

Anti-Bribery and Anti-Corruption (ABAC) Policy

Table of Contents

1. Purpose	3
2. Scope.....	3
3. Definitions.....	3
4. Policy Commitments	4
4.1 Fee Payments.....	4
4.2 Offers of employment.....	4
4.3 Charitable Contributions and sponsorships	4
4.4 Gifts and Hospitality.....	4
4.5 Political Donations.....	4
5. Roles and Responsibilities.....	5
6. Communication and Training of the Policy	5
7. Monitoring and Review.....	5
8. Grievance Mechanism	5
9. Non-Retaliation	5
10. Disciplinary Action	6
11. Related Policies	6

Version Number	Reviewed by	Approved Date	Approved By
1.0	Corporate HR Head	14 th Feb 2023	Board of Directors
1.1	Corporate HR Head	17 th May 2025	Board of Directors

1. Purpose

UFlex Limited (hereinafter referred to as “UFlex”) has “**Zero Tolerance**” towards any kind of bribery and/or corruption and is committed to ensuring adherence to highest ethical values. The Company strives to forge ethical business deals and strictly prohibits any kind of bribery or corrupt practices. The Company follows the highest standards of corporate governance and adheres to doing fair and open business. The Company recognizes and embraces the importance of integrity in all its business dealings. The purpose of the Policy is defined as follows:

- To set out responsibilities that the Company must comply with laws and regulations against anti-bribery and corruption.
- To guide the Company to act ethically and professionally in all business dealings and relationships.

UFlex also aims to align its anti-bribery and anti-corruption efforts with international frameworks such as the OECD Guidelines for Multinational Enterprises and Principle 10 of the United Nations Global Compact.

2. Scope

The Policy applies to UFlex Limited and its 100% subsidiaries, and the scope of the Policy applies to all employees of UFlex at all levels and grades, including directors, senior managers, officers, other employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, volunteers, interns, sponsors, seconded staff, casual workers and agency staff, agents, or any other person/entity acting for and on behalf of the Company.

3. Definitions

- “**Bribe/Bribery**” refers to the offering, giving, soliciting, promising, or receiving of any item of value as a means of influencing the actions of an individual holding a public or legal duty.
- “**Company**” or “**we**” or “**our**” refers to UFlex Ltd.
- “**Corruption**” refers to misuse of assigned power for personal benefits.
- “**Policy**” refers to the Anti-Bribery and Anti-Corruption (ABAC) Policy.
- “**Fee payment**” means fixed amount charged for a specific service. Fees are applied in a variety of ways such as costs, charges, commissions, and penalties.
- “**Gifts and Hospitality**” Gift is anything of value and would encompass any complimentary monetary or non-monetary benefit. It may include a tangible or an in-tangible item that are not available to the public. Hospitality refers to the considerate care of any individual, which may include refreshments, accommodation and entertainment at a restaurant, hotel, club, resort, convention, concert, sporting event or other venue such as Company offices, with or without the personal presence of the host.

- **“Money Laundering”** is the process of illegally making or gaining money, making it appear legal; usually it involves three steps i.e., placement, layering, and integration.

4. Policy Commitments

There can be incalculable forms of bribery or corrupt practices, but there are some key areas identified by the Company that may pose the greatest threat. UFlex has laid out some commitments to address these areas as described below:

4.1 Fee Payments

The Company shall take requisite measures to ensure that any fee paid by the Company shall be associated rightfully with the activity being performed. The Company shall adhere to the Companies Act, 2013 for making any Related Party Transactions (RPT).

4.2 Offers of employment

The Company shall follow the general procedure of recruitment while recruiting any candidate related to the Company’s senior personnel. The Company shall ensure that no special treatment is provided to such employees in the recruitment process and employment of such employees shall happen only based on education, experience, expertise, and performance.

4.3 Charitable Contributions and sponsorships

The Company does not prohibit support to local charities and sponsorship to events as a part of Corporate Social Responsibility (CSR). Prior approval of appropriate authority shall be obligatory before making any contribution or charity. Any payment to a charity, domestic or foreign, shall be in accordance with the applicable rules and regulations prescribed by the law.

4.4 Gifts and Hospitality

Gifts can be seen as bribes, and they may be intended to create reciprocal obligations. Gifts and Hospitality can generate real or perceived conflict of interest. Employees shall be forbidden to accept any kind of gifts, donations, discounts, favors equivalent to **USD 100** from an existing or potential client, competitor, supplier, or service provider.

4.5 Political Donations

Donations to political parties, political committees or candidates using the Company resources (including monetary and in-kind services) can be made, given that the process is transparent, duly approved and properly documented. Approval from appropriate authority must be taken prior to making any such advancement. This Policy does not restrict an employee to make any political donations/gifts in his/her private capacity.

4.6 Money Laundering

To avoid being implicated in money laundering offence, the ABAC Policy sets out steps for its employees to look out for early warning signs such as, transfer money to an account held by

someone else, either domestically or internationally, take payments in a form outside the normal terms of business, split payments in various, and overpay. Employees must not assume initial screening is done, the danger lies in not periodically reviewing those screenings, which can endanger UFLEX and its employees.

5. Roles and Responsibilities

- The **Human Resource (HR) Head** is responsible for ensuring the Policy is communicated effectively and adhered to across all departments. The HR Head also oversees training programs to educate employees on recognizing and avoiding bribery, fostering a culture of integrity.
- The **Compliance Officer and/or Company Secretary** ensures that the Policy aligns with legal requirements, conducts regular audits, and investigates any potential breaches or threats.
- The **Internal Audit** team reviews financial and operational activities to detect any suspicious transactions or irregularities. The Policy is updated according to the corrective actions identified.

6. Communication and Training of the Policy

The Company does not condone giving or receiving bribes or corruption/ payments of any kind. The Company provides orientation to new employees about Anti-Bribery and Anti-Corruption practices at the time of joining. In addition, refresher training is provided to all employees on an annual basis to drive compliance and ethical business conduct.

7. Monitoring and Review

The Company reserves the right to regularly review and make any necessary modifications to this Policy. Our internal stakeholders shall review the policy as per requisite and any amendments to the same shall be approved by the Board of Directors.

8. Grievance Mechanism

The Company provides clear and accessible procedures for employees to report incidents of bribery and corruption. Incidents can be reported through the procedure outlined in our Whistleblower Policy to the HR Head and to the Chairperson of the Audit Committee.

All reports will be verified for authenticity, handled with confidentiality, and investigated promptly. The company is dedicated to taking appropriate corrective actions, including disciplinary measures, to address any breaches of this policy, as defined in section 10.

9. Non-Retaliation

Retaliation means to hurt someone or do something harmful to someone because they have done or said something harmful to you. The Company ensures that no individual shall suffer any detrimental effect because of their refusal of participation in any corrupt activity, even if it results in loss of business

for the Company. The Company has zero tolerance towards any kind of retaliation. Any kind of retaliation will be considered as gross misconduct.

10. Disciplinary Action

Non-adherence to this Policy may lead to disciplinary action which may include one or more of the following:

- Formal apology
- Down-grade of designation
- Counselling
- Withholding of promotion
- Termination of service

11. Related Policies

This policy should be read alongside the following policies of UFlex:

S. No.	Policy
1	Code of Conduct
2	Supplier Code of Conduct
3	Whistleblower Policy