



Code of Conduct and Guidelines for Anti-Bribery and Corruption

Implementation Date: 02nd January, 2018

Introduction

THYME HONGKONG CO LIMITED is dedicated to carrying out its business ethically and in compliance with all relevant legal guidelines and regulations, which include the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act (UKBA) and comparable legal guidelines in different nations that restrict improper payments to gain a business advantage. This document describes THYME HONGKONG CO LIMITED's Policy prohibiting bribery and other improper payments in the conduct of THYME HONGKONG CO LIMITED business operations and employee responsibilities for ensuring implementation of the Policy. Questions about the Policy or its applicability to specific instances need to be directed to Board of Directors.

Policy Overview

THYME HONGKONG CO LIMITED strictly prohibits bribery or different fallacious payments in any of its enterprise operations. This prohibition applies to all commercial enterprise activities, anywhere in the world, whether concerning government authorities or different commercial enterprises. A bribe or other improper payment to secure a business advantage is never acceptable and can expose individuals and THYME HONGKONG CO LIMITED to possible criminal prosecution, reputational harm or other serious consequences. This Policy applies to everyone at THYME HONGKONG CO LIMITED, including all officers, employees and agents or other intermediaries acting on THYME HONGKONG CO LIMITED's behalf. Each officer and employee of THYME HONGKONG CO LIMITED has a personal responsibility and obligation to conduct THYME HONGKONG CO LIMITED's business activities ethically and in compliance with all applicable laws based on the countries wherein THYME HONGKONG CO LIMITED does business. Failure to accomplish that might also additionally bring about disciplinary action, as much as and together with dismissal. Improper payments prohibited by this policy consists of bribes, kickbacks, excessive items or leisure, or every other payment made or presented to acquire



an undue business advantage. These payments should now no longer be misunderstood with reasonable and restricted costs for items, business entertainment and different valid activities without delay associated with the conduct of THYME HONGKONG CO LIMITED's enterprise. THYME HONGKONG CO LIMITED has conceived a holistic program for implementing this Policy, through appropriate guidance, training, investigation and oversight. The Board of Directors has overall responsibility for the program, supported by the executive leadership of THYME HONGKONG CO LIMITED. Board of Directors is answerable for giving advice on the interpretation, relevance, and alertness of this policy, helping training and education, and responding to said concerns. The prohibition on bribery and different fallacious payments applies to all business activities, however is particularly vital while handling government authorities. The U.S. Foreign Corrupt Practices Act and comparable legal guidelines in different nations strictly restrict fallacious payments to gain a commercial benefit and impose excessive consequences for violations. The following precis is supposed to offer employees engaged in worldwide activities a simple familiarity with relevant guidelines in order that inadvertent violations may be prevented and potential troubles diagnosed in time to be well addressed.

Common questions about Anti-Bribery Laws

What do anti-bribery laws prohibit?

The FCPA, UKBA and other anti-bribery legal guidelines make it illegal to bribe a overseas official to gain an "fallacious business advantage." A fallacious enterprise advantage might also additionally contain efforts to acquire or retain business, as in the awarding of a government contract, however can also contain regulatory moves consisting of licensing or approvals. Examples of prohibited regulatory bribery consist of paying an overseas official to disregard an applicable customs requirement. A violation can arise despite the fact that an improper payment is only presented or promised and not truly made, it is made however fails to gain the preferred end result, or the end result benefits a person apart from the giver (for example, directing business to a third party). Also, it does not count that the overseas official might also additionally have suggested or demanded the bribe, or that an employer feels that it is already entitled to the government action.

Who is a "foreign official"? A "foreign official" may be basically every person who holds and executes governmental authority. This consists of any officer or worker of an overseas government branch or agency, whether or not in the executive, legislative or judicial department of government, and



whether or not on the national, country or local level. Officials and personnel of government-owned or managed firms are also covered, as are private residents who act in a reputable governmental capacity. Foreign official status regularly may be apparent, however not always. In a few instances, people may not consider themselves officials or be dealt with as such by their very own governments but nevertheless exercise authority that might make them a “foreign official” for purposes of anti-bribery legal guidelines. Personnel engaged in international activities are accountable below this Policy for inquiring whether or not a proposed interest may want to contain an overseas official or an entity owned or managed by a foreign government, and have to seek advice from the Board of Directors whilst questions on status arise.

What kinds of payments are prohibited? The FCPA prohibits offering, promising or giving “something of value” to an overseas official to gain an improper business advantage. In addition to cash payments, “something of value” might also additionally include:

- Gifts, leisure or different business promotional activities;
- Covering or reimbursing an official’s expenses;
- Offers of employment or different benefits to a family member or friend of a overseas official;
- Political party and candidate contributions;
- Charitable contributions and sponsorships.

Other much less apparent items furnished to an overseas official also can violate anti-bribery legal guidelines. Examples of in-kind contributions, investment opportunities, stock options or positions in joint ventures, and favourable or steered subcontracts. The prohibition applies whether an item would benefit the official directly or some other person, consisting of a family member, friend or business associate.

Under the law, THYME HONGKONG CO LIMITED and individual officials or personnel can be held answerable for improper payments by an agent or different intermediary if there may be actual knowledge or motive to know that a bribe will be paid. Wilful ignorance – which includes not making reasonable inquiry when there are suspicious circumstances – is not a defence, and it also does not matter whether the intermediary is itself subject to anti-bribery laws. All personnel consequently need to be alert to potential “red flags” in transactions with third parties.

THYME HONGKONG CO LIMITED and its associates must hold accurate books and records that mirror transactions and asset dispositions in reasonable detail, supported via means of a proper system of



internal accounting controls. These requirements are applied via THYME HONGKONG CO LIMITED's standard accounting guidelines and procedures, which all employees are required to follow without

exception. Special care needs to be exercised while transactions may also contain payments to overseas officers. Off-the-books accounts must in no way be used. Facilitation or different payments to overseas officials must be directly stated and well recorded, with respect to purpose, amount and different relevant factors. Requests for false invoices or payment, which might be unusual, excessive or inadequately defined ought to be rejected and directly reported. Misleading, incomplete or fake entries in THYME HONGKONG CO LIMITED's books and records are by no means acceptable.

THYME HONGKONG CO LIMITED has established detailed standards and processes for the selection, appointment and monitoring of consultants, agents, and other third parties. These standards and procedures should be accompanied in all cases, with precise interest in relation to "red flags" which could suggest viable criminal or ethical violations. Due diligence more often than not will consist of suitable reference and background checks, written agreement provisions that affirm a business partner's obligations, and suitable monitoring controls. Personnel working with agents and other third parties need to pay precise attention to unusual or suspicious circumstances which could suggest feasible legal or ethics concerns, generally cited as "red flags." The express presence of red flags in a relationship or in any transaction calls for extra scrutiny and the implementation of safeguards to prevent and hit upon improper conduct. Appointment of an agent or other third party more often than not calls for earlier approval via way of means of an appropriate senior manager, description of the nature and scope of services furnished in a written agreement, and suitable contractual safeguards towards potential violations of law or THYME HONGKONG CO LIMITED policy.

This Policy imposes on all employees precise responsibilities and duties in order to be enforced through standard disciplinary measures and properly reflected in employees evaluations. All officers, personnel and agents are accountable for understanding and complying with the Policy, because it pertains to their jobs Every employee has a responsibility to:

- Be acquainted with relevant elements of the Policy and communicate them to subordinates;
- Ask questions if the Policy or movement required to absorb a selected situation is unclear;
- Properly manage and screen business activities performed through third-parties;
- Be alert to warning signs or evidence of possible wrongdoing;
- Promptly record violations or suspected violations through suitable channels.



Any employee who has the motive to believe that a contravention of this Policy has occurred, or may occur, needs to directly report this information to his or her supervisor, the next level of supervision, or The Board of Directors. Alternatively, information may be reported in confidence by Calling Directly to one of the Directors , whose contacts are given at the end of this document. Retaliation in any shape

in opposition to an employee who has, in good faith, suggested a contravention or feasible violation of this Policy is vehemently prohibited. Employees who violate this Policy could be faced with disciplinary action, up to and along with dismissal. Violations also can bring about prosecution via means of law enforcement authorities and critical criminal and civil penalties. When searching for guidance and/or reporting concerns, the subsequent contacts and reporting options are available to you:

BOARD OF DIRECTORS INFORMATION FOR CONTACT

Name	Email	Phone
Sarat Chandra Chowdhary	scc@thymecorporation.com	+91 9937 04 01 20
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