

VIVRITI ASSET MANAGEMENT PRIVATE LIMITED

Anti-Bribery and Anti-Corruption Policy

Version	Approval Date
V1	31 st January, 2022
V2	23 rd March, 2022

Anti-Bribery and Anti-Corruption Policy of Vivriti Asset Management Private Limited

1. INTRODUCTION

Vivriti Asset Management Private Limited (“VAM”), is a private limited company incorporated under the Companies Act 2013. VAM is a wholly owned subsidiary of Vivriti Capital Private Limited, a non-banking finance company registered with the Reserve Bank of India.

VAM carries on the business of acting as investment manager of investment trusts and may act as sponsor of investment trusts or any other portfolio of securities, properties or assets of any kind, including pension funds, provident funds or superannuation funds or any other investment vehicles set up, formed or established in India or in any other country by VAM or by such other person, or by the Government, that VAM decides.

The Anti-bribery and Anti-Corruption Policy (“Policy”) of VAM has been developed in alignment with VAM’s code of conduct for employees, various policies (including whistle blower policy) and establishes the principles with respect to applicable Anti-Bribery and Anti-Corruption laws prevalent in India including but not limited to Prevention of Corruption Act, 1988. It guides us to act professionally, fairly and with utmost integrity in all our business dealings and relationships, wherever we operate.

2. PURPOSE

This Policy emphasizes VAM’s zero tolerance towards bribery and corruption practices. The Policy provides necessary information and guidance on how to recognise and prohibit bribery and corruption issues.

3. SCOPE OF THE POLICY

This Policy applies to all Stakeholders, or any other person associated with VAM and who may be acting on behalf of VAM. This Policy sets out the minimum standard that must be followed at all times.

4. DEFINITIONS

Offering a Bribe/ receiving a bribe: means the offering, promising, giving, receiving, soliciting or accepting of a financial or other advantage, or any other thing of value, with the intention of influencing or rewarding the behaviour of a person in a position of trust to perform a public, commercial or legal function to obtain or retain a commercial advantage. Bribes are payments made in the form of money or anything of value in return for a business favour or advantage. For e.g. Act of facilitating payments for performance of a routine governmental action etc.

Facilitation Payments: Facilitation payments are unofficial payments made to secure or expedite a routine government action by a Government Official. These include small payments made,

directly or indirectly, to Government Officials for the purpose of expediting or securing routine, non-discretionary government action, such as securing a business permit or license, customs invoice or visa, or providing services like police protection.

Family Member: A spouse, parent, sibling, grandparent, child, grandchild, mother or father-in-law, domestic partner (opposite sex or same sex), or other family member who lives with you or who is otherwise financially dependent on you, or on whom you are financially dependent.

Government or Government Organization: any department, any administration, any agency controlled in whole or in part by the government, any public international organizations and their agencies or instrumentality of a government (including a government-controlled enterprise), and any organization considered to be a government department or administrative office under any local law.

Any person acting in an official capacity on behalf of a Government or a Government Organization;

- Any officer or employee of a company or business owned in whole or part by a Government or a Government Organization;
- Any officer or employee (including any person nominated or appointed to be an officer or employee even if part-time) of a Government or a Government Organization;
- Any officer or employee of a public international organization, such as the World Bank or the United Nations and directors, officers, and employees of state-owned, state-controlled, or state-operated enterprises;
- Any officer or employee of a political party or any person acting in an official capacity on behalf of a political party; and/or
- Any candidate for political office including immediate family members, including parents, children, spouses, and in-laws, close friends, and close business associates of the above-mentioned individuals.

Gift: means any payment, gratuity, gratification, present or advantage, pecuniary or not, offered, promised, given or received, without any direct or indirect material or immaterial compensation.

Stakeholders: Shall mean to include but not limited to individuals, directors, employees working at all levels and grades (whether permanent, fixed term or temporary), consultants, contractors, trainees, seconded staff, casual workers and agency staff, interns, agents, business partners, vendors, service providers, suppliers, contractual staff, apprentices, direct selling agents, and any other person / entity acting for and on behalf of VAM.

“Third Party” means any person or entity engaged in business and/or other economic activities with VAM, whether or not for profit, as well as any parent company, affiliate or other entity held by a shared beneficial owner or related party.

5. POLICY FRAMEWORK

Bribes:

- VAM prohibits all forms of Bribery including but not limited to illegal or improper favours, blackmail, inducements, inflated or secret commissions, inflated or fraudulent consultancy agreements, unauthorized or unapproved discounts, or other rewards and

corruption practices involving, but not limited to, Government Official or a private sector person or company.

- VAM prohibits the making or accepting of Facilitation Payments of any kind for any favours to facilitate or expedite official business or work
- VAM has zero tolerance for bribery and corruption and strives to build and maintain relationships with its lenders, borrowers, shareholders and other stakeholders in a fair, transparent and professional manner

Gifts, hospitality and entertainment:

No gifts including cash gifts, hospitality or entertainment may be offered or provided in exchange for any favour (or promise of any favour) for or benefit to VAM under any circumstances to any Government Official or any private person.

However, VAM acknowledges that exchange of nominal gifts or souvenirs of a nominal value (e.g. bouquets, pens, calendars, diaries etc.) which are customarily given on special events/ occasions and are infrequent in nature. In any case, such gifts shall not be lavish or in the form of cash or cash equivalents, and any such instances and offers or receipt (whether accepted or not by any person directly or indirectly). All persons need to exercise sound judgment in identifying inappropriate, frequent or material gifts and shall avoid the same to maintain integrity and independence.

When we offer a gift to a client, a government official or any third party:

- It is not done to obtain or retain business or gain an improper advantage in business;
- It is lawful under the laws of the country where the gift is being given and permitted under the policies of the client;
- It constitutes a bona fide promotion or goodwill expenditure;
- It is not in the form of cash;
- The gift is of nominal value (on an individual and aggregate basis) at or below INR 500/-;
- The gift is centrally purchased through the administration team, and appropriately approved as per the Company's Delegation of Financial and Non-Financial Powers document.
- The gift is accurately recorded in the Company's books and records;
- In any event, the Company must comply with our Anti-Bribery and Anti-Corruption Policy.

Stakeholders:

As may be applicable, a Stakeholder appointed to act on behalf of VAM must be selected on the basis of their commercial and technical expertise and VAM's need for the products or services. No person or entity may be appointed on the basis of a relationship with a Government Official, government department or business associate, or because of a family connection or friendship. Prior to entering into a relationship, VAM requires its employees to conduct appropriate due diligence in accordance with its procedures to ensure that such a stakeholder is a legitimate service provider and to identify circumstances suggesting that such stakeholder has not engaged or may not be engaging in illegal or unethical conduct.

As may be applicable, a stakeholder, at the start of any relationship with VAM are required to be in compliance with the applicable anti-bribery and anticorruption laws and shall comply with this Policy.

Charitable Donations:

VAM may make charitable donations that are legal and ethical under local laws and practices. It ensures that the charity or a support is for a legitimate cause, and that donations are not being used as a channel for Bribery.

Any Stakeholder may also, in their personal capacity, make donations that are legal and ethical under local laws and practices. However, it must be ensured that charitable contributions are not used as a scheme to conceal Bribery.

Political Contributions:

VAM does not make contributions to any political party or politicians. Stakeholders must not use VAM's name or trademark for political activities of any kind or provide money or other forms of support to political parties on behalf of VAM.

6. RAISING A CONCERN AND PROTECTION

All VAM 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 Company Secretary. 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.

VAM will ensure that no one will suffer any detrimental treatment as a result 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 Associate believes that he or she has suffered any such treatment, he or she should inform the Company Secretary immediately. If the matter is not remedied then Associate should raise it formally to the Company Secretary and or Human Resource Head.