

SOLARA ACTIVE PHARMA SCIENCES LIMITED

ANTI BRIBERY & CURRUPTION POLICY

Document History		
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1.0	Effective	02.01.2023
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Purpose:

The purpose of this policy is to set principles and emphasizes zero tolerance towards bribery and corruption. The policy also details procedure to deal with cases on bribery/ corruption and suggest guideline to act with utmost integrity in all our business.

Scope:

This policy is applicable to all Employees (means on-roll employees of all Solara entities), Board, Members, contractors, consultants, trainees, service providers of our Company and our affiliates and persons or entities contractually obligated across the globe. Our policy to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.

Definition:

Under this Policy, any employee is not permitted to give or offer anything of value, directly or indirectly, to any Government Official or any commercial party for the purpose of improperly obtaining or retaining a business advantage. "Anything of value" should be broadly interpreted to include cash, gifts to family members, forgiveness of a debt, loans, personal favours, entertainment, travel, political and charitable contributions, business opportunities and medical care, among other items. In short, bribes, kickbacks or similar payments are never permitted, whether made to a Government Official or to customers, investors, clients or other private parties. Similarly, any employee may not solicit or accept such payments in cash or kind.

Responsibility:

The stakeholders (herein after referred as "Employee") may fall into any of the following broad categories:

1. Employees of the company including all the Directors
2. Employees of other Agencies deployed for Company's activities, whether working from any of the company's offices or any other locations
3. Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
4. Any other person having an association with the Company

Procedure:

The company have embedded within its business the following principles and controls to achieve zero tolerance against bribery and corruption:

1. GIFTS:

As a general matter, the Company prohibits the provision of gifts. However, a polite and customary conduct of business may require any employee give modest gifts to counterparts as a token or courtesy. Accordingly, an employee may provide token gifts if:

- 1.1. the gift does not involve cash or cash equivalent gifts (e.g., gift cards, store cards or gambling chips);

- 1.2. the gift is also permitted under the guidelines of the recipient's employer.
- 1.3. the gift is presented openly with complete transparency.
- 1.4. the gift is properly recorded in the Company's books and records; and
- 1.5. the gift is provided as a token of esteem, courtesy or in return for hospitality and should comport with local custom.

2. ENTERTAINMENT & HOSPITALITY:

Entertainment and hospitality involving customers may be appropriate in certain circumstances. The Company permits entertainment for the applicable expenses that:

- 2.1. are permitted under local law and customary under local business practices.
- 2.2. are reasonable under the circumstances and not lavish or extravagant;

All business entertainment expenses, regardless of amount or attendees, should be properly documented in an expense report. Such expense report shall enumerate the attendees, including the name of each attendee and his or her title and place of employment, and provide a detailed business purpose for the entertainment.

3. TRAVEL & LODGING:

Reasonable and bona fide travel expenditures paid on behalf of customers may be permissible in certain circumstances. Permissible payments may cover the costs of travel for an official or customer to visit the Company's offices and discuss the Company's qualifications for projects within the official's responsibility or travel in connection with a project status review. Travel expenses shall not be extravagant or lavish, and may include the airfare, lodging cost and ground transportation costs during the trip. Payment of cash per diems, expenses unrelated to legitimate business activities, and expenses that benefit a friend or family member of a government official are prohibited.

4. EMPLOYMENT/ INTERNSHIPS:

On occasion, Government Officials or the Company's business partners may request that the Company to provide internships or employment to certain individuals. Offering internships or employment to Government Officials or the Company's business partners may be viewed as providing an item of value. If a candidate is interviewed for an internship or employment within the ordinary course of filling a position, such details should be disclosed to HR Head of the company including the candidate's relationship to a Government Official or the Company's business partner. A candidate related to a Government Official or the Company's business partner is interviewed outside of the ordinary course of filling a position, any internship or employment offer must be prohibited.

5. POLITICAL CONTRIBUTION AND CHARITABLE DONATIONS:

An Employee may not make political or charitable donations, whether in their own name or in the name of the Company, to obtain or retain business or to gain an improper business advantage. Any political or charitable contributions by the Company must be permitted under the law, permissible pursuant to the terms of this Policy, made to a bona fide organisation, and (in the case of political contributions or charitable contributions connected to any Government Official or Government Entity) made with the prior approval of Chairman of the company. In certain instances where there is heightened risk of corruption, Chairman of the company may require diligence to be conducted and he must be notified if a Government Official solicits a political or charitable contribution in connection with any government action related to the Company or its affiliates. Individual employees or agents may not make political contributions on behalf of the Company or its affiliates.

6. RELATIONSHIPS WITH THIRD PARTIES:

Anti-corruption laws prohibit indirect payments made through a third party, including giving anything of value to a third party while knowing that value will be given to a government official or business partners for an improper purpose. Accordingly, an Employee should avoid situations involving third parties that might lead to a violation of this Policy. The Company employees who deal with third parties are responsible for taking reasonable precautions to ensure that the third parties conduct business ethically and comply with this Policy. Such precautions may include conducting an integrity due diligence review of a third party, inserting appropriate anti-corruption compliance provisions in the third party's written contract, requiring the third party to certify that it has not violated and will not violate this Policy and any applicable anti-corruption laws during its business with the Company, and monitoring the reasonableness and legitimacy of the services provided by and the compensation paid to the third party during the engagement.

Record Keeping & Internal Controls:

The Policy requires that all expenditures made by the Company are accurately reflected in the Company's financial records and that all payments made with Company funds, or on behalf of the Company, have been properly authorised.

1. The employees must follow all applicable standards, principles, laws and practices for accounting and financial reporting. The employee must be timely and complete when preparing all reports and records required by management.
2. The Chief financial officer (CFO) of the company should ensure that no part of any payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records and should use best efforts to ensure that all transactions, dispositions, and payments involving Company funds or assets are properly and accurately recorded in the Company's financial records.
3. No undisclosed or unrecorded accounts are to be established for any purpose.
4. False or artificial entries are not to be made in the Company's books and records for any reason.
5. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy.

The Chief financial officer (CFO) is primarily responsible for the oversight and enforcement of this Policy. The Company will conduct periodic audits of its books and records to monitor compliance with this Policy.

MONITORING AND REPORTING all the company associates are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If they are unsure whether a particular act constitutes bribery or corruption, or if they have any other queries, these should be raised with CFO of the company. The concerns should be reported by following the procedure set out in "Whistle-Blower" policy.

The company aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. The Company's policy is that no adverse employment action will be taken against any employee in retaliation for, honestly and in good faith, reporting a violation or suspected violation of anti-corruption laws or this Policy.

The company will ensure that no one will suffer any detrimental treatment because of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If any employee believes that he or she has suffered any such treatment, he or she should inform HR Head of the company immediately. If the matter is not remedied, then employee can raise it formally to Chairman of the company.

All questions regarding this Policy should be directed to Company Secretary.

Implementation Approach:

As part of the Company's ongoing commitment to defined ethics, all employees must be communicated and informed about this Policy. All such employees must then certify in writing that they

1. have been informed/communicated the policy
2. Agree to abide by the policy; and
3. Agree to report any potential violation of the Policy

The Human Resources Department shall intimate/ communicate/ train about the policy.

Solara Management reserves the right to amend/ withdraw the policy at any time without assigning any reasons whatsoever. The utility and interpretation of this policy will be at the sole discretion of the HR Department.