ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. PREAMBLE

This Anti-Bribery and Anti-Corruption Policy ("Policy") has been formulated and adopted by the Board of Directors of the Company with the objective of promoting and maintaining the highest standards of ethical conduct, integrity, transparency, honesty, and accountability in all business dealings and relationships.

The Company believes that sustainable business growth can only be achieved through fair, lawful, and ethical business practices. The Company is committed to conducting its operations in compliance with all applicable anti-bribery and anti-corruption laws, rules, and regulations and expects all employees and associated persons to act with integrity and professionalism while dealing with stakeholders, government authorities, business partners, customers, vendors, and any other third parties.

The Company follows a strict “Zero Tolerance” approach towards bribery and corruption. Any act of bribery, corruption, fraud, kickback, or unethical business conduct is strictly prohibited and shall attract appropriate disciplinary and legal action.

2. OBJECTIVE OF THE POLICY

The primary objective of this Policy is to establish a framework for prevention, detection, and reporting of bribery and corruption in any form.

The Policy aims to promote ethical and transparent business conduct throughout the organization, prevent any form of bribery or unethical inducement, ensure compliance with applicable anti-corruption laws and regulatory requirements, and protect the reputation and integrity of the Company.

3. SCOPE AND APPLICABILITY

This Policy shall apply to all Directors, Key Managerial Personnel, employees, consultants, agents, contractors, vendors, suppliers, intermediaries, and any other third parties acting on behalf of the Company.

Every person covered under this Policy shall comply with its provisions irrespective of geographical location or business function.

4. DEFINITIONS

Bribery means offering, giving, promising, soliciting, accepting, or receiving directly or indirectly any undue monetary or non-monetary advantage with the intention of improperly influencing a person in the discharge of his or her duties.

Corruption refers to misuse or abuse of entrusted power or position for private gain or improper advantage and includes bribery, extortion, fraud, kickbacks, embezzlement, and facilitation payments.

Government Official includes employees or representatives of any government department, government-owned entity, political party, public international organization, or any person acting in an official government capacity.

5. **POLICY STATEMENT**

The Company strictly prohibits all forms of bribery and corruption whether committed directly or indirectly.

No employee or associated person shall offer, promise, authorize, solicit, or accept bribes, unlawful payments, improper gifts, kickbacks, or any other undue benefit.

The Company expects all business dealings to be conducted honestly, ethically, and transparently.

6. **PROHIBITED ACTIVITIES**

The following activities are strictly prohibited:

- Offering or giving bribes for obtaining business advantage;
- Soliciting or accepting bribes or improper benefits;
- Facilitation payments;
- Kickbacks or secret commissions;
- Creation of false records or concealment of improper transactions;
- Use of third parties for corrupt activities.

7. **GIFTS, HOSPITALITY, AND ENTERTAINMENT**

The Company recognizes that modest gifts and reasonable hospitality may form part of legitimate business relationships. However, such benefits must never influence business decisions.

Employees may provide or accept gifts or hospitality only if it is lawful, reasonable, transparent, infrequent, and not intended to obtain improper business advantage.

Cash gifts, lavish hospitality, and gifts during tender or negotiation processes are strictly prohibited.

8. **INTERACTION WITH GOVERNMENT OFFICIALS**

Dealings with Government Officials require enhanced scrutiny and transparency.

Employees shall ensure that all interactions with Government Officials are lawful, properly documented, and conducted ethically.

No employee or representative of the Company shall offer anything of value to a Government Official for obtaining improper benefit or influencing official action.

9. **THIRD PARTY DUE DILIGENCE**

Appropriate due diligence procedures shall be conducted before engaging vendors, consultants, contractors, intermediaries, agents, distributors, or business partners.

Third parties shall be required to comply with this Policy and all applicable anti-corruption laws.

10. **BOOKS, RECORDS, AND INTERNAL CONTROLS**

The Company shall maintain accurate books, records, and accounts reflecting all business transactions fairly and transparently.

Employees shall ensure that no false or misleading entries are made and that all transactions are properly authorized and documented.

11. **REPORTING OF VIOLATIONS**

Employees and stakeholders are encouraged to promptly report any suspected or actual violation of this Policy.

Concerns may be reported through the Reporting Manager, Compliance Officer, Vigil Mechanism, or Audit Committee Chairperson.

All reports shall be treated confidentially to the extent possible.

12. **WHISTLEBLOWER PROTECTION**

The Company strictly prohibits retaliation against any person who reports concerns in good faith.

No employee shall be subjected to harassment, discrimination, demotion, termination, or any adverse action for reporting suspected misconduct or cooperating in investigations.

13. **INVESTIGATION PROCEDURE**

All reported violations shall be investigated promptly, fairly, independently, and confidentially.

Employees are expected to cooperate fully during investigations and provide accurate information.

14. **DISCIPLINARY ACTION**

Any violation of this Policy may result in disciplinary action including warning, suspension, termination of employment or contract, recovery of losses, civil proceedings, criminal prosecution, or reporting to regulatory authorities.

15. **ROLES AND RESPONSIBILITIES**

The Board of Directors shall oversee implementation of this Policy.

The Compliance Officer shall monitor compliance, conduct awareness programs, and maintain records of complaints and investigations.

Employees are responsible for understanding and complying with this Policy and reporting suspected violations.

16. **TRAINING AND AWARENESS**

The Company may conduct periodic training and awareness programs to ensure understanding and compliance with this Policy.

17. **REVIEW AND AMENDMENT**

This Policy shall be reviewed periodically by the Board of Directors or authorized committee.

The Company reserves the right to amend or modify this Policy at any time in accordance with applicable laws and business requirements.

18. **EFFECTIVE DATE**

This Policy shall come into effect from the date approved by the Board of Directors. i.e. 20th May, 2025.