



R SYSTEMS INTERNATIONAL LIMITED | ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. Introduction

R Systems International Limited (“R Systems”) is committed to maintain a high standard of integrity, investor confidence and good corporate governance. R Systems is a global technology and analytics services company is subject to various Anti-Corruption and Anti Bribery laws countries in which R Systems, its subsidiaries, branch offices conduct business which R Systems is committed to comply.

R Systems has a zero tolerance to bribery and corruption and we do not allow associates and third parties acting on our behalf to make any such payments.

This Anti Bribery and Anti-Corruption Policy outlines the principles and procedures to provide guidance on how to recognise and deal with bribery, facilitation payments and corruption issues, even where the involvement may be unintentional.

2. Scope

This policy applies to all the individuals working at all the levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), trainees, volunteers, service providers, seconded staff, casual workers and agency staff, agents, or any other person associated with R Systems and its Subsidiaries (“referred as Associates”).

This policy also covers to all those third parties including but not limited suppliers, service providers, agents, contractors, service providers, intermediaries, consultants, and advisors (Collectively referred as “Commercial Partners”) who deal with and act on behalf of R Systems and its subsidiaries (referred as “ R Systems Group”).

3. Definition:

1. “Bribery” involves intentionally offering, promising, demanding, giving or receiving an undue advantage, directly or indirectly, as an inducement for an action which is illegal, unethical or a breach of trust.

Bribe can be anything of value to the intended recipient, directly or indirectly. It may include but is not limited to:

- cash or cash equivalents like gift cards;
- lavish gifts, meals or hospitality;
- travel expenses not related to any business matter;

- charitable donations or political contributions to gain the favor of someone who can influence business with R Systems Group;
 - billing schemes, such as excessive discounts, commissions, or payments of fake or excessive invoices, which result in “slush fund” money being used to make improper payments;
 - employment or promises of future employment, for the recipient or their family member;
 - any personal favors, such as helping to secure school admission, paying personal bills, or allowing the use of personal vehicles or vacation homes.
2. “Corruption” is the illegitimate, immoral and unethical abuse of entrusted power for personal benefit/gain on the party of Authority .
 3. “Gift” includes any payment, gratification, present or advantage, pecuniary or not, offered, promised, given or received, without any direct or indirect material or immaterial compensation.
 4. “Hospitality” means all forms of social amenity, entertainment, travel or lodging, or an invitation to a sporting or cultural event
 5. Public Official (Government Official or Public Servant) means--
 - (i) any person in the service, whether permanent or temporary, whether paid or unpaid, whether appointed or elected, of the Government, local authority, corporation established under any Act, body corporate owned or controlled or aided by government or by Government owned Company for the performance of any public duty;
 - (ii) any Judge, including any person empowered by law to discharge, whether by himself or as a member of any body of persons, any adjudicatory functions;
 - (iii) any person authorised by a court of justice to perform any duty, in connection with the administration of justice, including a liquidator, receiver or commissioner appointed by such court;
 - (iv) any arbitrator or other person to whom any cause or matter has been referred for decision or report by a court of justice or by a competent public authority;
 - (v) any person who holds an office by virtue of which he is empowered to prepare, publish, maintain or revise an electoral roll or to conduct an election or part of an election;
 - (vi) any person who holds an office by virtue of which he is authorised or required to perform any public duty;
 - (vii) Officer or Associate of a public international organization
 - (viii) any other person defined as a “public official” under the applicable laws.

4. Guiding Principles

The following guiding principles shall be adhered to by R Systems Group, associates and commercial, while conducting the business operations:

- a. R Systems Group adopt a zero tolerance approach to all sort bribery and corruption and maintains an anti-bribery and anti-corruption culture;
- b. R Systems Group is committed to carrying out business fairly, honestly and openly, in a most transparent manner;
- c. R Systems Group expects its Associates and Commercial Partners to conduct their duties, business with integrity regardless of the existence of any local customs or traditions that may question integrity
- d. R Systems Group, its Associates and Commercial Partners acting on behalf of R Systems Group, shall comply with all bribery and anti-corruption laws in the countries in which they are conducting business (whether directly or indirectly);

5. Prohibition of Bribe, Corruption and Facilitation payments or “kickbacks”

R Systems Group prohibits making or accepting, all forms of Bribe, facilitation payments or "kickbacks" of any kind and corrupt payments involving but not limited to Public Official or a private sector person or Company whether directly or indirectly while doing its business.

Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action by an official. Kickbacks are typically payments made in return for a business favour or advantage.

All associates and Commercial Partners must refrain from any activity that might lead to a bribe, facilitation payment or kickback and Corrupt payment being made or accepted while acting on behalf of R Systems Group.

No Associate of R Systems Group shall offer, promise or give undue pecuniary or other advantage, facilitation payment, kickbacks to public officials or the employees of Commercial Partners, associates, contractors, suppliers etc.

No Associate of R Systems Group should request, agree to or accept any bribe, facilitation payment kickback, undue pecuniary or other advantage from public officials or the employees of Commercial Partners.

R Systems Group and its associates and Commercial Partners should not use third parties such as employees agents and other intermediaries, consultants, representatives, distributors, consortia, contractors and suppliers and joint venture partners for channeling bribe, facilitation payment, kickbacks, undue pecuniary or other advantages to public officials, or to employees of its Commercial Partners or to their relatives or business associates.;

R Systems Group, its associates must not engage in any activity that might lead to a breach of this policy.

6. Gifts and Hospitality

1. This policy does not prohibit normal business hospitality, exchange of gifts so long as it is reasonable, appropriate, modest, customary, and bona fide corporate and in compliance with applicable laws, and if its purpose is to improve image of R Systems Group, present its products and services, or establish cordial relations.
2. R Systems Group, its Associates and Commercial partners shall observe the following rules when a gift/hospitality/benefit is offered or received from/to a customer, a Public official or any other third party, directly or indirectly while acting for and behalf of the Company:
 - a. gift/hospitality/benefit is bona-fide and made in the normal course of business and does not create the appearance (or an implied obligation) that the gift/ hospitality giver is entitled to preferential treatment, an award of business, better prices, or improved terms of sale or service;
 - b. Offering and receiving gift/hospitality/benefit complies with local laws and customs (including cultural and religious festivals) and is not prohibited under applicable law;
 - c. Offering and receiving gift/hospitality/benefit would not influence, or appear to influence, or cause a conflict of interest for the gift giver or receiver;
 - d. gift/hospitality/benefit should not include cash or cash equivalents, gold or other precious metals, gems or stones or other expensive items;
 - e. gift/hospitality/benefit does not include any form of services or non-cash benefits such as promise of employment;
 - f. disclosure of the gift/hospitality/benefit does not cause embarrassment to the giver or receiver or to R Systems Group;
 - g. gift/hospitality/benefit is fully documented and supported by proper documents / receipts and accurately recorded in the books of accounts;
 - h. gift/hospitality/benefit is given openly, not secretly and in a manner that avoids the appearance of impropriety.
 - i. No Business courtesy/hospitality/gift/benefit shall be accepted/ offer from/to a third party when in business negotiation with R Systems Group.
3. Gifts, business hospitality, entertainment expenditure and other benefits offered by an associates or anyone working on our behalf to any party in connection with business of R System must always be approved at the appropriate level of Company management.
4. Subject to this Policy and rules mentioned above, R Systems Group' Associates can receive gifts valued up to INR 2,000 (or equivalent in local currency) in a year in their professional capacity to celebrate special occasions (for example, religious holidays or festivals or the birthday etc.). The value mentioned is cumulative value of all gifts received by an individual

during a year. Any gifts received over and above this value need to be reported to Admin / HR Head of their respective country. HR Head will determine the disposal of the same.

5. Use of one's position with the R Systems Group to solicit a gift of any kind is not acceptable.
6. A modest gift to a government or other public official only when it is appropriate, allowed by local law, and in accordance with rules and principles allowed by this policy.

7. Travel And Accommodation

From time to time, R Systems Group may pay for reasonable travel and lodging expenses for outside (non-R Systems Group) parties to attend meetings or events that promote R Systems Group's products or services.

R Systems Group discourages payment of expenses relating to travel and accommodation of public officials except when the payment is for legitimate business purpose, has appropriate documentation, and is in accordance with the guidelines stated above. All such travel and lodging expenses must be pre-approved by Department Head.

R Systems shall not pay for the following expenses under any circumstances:

- a. side trips for leisure only;
- b. expenses for additional family members or personal guests;
- c. or extravagant expenses that are above what R Systems Group would reimburse its own employees considering the seniority of the person.
- d. The government agency, government department, or state-owned enterprise must select the invitees and not the Company.
 - a. It is not prohibited by any applicable local law, contract requirement, or regulation.

8. Government Interaction

While dealing with Public officials or a government-owned (or partially-owned) company, R Systems Group, Associates and commercial Partners acting on Behalf of R Systems Group shall have a special duty to know, understand and comply with applicable laws and regulations, adhere to the highest standards of integrity and avoid even the appearance of impropriety.

R Systems Group may interact with the government, Public officials and government agencies in multiple forms, such as: for seeking statutory or regulatory approvals, as a supplier, as a customer, etc.

R Systems Group Associates Shall always be truthful, accurate, co-operative and courteous while representing R Systems before any government, government officials and government agencies.

9. Political Contributions

R Systems Group is not a political Group and does not support political parties or contribute funds to political groups, if permitted by local law and regulation and with unanimous approval from the Board of Directors of R Systems and Board/ CEOs of Subsidiaries, as may be applicable and within the approved financial limits, R Systems and its subsidiaries may contribute funds toward organisations or entities that engage in the political process to address an issue that directly affects the Company and its business activity. Any request for approval for such payments and the permission must be documented in writing and the payments properly recorded, in accordance with the applicable law.

10. Charitable support and donations

Charitable support and donations are acceptable (and indeed are encouraged via R Systems Group in the Community), whether of in-kind services, knowledge, time, or direct financial contributions. However, associates must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. R Systems Group can only make charitable donations that are legal and ethical under local laws and practices.

11. Procurement process

Associates of the R Systems Group must follow our Company's processes and adhere to the system of internal controls around supplier selection while maintaining documentation supporting our internal controls. Supplier selection should never be based on receipt of a gift, hospitality or payment.

12. Conflicts of Interest

As an associate or business partner of R Systems Group, you must ensure that your personal interests do not influence, or even appear to influence, your judgment on behalf of R Systems Group. This means you must avoid participating in any situation where you have a conflict of interest. R Systems also requires that you disclose any potential conflicts to the respective HR Head of the country wherein you operate.

13. Record Keeping

All the associates must also submit expenses claims relating to hospitality, gifts or payments made to third parties promptly and provide justification for this expenditure.

All accounts, invoices, and other records involving transactions with third parties including suppliers and customers must be prepared accurately. Under no circumstances should a person prepare an account "off- book", particularly where this is designed to conceal an improper transaction.

14. Reporting of Breach of this Policy

Associates of R Systems Group and Commercial partners must notify the Chairperson of the Audit Committee via Email Id. Chairman.auditcommittee@rsystems.com, if they believe or suspect that a breach or conflict with this Policy has occurred or may occur in the future.

15. Consequences For Non-Compliance

Any act of bribery and corruption, in whatever form is unacceptable. A disciplinary action against anyone who fails to comply with this policy will be taken which may result into dismissal from service and expose the responsible to penal consequences under respective laws.

16. Protection

Those who refuse to raise red flag, accept or offer a bribe or those who raise concerns or report another's wrong-doing, 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 Audit Committee via Chairman.auditcommittee@rsystems.com.

17. Waiver and amendment of the policy

R Systems Group and its associates are committed to continuously reviewing and updating our policies and procedures based on the learning. The HR team will implement, 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 Board of Directors of R Systems International Limited.

The Policy will be reviewed and audited from time to time which requires cooperation from all concerned.