

# **ANTI-BRIBERY POLICY**

**RattanIndia Finance Private Limited**

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# Anti-Bribery and Anti- Corruption Policy

## 1. Objective

RattanIndia Finance Private Limited (“RattanIndia Finance”) believes in conducting its business in an honest and ethical manner. RattanIndia Finance is committed to act professionally with integrity in all its business dealings and relationships wherever it operates and to that effect is inclined towards implementing and enforcing effective systems to prevent / counter corruption.

## 2. Scope and Applicability

This policy applies to all individuals working for RattanIndia Finance or any of its subsidiaries and affiliates anywhere in the world and at all levels and grades.

In this policy, third party means any individual or organization, who/ which come into contact with RattanIndia Finance or transact or deal with RattanIndia Finance and includes potential clients, suppliers, business contacts, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures and government & public bodies (including their advisers, representatives and officials, politicians and political parties).

## 3. Our Policy

A bribe is an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to directly or indirectly offer a bribe or receive a bribe. It is also a separate offence to bribe a government/ public official. “Government/ public official” includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory.

A bribe may be anything of value and not just money -- gifts, inside information, sexual or other favors, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function -- and can pass directly or through a third party. Corruption includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery.

<b>Bribery</b>	RattanIndia Finance prohibits bribery and corruption in all business dealings with both governments and the private sector.
<b>Governing Legislations</b>	<ol style="list-style-type: none"> <li>1. Prevention of Corruption Act, 1988 of India;</li> <li>2. The UK Bribery Act 2010 which entered into effect on 1 July 2011 (“UKBA”) and which has extra-territorial reach.</li> <li>3. The Foreign and Corrupt Practices Act 1977 (“FCPA”). This Act is in effect in the US and it assumes extra-territorial effect. Adherence to its requirements is mandatory for RattanIndia Finance.</li> </ol>
<b>Facilitation Payments</b>	<p>RattanIndia Finance prohibits even small facilitation payments to expedite routine administrative actions, except in extraordinary circumstances and with the prior approval of Chief Compliance Officer or where an employee’s safety or security is at stake.</p> <p>The giving of Facilitation Payments / gifts is acceptable under this Policy if all the following requirements are met:</p> <ol style="list-style-type: none"> <li>a. It is not made with the intention of influencing a Third Party to obtain/ retain business or a business advantage or to reward the provision or retention of business or a business advantage or in explicit or implicit exchange for favors/ benefits or for any other corrupt purpose;</li> <li>b. It complies or is not contrary with local laws and customs;</li> <li>c. It is appropriate in the circumstances. For example, in U.S. it is customary for small gifts to be given at Christmas time;</li> <li>e. Taking into account the reason for the same, it is of an appropriate type and value and given at an appropriate time;</li> <li>f. It is given openly, not secretly and in a manner that avoids the appearance of impropriety.</li> </ol>
Acceptance and/ or solicitation of gifts	<p>RattanIndia Finance prohibits acceptance, solicitation from any person for himself/ herself/ any other person, any gift or valuable consideration, bribe, a financial (or other) advantage.</p> <p>The acceptance of small gifts is acceptable under this Policy if all the following requirements are met:</p>

	<p>a. It is not made with the intention of influence/ obtain/ retain business/ advantage.</p> <p>b. It complies or is not contrary with local laws and customs;</p> <p>c. Acceptance of small gifts as customary for occasions like Diwali.</p> <p>d. Such gifts shall be given openly and not secretly, appropriate type and value and in a manner that avoids the appearance of impropriety.</p> <p>e. Such gifts shall be reported to immediate line manager.</p>
<p><b>Who is Responsible for implementing the Policy</b></p>	<p>The Chief Executive Officer has overall responsibility for ensuring that this Policy complies with our legal and ethical obligations and that all those under our control comply with it.</p> <p>Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, undertake training on how to implement and adhere to it and also monitor compliance of it.</p> <p>The Compliance/ HR team is responsible for this Policy and for monitoring its use and effectiveness (and dealing with any queries on its interpretation).</p> <p>Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend regular training on how to implement and adhere to it.</p> <p>Every person to whom this policy applies is responsible for the success of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrongdoing.</p>
<p><b>Record Keeping</b></p>	<p>Accurate books, records and accounts that correctly reflect the true nature of all transactions shall be maintained.</p> <p>All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as Borrowers, clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness.</p> <p>No accounts will be kept “off-book” to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.</p>

	<p>Employees must follow all the procedures which help in anti-bribery and corruption due diligence on suppliers, potential joint venture parties, clients and other Third Parties.</p>
<b>Charitable Donations</b>	<p>As part of its corporate citizenship activities, RattanIndia Finance may support local charities or provide sponsorship, for example, to sporting or cultural events.</p> <p>We only make charitable donations that are legal and ethical under local laws and practices and also within the corporate governance framework of the organization.</p>
<b>Guidance and Reporting</b>	<p>RattanIndia Finance Personnel are expected to seek guidance as necessary to understand and comply with the Anti-corruption and Anti-Bribery Policy from time to time and promptly report actual or suspected possible violations of the said laws or this Policy to supervisors.</p> <p>The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for RattanIndia Finance or under RattanIndia Finance's control.</p> <p>Employees are required to avoid any activity that might lead to or suggest a breach of this Policy.</p> <p>Employees must notify his / her Manager as soon as possible if you believe or suspect that a breach of or conflict with this Policy has occurred or may occur in the future.</p> <p>Any employee who breaches this Policy will face disciplinary action, which could result in dismissal. We reserve our right to terminate our contractual relationship with you if you breach this Policy. Any breach of this Policy would also result in imposition of large fines/ imprisonment on the individual/ the Company as the case may be or termination of contract with a Third Party.</p>
<b>Waiver and Amendment of the Policy</b>	<p>We are committed to continuously reviewing and updating our policies and procedures based on the learning. This is so even when RattanIndia Finance enters new market/ sector/ country which may pose a risk under this Policy.</p> <p>The Compliance/ HR team will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible.</p> <p>Therefore, this document is subject to modification. Any</p>

	<p>amendment or waiver of any provision of this Policy must be approved in writing by the Company's Board of Directors.</p> <p>The Policy will be reviewed and audited from time to time which requires cooperation from all concerned.</p>
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#### 4. Role of Employees – Dos and Don'ts

- **Never offer, promise, make or authorize** a payment or the giving of anything in value to anyone in order to obtain an improper business advantage.
- **Never accept, promise and solicit** a gift, bribe, facilitation in any manner.
- **Follow Corporate and Business guidelines** not prohibited by applicable law regarding gifts and entertainment and other business courtesies.
- **Never contribute company funds or other assets for political** purposes without obtaining prior approval from Chairman through Chief Compliance Officer.
- **Follow your business due diligence** procedures and require that any third party representing us be carefully selected.
- **Be Suspicious of any request** to make a payment to a person who is not related to the transaction being discussed- or a request that payments be made in another country.
- **Watch out for payments** that seem too large in relation to the services provided.

#### 5. Penalties for Non -Compliance

All RattanIndia Finance Personnel are individually expected and responsible to do their part to ensure that the Company complies with these laws at all times and to safeguard the Company against related risks. Failure to comply with this policy constitutes potential grounds for disciplinary action by the Company up to and including possible termination of employment.