

TRIVENI ENGINEERING AND INDUSTRIES LTD
Anti-Bribery and Anti-Corruption Policy

Background/Preamble:

Triveni Engineering and Industries Limited (hereinafter referred to as 'The Company', 'TEIL') is committed to doing honest and fair-minded business by following highest standard of morality and corporate governance. The Company has zero tolerance towards bribery, corruption and other forms of unethical practices and is committed to act professionally, fairly and in righteousness manner in all the dealings wherever they operate.

This policy should be read in conjunction with the Company's Code of Conduct for Directors & Senior Management of the Company.

Purpose:

The purpose of this policy is to:

1. Set responsibility for Third party and Employees of the Company to maintain high standard of business practices.
2. Provide guidance on how to recognize and deal with bribery and corruption issues.

Scope:

This Anti-bribery and Anti-corruption Policy is applicable to Triveni Engineering and Industries Limited and all its subsidiaries including Employees, and will be communicated to vendors, sub-contractors and business partners for knowledge and compliance.

Definitions:

'Bribe/ Bribery' refers to the offering, giving, soliciting, promising, or receiving of any item of value or an improper benefit, directly or indirectly, with the intention of influencing or rewarding the behavior or actions of someone to obtain or retain a commercial advantage or to induce him/her/them to act in contravention of the rules and regulations, ethics, trust and integrity. Bribery and corruption can take many forms including cash or gifts to an individual or relatives or associates, unauthorized rebates, non-monetary favors and false political or charitable donations. These actions may be undertaken directly or through a third party. It is illegal and immoral to, directly or indirectly, offer or receive a bribe

'Corruption' is the "abuse of entrusted power for private/commercial gain". Corruption is deceitful behavior that people in positions of power exhibit for personal gain.

'Employees' includes all directors, officers, employees engaged by the Company, directly or indirectly, wherever located regardless of grade and position, in terms of all dealings and transactions in all countries where the Company operates.

'Relatives' includes all persons as stated in Section 2 (77) of the Companies Act, 2013.

'Third party' means any individual or organization who has business dealings with the Company and includes actual and potential business associates, customers, contractors, subcontractors, business partners, suppliers, distributors, business contacts, agents, technical and other consultants and government bodies and officials or any other person associated with or acting on behalf of the Company.

Principles and rules followed by the Company:

- **Fee Payments:**

The Company shall take vital measures to ensure that any fee paid by the Company shall be associated rightfully to the activity being performed.

- **Offer of employment:**

The Company shall follow the standard procedure of recruitment while recruiting any candidate related to the Company's personnel. The Company shall ensure that no exclusive treatment is provided to such Employees in the recruitment process and employment of such Employees (or their Relatives) shall happen only on the basis of education, experience, dedication, sincerity, expertise, and performance. For transparency purposes, new recruits will be required to make a disclosure of their Relatives working in the Company.

- **Donations:**

The Company shall make donations but only if these are virtuous and in compliance with this policy and does not violate the applicable laws. All donations to the political party/s can only be made with the specific approval of the Board of Directors and in compliance with all applicable laws.

- **Gifts and hospitality:**

Gifts can be seen as bribes when they are intended to create reciprocal obligations. Gifts and hospitality can generate real or perceived conflict of interest. Employees shall accept and offer only nominal gifts which are given as a social practice and are of celebratory in nature for special events.

- **Procurement procedure:**

Supply chain partners (suppliers, contractors, service providers etc.) must enlighten themselves with Company's procurement procedure and must adhere to the same. System of internal controls surrounding supplier selection must be adhered. Supplier selection shall not be based on receipt of a gift, hospitality, or payment. It is important that all suppliers are selected on merit basis and adequate documentation is maintained supporting internal controls around supplier selection.

Protection/No retaliation:

The Company ensures that no stakeholder shall suffer any inimical effect because of their refusal of participation in any corrupt activity. The Company has adopted zero tolerance approach towards any kind of retaliation. Any kind of retaliation will be considered as absolute misconduct.

Disciplinary action for non-compliance:

Non-adherence to this Policy shall lead to disciplinary action, as deemed appropriate by the Disciplinary Committee comprising of Corporate HR Head, concerned Unit Head and the concerned Business Head. The recommendations of the disciplinary committee shall be subject to approval by the Vice Chairman and Managing Director of the Company.

Monitoring and review:

The Company reserves the authority to regularly review and make any required modifications to the Policy. The Executive Sub-Committee of the Board of Directors of the Company shall review the policy periodically. All the significant changes shall be conveyed to the stakeholders by the Company.

Training and Awareness:

- The Company shall include Anti-corruption and Anti-bribery training and awareness in the induction program.
- This policy shall be shared with all Employees and Third party and Company's zero tolerance approach shall be conveyed to them, by posting it on the Company's website.
- Reporting manager shall be contacted to resolve any queries regarding this policy

Reporting Mechanism:

The Corporate HR shall keep complaint database secure in all respects. The Company shall maintain 7 years of complaint record which helps in identifying complaint pattern trends, which will facilitate improvement of overall systems.

If in doubts, please contact:

If in doubt as to what might constitute a breach of this Policy, then please contact Corporate HR Head who will give his views after necessary consultations.