



Anti-bribery and Anti-corruption Policy



Table of Contents

1. Objective	3
2. Scope and applicability	3
3. Policy details.....	3
3. A. Examples of bribery:.....	3
4. Gifts and hospitality	4
5. What is not acceptable?	5
6. Willful blindness	6
7. Facilitation payments and kickbacks	6
7. A. Guidance on how to avoid making Facilitation Payments.....	6



Policy Details

1. Objective

Bodhtree Consulting Limited (“BODHTREE” or the “Company”) is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. It is BODHTREE’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. Scope and applicability

This Anti-bribery and Anti-corruption Policy (this “Policy”) applies to all individuals worldwide working for all affiliates and subsidiaries of BODHTREE 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 BODHTREE (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 BODHTREE or transact with BODHTREE and also includes actual and potential clients, suppliers, business contacts, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures and government & public bodies (including their advisers, representatives and officials, politicians and political parties).

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. 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.

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 -- and 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.

3. A. Examples of bribery:

❑ **Offering a bribe** - Antony, an employee of XYZ Company, offers a potential client, tickets to a major sporting event, but only if they agree to do business with XYZ Company. This would be an offence as Antony is making an offer to gain a commercial advantage. It may also be an offence for the potential client to accept Antony’s offer. Providing clients with hospitality is acceptable, provided the requirements, set out in section titled “Gifts and hospitality” are followed.

❑ **Receiving a bribe** – Arjun works in the Supply Chain Management Department in Zen Automobiles. A regular supplier offers a job for Arjun’s cousin, but makes it clear, that in return they expect Arjun to use his influence to ensure Zen Automobiles continue to do business with the supplier.

❑ **Bribing a government official** – Imran is asked to arrange for an of the record payment to be



made to a customs official to speed up the administrative process of clearing our goods through customs.

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, solicit or accept cash or its equivalent, entertainment, favors, gifts or anything of substance to or from competitors, vendors, suppliers, customers or others that do business or are trying to do business with BODHTREE. Loans from any persons or companies having or seeking business with BODHTREE, except recognized financial institutions, should not be accepted. All relationships with those who BODHTREE 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 normal and appropriate gifts, hospitality, entertainment and promotional or other similar business expenditure, such as calendars, diaries, pens, meals and invitations to theatre and sporting events (given and received), to or from Third Parties. However, the key determining factor for appropriateness of the gift or hospitality and/or its value would be based on facts and circumstances under which such gift or hospitality is provided.

The practice of giving gifts and hospitality is recognized as an established and important part of doing business. However, it is prohibited when they are used as bribes. Giving gifts and hospitality varies between countries and sectors and what may be normal and acceptable in one country may not be so in another. To avoid committing a bribery offence, the gift or hospitality must be:

- a. Reasonable and justifiable in all the circumstances
- b. Intended to improve the image of BODHTREE, better present its products and services or establish cordial relations

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 (such as gift certificates or vouchers)
- d. It is appropriate in the circumstances. For example, in U.S. it is customary for small gifts to be given at Christmas time
- e. Taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time
- f. It is given openly, not secretly and in a manner that avoids the appearance of impropriety

Examples of hospitality:

(i) Abhishek, a customer relationship manager, invites an important existing client to attend a fine dining or a football match as part of a public relations exercise designed to cement good relations and enhance the client's knowledge of our services. Is this acceptable?

Yes. This hospitality seems to be reasonable and justifiable in all the circumstances and the intention is to improve BODHTREE's image, better present our products and services and improve cordial relations.



(ii) Samantha invites a potential client to watch Wimbledon a week before the deadline for RFP opening for a large IT deal, which she hopes to secure in order to persuade them to accept her company's RFP. Is this acceptable?

No. This hospitality would constitute bribery as it would be made with the intention of influencing the potential client to obtain business. The timing of this hospitality is important. If there was no RFP deadline you may be able to entertain the potential clients without breaching the law. This is because the intention of the hospitality would be then to improve the Company's image, better present the products and services and establish cordial relations with the potential client.

(iii) Employees of XYZ company are invited to be a guest of an outside company or person at meetings, trips, etc, usually overnight, that have an emphasis on recreation of some type. Is it ok for you to participate?

The employee participation in such events should be limited only to those, where a benefit to XYZ Company is expected and as much of the employee expenses, as is possible and practical, should be paid by XYZ Company. The sponsor of the event should be in good standing with XYZ Company based on past performance.

(iv) A vendor offers a five-star, seven-day holiday package to Hawaii or Singapore to Aman, a Sales Manager at XYZ Company and his family as a token of his appreciation for a contract awarded to the Vendor. Can you go?

No. Taking into account the reason for the gift, the value of the holiday is excessive and unreasonable in the circumstances. Aman should politely decline the gift and explain that you cannot accept such an offer.

(v) A potential sub-contractor delivers a case of expensive wine to the office of Philip, a week before Philip has to make an purchase decision of the services or goods. Can Philip accept the gift?

No. The gift appears to have been made with the clear intention of influencing Philip to award the contract to the sub-contractor. Philip should return the case of wine explaining that he cannot accept the gift and Philip should assess the quote for the supply of services impartially with quotes Philip has obtained from other sub-contractors.

5. What is not acceptable?

It is not acceptable for any employee of BODHTREE (or someone on his / her behalf) to:

- a. Accept an offer of a gift of any size from any Third Party which is in negotiation with, or is submitting a proposal with BODHTREE
- b. Give, promise to give or offer, any payment, gift, hospitality or advantage with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given
- c. Give, promise to give or offer, any payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure
- d. Accept or solicit any payment, advantage, gift or hospitality from a Third Party that you know or suspect is being offered with the expectation that it will obtain a business advantage for them
- e. Threaten or retaliate against, another employee who has refused to commit a bribery offence or who has raised concerns under this Policy
- f. Engage in any activity that might lead to a breach of this Policy

The points stated above are illustrative in nature and in no way intend to limit the applicability of this Policy.



6. Willful blindness

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, it will also be taken against the employee. Although such conduct may be “passive”, i.e. the employee may not have directly participated in or may not have directly benefited from the corruption or bribery concerned, the willful blindness to the same can, depending upon the circumstances, carry the same disciplinary action as an intentional act.

7. Facilitation payments and kickbacks

Neither an employee of BODHTREE nor any person acting on behalf of BODHTREE shall make and shall not accept 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 typically payments made to commercial organizations in return for a business favor/ advantage, such as a payment made to secure the award of a contract. You must avoid any activity that might lead to or suggest that a Facilitation Payment or Kickback will be made or accepted by BODHTREE.

Facilitation Payments are known to be prevalent in many countries and industry sectors. There may be concerns, that the inability to make such payments may cause difficulties in doing business in some jurisdictions and that this may result in loss of income or contract. The guidance set out below is intended to help support you in circumstances when you are asked to make Facilitation Payments.

7. A. Guidance on how to avoid making Facilitation Payments

Corrupt government officials demanding payments to perform routine government actions may often put people acting on behalf of BODHTREE in very difficult positions. Therefore, there is no easy solution to the problem. However, the following steps may help:

- ☐ Insist on official receipts for any payments you make
- ☐ Report suspicions, concerns, queries and demands for Facilitation Payments to the higher ups and to local enforcement authorities and refuse to make such payments