is committed to maintaining the highest standards of business ethics and compliance with all applicable laws and regulations. Corruption and bribery pose significant risks to our organization and can lead to reputational damage, financial loss, and legal liability. This whistle-blower policy is designed to encourage employees and third parties to report any suspected or actual instances of corruption or bribery.

This policy applies to all employees of Nipun, as well as any third parties who have a business relationship with Nipun, such as suppliers, contractors, agents, consultants, and other business partners.

2.2 Reporting ethics concerns

Employees, customers, partners, vendors, suppliers, service providers, shareholders, and every other stakeholder or third party have a responsibility to promptly speak up about any issues or concerns they believe, in good faith, may constitute a violation of the Code of Business Conduct.

2.3 Anti-Corruption or Bribery Reporting

Please provide all details regarding the alleged violation, including the locations of witnesses and any other information that could be valuable in the evaluation and ultimate resolution of this situation.

Individuals have the option to remain anonymous when reporting concerns. Sending an email directly to ethics@nipun.net

2.4 Our policy of no retaliation

We respect the confidentiality of associates who report business conduct violations. No retaliation means that if you report a concern in good faith, you cannot be subject to any adverse employment action including separation, demotion, suspension, or loss of benefits because of the report.

2.5 Conclusion

Nipun is committed to preventing and mitigating the risks of corruption and bribery and encourages all employees and third parties to report any suspected or actual instances of such behaviour. This whistle-blower policy is designed to provide a clear and effective reporting process, and to protect whistle-blowers from retaliation. Nipun will continue to review and update this policy to ensure that we are maintaining the highest standards of business ethics and compliance with all applicable laws and regulations.

2.6 Employee Responsibility

All employees are required to Read the Nipun Code of Conduct, participate in the Anti-corruption Training and be Aware of the Process of Reporting and Follow Due Diligence as a Responsible Nipun Employee.

3 Annexure B

3.1 Frequently Asked Questions

3.1.1 Question: What is Cisco Global Anti-Corruption Policy for all Business Partners?

Comply with all applicable anti-corruption laws, including the US Foreign Corrupt Practices Act, the UK Bribery Act and other similar anti-corruption laws around the world (“Applicable Laws”). Further information on the FCPA can be found at:

<http://www.usdoj.gov/criminal/fraud/fcpa/>, or by contacting publicsectorcompliance@cisco.com.

3.1.2 Question: What is the Reporting Process with Cisco Anti-Bribery Policy?

Answer: You shall immediately report to Cisco any concerns that you have regarding unethical business practices by a Cisco employee or any Cisco business partner by contacting the Cisco Ethics Office at: ethics@cisco.com, or via Cisco’s Ethics web form, toll-free hotlines, or anonymous reporting tools available at:

<https://www.cisco.com/c/en/us/about/corporate-social-responsibility/ethics-office/ethicsline.html>.

3.1.3 Download and Review the Cisco Global Anti-Corruption Policy for Partners Latest Version

More Details: <https://www.cisco.com/c/en/us/about/legal/global-anti-corruption.html>

All Employees working on Cisco Solutions must read the Cisco Global Anti-Corruption Policy for Partners of Cisco Systems, Inc. and its affiliates (Cisco) and Acknowledge the Same during the Anti-Corruption Training. All Relevant Documents would be Shared by the HR Department.

END OF DOCUMENT VERSION 2.0