

## **CROPNOSYS ANTI-BRIBERY AND ANTI-CORRUPTION POLICY 2023**

**Cropnosys (India) Private Limited** (hereinafter referred to as the “**Company**”) is committed to maintaining good corporate governance and in this regard, takes a zero-tolerance approach to bribery and corruption. The Company is committed to conducting its business in an honest and ethical manner. The Company has adopted this policy to communicate this message and to assist those working for us to uphold it.

### **About the Policy:**

The Company is committed to the setting up of the utmost standards for transparency and accountability in all its affairs. The Company strives to attain its mission through compliance of high legal and ethical standards. The Company does not tolerate any form of bribery, embezzlements or corruption, and will uphold all laws countering bribery, fraud and corruption in all forms.

This policy sets out the responsibilities of the Company and those individuals acting on its behalf in observing and upholding the Company’s position on bribery and corruption. Every individual or group of individuals, associated with the Company in any form, whether the employees, the ad-hoc staff engaged in the program activities of the organization, the consultants, the contractors, the interns, the partner organizations and any other party with a financial or trustee-beneficiary relationship with the Company are expected to share this commitment.

The basic objective of this statement is setting out the Company’s policy towards the prevention and identification of bribery and corruption and certain procedures to be followed, if at all, any fraud is found or having an idea / impression of its existence.

### **Application:**

This policy applies to the employees, ad-hoc staff, advisers, consultants, suppliers, vendors, partners and any other individuals acting on behalf of the Company (“**Company Associates**”), irrespective of their location.

### **Our Stand:**

The Company will not engage in bribery or any form of unethical inducement or payment including facilitation payments and "kickbacks." All the Company Associates are required to avoid any activities that might lead to, or suggest, a conflict of interest with the activities of the Company.

The Company expects its suppliers, vendors and partners to act with integrity and without thought or actions involving bribery and/or corruption and will, where appropriate, include clauses to this effect in relevant contracts.

**Prohibited Activities:**

It is prohibited, directly or indirectly, for any Company Associates to offer, give, request or accept any bribe (i.e. gifts with mala-fide intentions, loan, payment, reward or advantage, either in cash or any other form of inducement), to or from any person or company in order to gain commercial, contractual or regulatory advantage for the Company, or in order to gain any personal advantage for an individual or anyone connected with the individual in a way that is unethical.

This policy requires employees and individuals acting on behalf of the Company:

1. Not to offer, promise or make any bribe or unauthorized payment or inducement of any kind to anyone;
2. Not to solicit business by offering, promising or making any bribe or unofficial payment to suppliers;
3. Not to request or accept any kind of bribe or unusual payment or inducement that would not be authorized by the Company in the ordinary course of business;
4. To refuse any bribe or unusual payment and to do so in a manner that is not open to misunderstanding or giving rise to false expectation; and to report any such offers;
5. Not to make facilitation payments. These are payments used by businesses or individuals to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment has a legal or other entitlement. The Company will not tolerate or condone such payments being made;
6. To report any breaches of this policy's principles or standards or of any associated

**Bribery is a criminal offence under the Indian Penal Code (IPC):**

As per the IPC, it is a criminal offence for a person to either offer a bribe, or accept a bribe. Such an offence is punishable with an imprisonment of either description for a term which may extend to one year, or with fine, or with both.

The Company also expects its Company Associates to prevent the happening or facilitation of bribery and shall take necessary action as may be required in the event of failure of the aforementioned by a Company Associate.

If any Company Associate is found guilty by a court of committing bribery, embezzlement or fraudulence, he/she shall be liable to face prosecution as per the norms of the IPC.

**Actions not constituting bribe:**

The Company realizes that giving and receiving of gifts and hospitality without any mala-fide intentions, or in other words, where nothing is expected in return helps form positive relationships with third parties where it is proportionate and properly recorded. This does not constitute bribery and consequently such actions are not considered a breach of this policy.

### **Raising a Concern:**

1. If a Company Associate is offered a bribe, or a bribe is solicited from them, they should not agree to it unless their immediate safety is in jeopardy. Should this be the case, the Company Associate should at first instance contact the relevant supervisor/manger in charge as soon as they are able to do so. The Company Associate may be required to give a written account of the events to assist with any investigation. If any supervisor/manger in charge is involved in such an act, the concerned Company Associate may contact the Executive Officer for reporting the case and likewise if the concerned Executive Officer is involved in such an act, the individual may directly contact the Director of the Company for reporting such case.
2. Company Associates acting on behalf of the Company are encouraged to raise concerns about any instance of bribery or corruption at the earliest possible stage. The Company Associate raising a concern can do so in confidence and without fear of reprisals. All reports raised are taken seriously and, where appropriate, investigated. No Company Associate will be discriminated against in any way as a result of reporting a concern in good faith.
3. If any instance of bribery or corruption is identified, the Company management will take the remedial steps immediately. The Company has its own system of investigating its staff member(s) for violation of service conduct including financial irregularities, corruption, fraud or embezzlement. If the charges are proved, the delinquent may be awarded penalties depending on the gravity of misconduct.
4. The above rules are based on the following principles:
  - a. The right of the Company to take appropriate disciplinary steps against any delinquent staff member, who acts in a manner conflicting with the code of conduct and prescribed rules / regulations.
  - b. At the same time the rules also recognize the right of delinquent staff member to a fair hearing and applicable and just disciplinary action.
  - c. The emphasis of disciplinary action is on prevention, justice and rehabilitation.

### **The Policy is subject to ongoing reviews:**

In the interests of maintaining best practice, the contents of this policy will be reviewed by the Board of Directors of the Company on the ongoing basis, and may be updated by them as and when required.

## **Reporting and Investigation:**

### *Reporting*

In case of an incident of bribery, corruption, fraud or embezzlement, the reporting for the same should be in the following manner:

1. At the first level to the direct supervisor of the Company Associate.
2. At the second level to the manager in charge of the Company Associate, if the direct supervisor is involved in the act.
3. At the third level to the Executive Head if the direct supervisor and/or manager in charge is involved in the act.
4. Lastly, to the Director of the Company in case the direct supervisor and/or manager and/or Executive Head is involved in the act.

### *Investigation*

Upon receipt of a complaint relating to an incident of bribery, corruption, fraud or embezzlement, it will need to be immediately brought to the attention of the Board of Directors of the Company.

The Board of Directors of the Company shall form an investigation committee to look into the allegations and make the necessary report, which will be reviewed by the Board of Directors, who will take the necessary action based on the report.

### *Reporting mechanism to be undertaken*

Every Company Associate is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate facts/ data to substantiate a complaint and not complain merely on hearsay or rumour.

If a complaint, after an investigation proves to be frivolous, malicious or made with ulterior intent/ motive, the Board of Directors of the Company shall take appropriate disciplinary or legal action against the concerned Company Associate.

### *Complaint Matters and Templates*

The complaint should contain the following details:

1. Name, designation and department of the person(s) involved;
2. Time period of when the incident occurred (a tentative date can be provided if the exact date is not known);

3. Location of the incident;
4. How the complainant became aware of the incident leading to the complaint;
5. How long has the incident been occurring for;
6. Details of the incident with all available supporting documents and evidence; and
7. If the subject matter of the incident has been previously reported to any person in the Company.

*Complaints which will not be considered*

The following types of complaints will ordinarily not be considered and taken up:

1. Complaints that are illegible, if handwritten.
2. Complaints that are trivial or frivolous in nature.
3. Matters which are pending before a court of law, tribunal or any other judiciary or sub judiciary body.
4. Any matter that is very old from the date on which the act constituting violation, is alleged to have been committed.

**Confidentiality:**

The Board of Directors of the Company will treat all complaints in a confidential and sensitive manner. In specific cases where the criticality and necessity of disclosing the identity of the concerned Company Associate is important, it may be disclosed, on a 'need-to-know-basis', during the investigation process and only with the prior approval of the concerned Company Associate.

**Policy communication and implementation guidelines:**

It is the responsibility of the HR department of the Company to ensure that the updated names and email id of the various supervisors, reporting managers and Directors of the Company is made available to all concerned individuals through the local intranet, email communication and/or any other communication mechanism they may adopt. A copy of this policy shall also be placed on the intranet/ server of the Company.