

VIVRITI ASSET MANAGEMENT PRIVATE LIMITED
Anti-Bribery and Anti-Corruption Policy

Company	VIVRITI ASSET MANAGEMENT PRIVATE LIMITED
Policy	Anti-Bribery and Anti-Corruption Policy
Effective From	August 23, 2024
Applicability	This Policy applies to all Stakeholders, or any other person associated with VAM and who may be acting on behalf of VAM. It also applies to every individual or group of individuals associated with VAM - employees, ad-hoc staff, consultants, contractors, interns, third party, partner organisations and any other party with a financial or trustee-beneficiary relationship with VAM.
Created By	Compliance Team
Approved/Reviewed By	Board of Directors

Version	Approval Date
Version 1.0	August 23, 2024

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PART –A

1. INTRODUCTION:

- 1.1** Vivriti Asset Management Private Limited (the “**Company**” or “**VAM**”) is an Asset Management Company registered under Companies Act, 2013 and acts as the manager of certain alternate investment funds established in accordance with the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 read with amendments and circulars (“**AIF Regulations**”) and VAM through its Branch office registered as fund management entity with the International Financial Services Centres Authority (“**IFSCA**”) as a Registered Investment Manager (Non-Retail) under the IFSCA (Fund Management) Regulations, 2022, as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder (“**IFSC FME Regulations**”) and acting as the fund manager entity for its fund/s or scheme/s as launched or to be launch as the case may be under IFSC FM Regulations.
- 1.2** The Policy sets out guidelines in relation to VAM’s long-standing commitment to combat Bribery and Corruption and to conduct the VAM’s business in an honest and ethical manner.
- 1.3** 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 and establishes the principles with respect to applicable Anti-Bribery and Anti-Corruption laws prevalent in India. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, and to implementing and enforcing effective systems to counter bribery and corruption.

2. Purpose

- 2.1** The purpose of this policy is to set out the responsibilities of employees of VAM and those individuals acting on its behalf in observing and upholding VAM’s position on bribery and corruption.
- 2.2** This Policy emphasizes VAM’s zero tolerance towards bribery and corruption practices. The Policy provides necessary information and guidance on how to recognize and deal with bribery and corruption issues.

3. Objective

3.1 The basic objective of this policy are:

1. Set out our responsibilities, and those of anyone working for and on our behalf, in observing and upholding our position on bribery and corruption in government and non-government (private commercial) dealings.
2. Provide information and guidance to those working for us, and any third party (or their affiliated enterprises conducting business with VAM) on how to recognize and deal with bribery and corruption issues.
3. Identify and address appropriately any potential conflicts of interest.
4. Recognize the duty of confidentiality to the VAMs relationships and give it the highest importance.

5. Initiate steps to ensure that no financial or other inducements are offered or accepted by or on behalf of VAM and to Act honorably and with integrity in all business dealings of the Company
6. Encourage employees and Directors to be vigilant and to act diligently in good faith.
7. Develop a common understanding for all stakeholders that VAM opposes bribery and corruption in any form.
8. Provide advice, information and training on ethics to all our employees at all levels and locations.

4. SCOPE AND APPLICABILITY OF THE POLICY

4.1 This policy applies to all dealings, transactions, and expenses for and on behalf of VAM. This policy applies to all stakeholders working for or acting on behalf of VAM. This Policy sets out the minimum standard that must be followed at all times.

4.2 As a part of commitment, VAM makes clear that they will strictly comply with all applicable laws on anticorruption, which include the Indian Penal Code, the Indian Prevention of Corruption Act, 1988, the Indian Companies Act, 2013, the Prevention of Money-Laundering Act, 2002, Lok Ayukta Acts as applicable, the Central Vigilance Commission Act, 2003, and all other applicable anti-corruption laws and regulations, each as amended from time to time (collectively, the “**Anti-Corruption Laws**”).

*“**Applicable Law**” shall mean any statute, national, state, provincial, local, municipal or other law, regulation, ordinance, rule, judgment, order, decree, byelaws, approval of Governmental Authority, directives, guidelines, policy requirement, circulars or other governmental restriction or any similar form of decision of or determination by, or any interpretation or administration having the force of law in India of any of the foregoing by Governmental Authority in India.*

4.3 In case any provisions set forth in this Policy are found to be conflicting with any applicable laws and/or statutory provisions, the latter would have an overriding effect on the provisions of this Policy.

4.4 This Policy must be read in conjunction with applicable laws and regulations, and all other relevant Company policies and procedures, including but not limited to the Code of Conduct, the Whistle Blower Policy, the Gifts Policy, the Conflict-of-Interest Policy, and any other applicable policies of the Company.

4.5 It applies to every individual or group of individuals associated with VAM - employees, ad-hoc staff, consultants, contractors, interns, third party, partner organisations and any other party with a financial or trustee-beneficiary relationship with VAM.

PART-B**5. Definitions**

- 5.1 “Bribe”** is anything of value, including money, gifts and entertainment, other business courtesies, hospitality, or personal gratification given, offered, or received in an attempt to influence a person’s behaviour, in order to obtain or retain business, or to secure an unfair benefit or advantage.
- 5.2 “Corruption”** is dishonest behaviour by those in positions of power, such as managers or government officials. Corruption can include giving or accepting bribes or inappropriate gifts, under-the-table payments or benefits, diverting funds, laundering money, and defrauding investors.
- 5.3 “Employee”** includes all directors, officers, employees engaged directly or indirectly (contractual), wherever located regardless of grade and position, in terms of all dealings and transactions in all locations where VAM operates.
- 5.4 “Facilitation payments”** (sometimes known as "**grease payments**") shall mean any payment that is not officially required or sanctioned but made to a Public Official to secure or expedite routine Governmental action (for example, to expedite customs clearances; to obtain permits, licenses, or other official documents to qualify a person to do business in a foreign country).
- 5.5 “Family Member”** means 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.
- 5.6 “Government or Government Organization”** includes (i) national, regional, local or foreign government, or any government departments, ministries, or agencies exercising administrative, legislative, judicial, regulatory, or taxing functions of government, 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
 - 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
- 5.7 “Kickbacks”** are payments made in return for a business favor/advantage.
- 5.8 “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.

5.9 “Relative” includes all relationships such as parents, spouse or spousal equivalent, children, their spouses and siblings and their spouses or any other close family or dependents.

5.10 “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.

5.11 “Third party” or “Third Parties” includes any individual or organisation who has business dealings with VAM and includes actual and potential business associates, customers, contractors, sub-contractors, business partners, suppliers, distributors, business contacts, agents, intermediaries, representatives, technical and other consultants and government bodies and officials or any other person associated with or acting on behalf of VAM.

PART-C

6. Policy Framework

6.1 Bribe, Facilitation Payments or Kickbacks:

VAM prohibits

- Offering, promising, giving or authorising all forms of bribery and corruption whether involving, but not limited to government officials or a private sector person/company whether directly or indirectly. VAM conducts its business lawfully and ethically and expects everyone associated with it to conduct its business with integrity regardless of the existence of any local customs or traditions that may question integrity
- Soliciting, accepting or receiving any bribe or kick back from any person in the public or private sector
- Acting as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kick back
- All forms of bribery and corruption practices involving, but not limited to, government official or a private sector person or company
- The making or accepting of Facilitation Payments of any kind for any favours to facilitate or expedite official business or work

6.1.1 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.

6.2 Gifts:

6.2.1 VAM realizes that giving and receiving of gifts and hospitality without any mala-fide intentions, or in other words, where nothing is expected in return helps form positive relationships with third parties where it is proportionate and properly recorded. This does not constitute bribery and consequently such actions are not considered a breach of this policy.

- 6.2.2 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.
- 6.2.3 The giving or receipt of gifts or hospitality is not prohibited when VAM offers a gift to a client, a government official or any third party, if:
- It is not done to obtain or retain business or gain an improper advantage in business
 - It is not made with the improper, quid pro quo intention of influencing a party to obtain or 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 favours or benefits
 - It is lawful under the laws of the country where the gift is being given and permitted under the policies of the client or third party.
 - It constitutes a bona fide promotion or goodwill expenditure
 - The gift is of nominal value (on an individual and aggregate basis)
 - The gift is accurately recorded in the Company's books and records
 - It does not include cash or a cash equivalent (such as gift certificates or vouchers)
 - It considers the reason for the gift, it is of an appropriate type and value and given at an appropriate time
 - It is not offered to, or accepted from, government officials or employees, or politicians or political parties
 - Any gift received worth more than INR 2000; the employee shall politely deny it.
 - In any event, the Company must comply with our Anti-Bribery and Anti-Corruption Policy.

6.3 Political Contributions

- 6.3.1 VAM upholds its commitment to not support any specific political party or have any political affiliation. No political contributions shall be made on behalf of VAM either directly or indirectly to any political party or for any political purpose.

6.4 Charitable contributions

- 6.4.1 The Company shall ensure that charitable contributions and sponsorships are not used as a vehicle for bribery. VAM shall publicly disclose all our charitable contributions and sponsorships and ensure that all such transactions are legal and ethical under Companies Act, local laws and practices.
- 6.4.2 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.

6.5 Raising a concern and protection

- 6.5.1 All employees are encouraged to raise concerns about any actual or suspected cases of bribery and corruption at the earliest possible stage. Where anyone believes the Guidelines are not being complied with or they are being asked to carry out any act not in compliance with these Guidelines, these concerns must be raised immediately with the immediate reporting superior.

If the immediate reporting superior is not the appropriate person, then the employee's concerns must be brought directly to the attention of head of human resource. Employees may also report a suspected violation of these guidelines through the Company's Vigil Mechanism/Whistleblowing procedures.

- 6.5.2 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 employee believes that he or she has suffered any such treatment, he or she should inform the head of human resource.

6.6 Responsibility

- 6.6.1 The members of the Board of Directors, and employees of all functions of the Company, regardless of position and designation, are personally responsible for compliance with the principles and requirements of the Policy, as well as the actions (inaction) of their subordinates, who violate these principles and requirements.

6.7 Training

- 6.7.1 All Employees and Third Parties working with the Company must be aware on the principles of this policy. Awareness on this policy has to be undertaken at the time of onboarding of all new employees. All Employees will have to participate in annual trainings on the requirements and obligations of this Policy.

6.8 Communication

- 6.8.1 The Company's approach of anti- bribery and corruption to be communicated to all suppliers, contractors, agents and business and other partners at the outset of the Company's relationship with them and as appropriate thereafter. Any changes in the Policy shall be notified by way of updated Policy document. Policy Awareness shall be conducted regularly through various discussion / communication forums.

6.9 Amendments to the Policy

- 6.9.1 Any changes to the policy on account of regulatory requirements will be reviewed and approved by the Board of Directors of the Company. The Board will give suitable directions/ guidelines to implement the same.