

This policy shall be called MECPL/Anti-Bribery and Anti-Trust Policy. MECPL reserve the right to cancel or amend all or any part of this policy and issue supplementary rules at any stage.

1. Overview

Maxop Engineering Co. Pvt. Ltd. (herein “MECPL”) is committed to setting up utmost standards for transparency and accountability in its affairs through behaving responsibly, equitably, and with integrity in all its business dealings and relationships wherever it operates. We operate with the highest moral and ethical standards and are committed to working with zero tolerance for bribery, corruption and anti-trust.

2. Purpose

To promote a culture of compelling compliance with anti-corruption laws and regulations. Designate responsibilities throughout the organization’s business operations in observing and upholding our position on bribery and corruption in all dealings and provide information and guidance on how to recognize and deal with bribery, corruption & anti-trust issues.

3. Scope

This policy applies to all Employees, stakeholders and relevant Third Parties of the Company and shall be communicated to them at the outset of our business relationship and as appropriate thereafter.

4. Policy Statement

It is our policy to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery, corruption and anti-trust. We are committed to acting professional, fairly and with integrity in all our business dealings and relationships whenever we operate and implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery, corruption and anti-trust issues in all the jurisdictions in which we operate. Maxop will:

- a) Prohibits bribery
- b) Compliance with anti-bribery laws that are applicable
- c) Appropriate to the purpose of the company
- d) Encourages raising concerns in good faith, or on the basis of a reasonable belief in confidence, without fear of reprisal
- e) Committed to continual improvement of the anti-bribery and anti-trust

Gifts, Invitations & Hospitality

This policy does not prohibit normal and appropriate hospitality (given and received) to or from Third Parties. You are prohibited from accepting a gift or giving a gift (of value more than Rs 500 /- inclusive all) to a third party in the following situations:

- a) It is made with the intention of influencing a Third Party to obtain or retain business, to gain a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favour or benefits.
- b) It is given in your name and not in the name of the Company.
- c) It includes cash or a cash equivalent (such as gift certificates or vouchers).
- d) It is of an inappropriate type and value and given at an inappropriate time (e.g. during a tender process); and
- e) It is given secretly and not openly.

We appreciate that the practice of giving business gifts varies between different locations and what may be normal and acceptable in one region may not be in another. The test to be applied whether in all the circumstances the gift or hospitality is reasonable, justifiable and proportionate. The intention behind the gift should always be considered.

Facilitation Payments

In many jurisdictions, making Facilitation Payments is illegal. We do not make, and will not accept Facilitation Payments of any kind, anywhere.

Where the facilitation payment is being extorted or you are being coerced to pay it and your safety or liberty is under threat or you feel you have no alternative but to pay for personal or family peace of mind, then pay the Facilitation Payment and report this to your line manager as soon as possible.

Responsibilities of employees

It is not acceptable for you (or someone on your behalf) to:

- a) Give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given.
- b) Give, promise to give, or offer, a payment, gift or hospitality to a Public Official or Third Party to 'facilitate' or expedite a routine procedure.
- c) Accept payment, gift or hospitality from a Third Party that you know, or suspect is offered with the expectation that it will obtain a business advantage for them by us in return.
- d) Threaten or retaliate against another Employee who has refused to commit a bribery offence or who has raised concerns under this policy; or
- e) Engage in any activity that might lead to a breach of this policy or perceived breach of this policy.

It is your responsibility to ensure that all accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept 'off-book'.

You must declare and keep a written record of all Gifts, Invitations & Hospitality according to company practice accepts or offered, which will be subject to managerial review.

You must ensure all expense claims relating to Gifts, Invitations & Hospitality or expenses incurred to Third Parties are duly approved by management and records of same to be submitted along with copy of approval received and reason of expenditure.

Responsibilities of Third Parties

Third parties are prohibited to Give/offer, any payment, gift or hospitality to our employees with the expectation of getting any business advantage.

Third parties are also requested to inform us if any of our employee demands any, payment, gift or hospitality with the promise to give business advantage

The prevention, detection and reporting of any form of Bribery & Anti-Trust are the responsibility of all Employees and third parties. You must notify (HOD, Corp Head-HR on Vigil.mechanism@gmail.com) as soon as possible if you are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

If you have any questions or concerns about this Policy or about compliance with any anti-corruption laws, it is your obligation to contact your HOD, Corp Head-HR.

All Employees and third parties have the responsibility to read, understand and comply with this policy. You should always, avoid any activity that might lead to or suggest, a breach of this policy.

Employees are encouraged to raise concerns about any instance, or suspicion, of malpractice at the earliest possible stage through their line manager or other available reporting mechanisms.

Further “Red Flags” that may indicate Bribery or Anti- Trust are set out in Appendix-1

Protection

It is our responsibility to maintain the confidentiality and protect the informer from detrimental treatment/retaliation.

Employees who refuse to take part in bribery or Anti-Trust, or report in good faith under this policy their suspicion that an actual or potential bribery or other Anti-Trust offence has taken place or may take place in the future will be protected from detrimental treatment/ retaliation. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern.

The same protection will be given to third parties in case they report any suspicion or potential bribery.

Governance

The Top Management has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it. We are firmly committed to the continual improvement of our anti-bribery and anti-trust mechanisms and policies. The anti-bribery and anti-trust compliance function operates with full authority and independence, reporting directly to the Corp Head-HR.

Fair Competition

We believe in free, fair and open competition. Our policy is to compete vigorously and fairly, but always in full compliance with applicable laws and business ethics. We shall therefore comply with all applicable antitrust and competition laws and are committed to dealing with our competitors with honesty, fairness and integrity. We look to gain competitive advantages through our product offering based on innovation, R&D and engineering and not through unethical or illegal business practices:

- We do not enter into anti-competitive agreements with competitors, including price-fixing, market allocation or segmentation, or bid rigging.
- We do not exchange commercially sensitive information with competitors. You should be particularly careful at conferences, industry fairs or trade association meetings and when participating as a Hydro representative in any joint ventures where competitors are involved.
- We do not impose illegal restrictions on customers or suppliers.
- We do not abuse any position of market power.

You should seek advice from the Group Legal Department in all matters involving risk of antitrust exposure for Maxop, yourself or any of the employees who report to you. While knowledge and understanding of competitors are important aspects of any business and a vital element of any well-functioning competitive market, any information about competitors must be collected and used in accordance with applicable laws and good business practice. We collect competitive information only from legitimate sources and should never do so illegally or unethically. When collecting data regarding our competitors, you should always keep a record of the source of the information.

Anti-Counterfeiting Measure

We aim to safeguard the integrity of our products, ensure consumer safety, and uphold our brand reputation. We implement advanced authentication technologies, secure our supply chain, and educate consumers on identifying genuine products. We actively collaborate with law enforcement to combat counterfeiters and maintain a robust monitoring and reporting system. By continuously improving our strategies and enforcing strict compliance, we are dedicated to protecting our customers and preserving the authenticity of our brand.

5. Policy Compliance

a) Compliance Measurement

b) Exception

c) Non-Compliance

Those who fail to abide by and breaches the Anti- Bribery and Anti-Trust Policy will be subject to disciplinary action, which could result up to and including dismissal or prosecution.

Any third party who breaches this policy will face appropriate action which could result in discontinuation of business.

6. Related standards, Policies and Processes

This policy shall be read in conjunction with the Company's Code of Conduct and Ethics Policy.

7. Definitions & Terms

1. Maxop Engineering Co. Pvt. Ltd. (herein called "MECPL")
2. **"Agent"**: Any individual acting as an agent, paid by the company, acting on the company's behalf in negotiating with Third Parties.
3. **"Anti-Trust"**: Relating to efforts to prevent companies from working together to control business unfairly. Antitrust activities are illegal activities that unfairly reduce competition, such as price-fixing, monopolies, and restraint of trade.
4. **"Bribery"**: Offering, promising, giving, accepting or soliciting of an undue advantage of any value (which could be financial or non-financial), directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to the performance of that person's duties, internal, external or through Third Parties.
5. **"Company"**: All subsidiaries and affiliated companies.
6. **"Conflict of Interest"**: Situation where business, financial, family, political or personal interests could interfere with the judgment of persons in carrying out their duties for the organization.
Occurs when an individual or organization is involved in multiple interests, one of which could possibly corrupt, or be perceived to corrupt, the motivation for an act in another.
7. **"Donation"**: A donation is a voluntary contribution in the form of monetary or non-monetary gifts to a fund or cause for which no return service or payment is expected or made. Contributions to industry associations or fees for memberships in organizations that serve business interests are not necessarily considered donations.
All type of charitable initiatives/activities should only be conducted under "SARTHI"
8. **"Due diligence"**: Process to further assess the nature and extent of the bribery risk and help organizations make decisions in relation to specific transactions, projects, activities, business associates and personnel.
9. **"Employee"**: For the purposes of this policy this includes all individuals working at all levels and grades, including Top Management personnel, Senior managers, officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or joint ventures or their employees, wherever they are located.
10. **"Facilitation Payments"**: A form of bribery in which small payments are made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action and not to obtain or retain business or any other under advantage. Facilitation payments are typically demanded by low level and low-income Public Officials in exchange for providing services to which one is legally entitled without such payments.

11. **“Gifts, Invitations & Hospitality”**: Invitations given or received to social functions, sporting events, meals, and entertainment, gifts or customary tokens of appreciation.
12. **“Public Official”**: Officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and officers or employees of enterprises which are mandated by a public body or a state-owned enterprise to administrate public functions.
13. **“Sponsorship”**: Sponsorship is about partnering with external organizations to deliver mutual benefits through an exchange of money, products, services, content or other intellectual property.
14. **“Stakeholder”**: person or organization that can affect, be affected by, or perceive itself to be affected by a decision or activity.
15. **“Third Party”**: Person or body that is independent of the organization, you come into contact with during the course of your work for us. This includes actual and potential customers, suppliers, business contacts, intermediaries, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

8. Revision History

Policy Amendment History			
Sl. No.	Amendment No.	Amendment Date	Amendment Details
1	01	01-10-2022	Revised and restructured
2	02	01-07-2024	Revised and restructured



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