



## Anti-Bribery and Anti-Corruption Policy

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## Anti-Bribery and Anti-Corruption Policy

### **PART –A**

#### **INTRODUCTION:**

Vivriti Capital Limited (VCL) ('the Company') is a limited company registered under Companies Act, 2013. VCL is also registered with the Reserve Bank of India as a Non-Deposit taking Systemically Important Non-Banking Finance Company (NBFCs-ND-SI) and its debt securities are listed with Bombay Stock Exchange.

**The Anti-bribery and Anti-Corruption Policy ("Policy") of VCL has been developed in alignment with VCL'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. It guides us to act professionally, fairly and with utmost integrity in all our business dealings and relationships, wherever we operate.**

#### **Purpose**

The Company is fully committed to conducting its business in accordance with the highest standards of integrity, transparency, and fair competition. The Company adheres to all anti-trust and anti-competitive practices and complies with the applicable laws and regulations, including the Competition Act, 2002, as amended from time to time. The Company does not engage in anti-competitive agreements, abuse of dominant position, or any practices that may adversely affect fair competition in the market. The Company promotes ethical business conduct and ensures that all its operations, policies, and interactions with stakeholders are aligned with the principles of fair trade and healthy competition in compliance with the applicable laws and regulations.

The purpose of this policy is to set out the responsibilities of employees and top management of VCL and those individuals acting on its behalf in observing and upholding VCL's position on bribery and corruption.

This Policy emphasizes VCL's zero tolerance towards bribery and corruption practices. The Policy provides necessary information and guidance on how to recognise and deal with bribery and corruption issues.

#### **Objective**

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, including but not limited to our entire supply chain and any third party (or their affiliated enterprises conducting business with VCL) on how to recognize and deal with bribery and corruption issues
3. Identify and address appropriately any potential conflicts of interest
4. Recognise the duty of confidentiality to the VCL's 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 VCL and to Act honourably 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 VCL opposes bribery and corruption in any form
8. Provide advice, information and training on ethics to all our employees at all levels and locations

## **SCOPE OF THE POLICY**

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

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

## **PART-B**

### **Definitions**

#### **Bribe**

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.

#### **Corruption**

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.

#### **Employee**

"Employee" includes all directors, officers, employees engaged directly or indirectly, wherever located regardless of grade and position, in terms of all dealings and transactions in all locations where VCL operates.

#### **Family Member**

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.

#### **Government or Government Organization:**

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
- 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

### **Offering a Bribe/ receiving a bribe:**

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.

### **Stakeholders:**

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 VCL.

### **Third Party**

“Third party” means any individual or organisation who has business dealings with VCL and includes actual and potential business associates, customers, contractors, subcontractors, business partners, suppliers, distributors, business contacts, agents, technical and other consultants and government bodies and officials or any other person associated with or acting on behalf of VCL.

## **PART-C**

### **Policy Framework**

### **Bribe, Facilitation Payments or Kickbacks:**

#### VCL 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. VCL 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

VCL 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 and Hospitality:**

VCL realises 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.

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 VCL under any circumstances to any government official or any private person.

The giving or receipt of gifts or hospitality is not prohibited when VCL 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
- 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 is given in the name of the Company and not in the name of the employee
- 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
- In any event, the Company must comply with our Anti-Bribery and Anti-Corruption Policy.

### **Reporting of breaches:**

Every person, to whom this policy applies, is encouraged to raise their concerns about any bribery issue or suspicion of malpractice at the earliest possible stage in the manner provided under Whistle Blower Policy of the Company. The process relating to investigation, corrective and/or disciplinary actions shall be carried out as provided under the Whistle Blower Policy of the Company.

### **Political Contributions**

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

### **Charitable contributions**

The Company shall ensure that charitable contributions and sponsorships are not used as a vehicle for bribery. VCL 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.

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.

### **RAISING A CONCERN AND PROTECTION**

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 the Compliance officer or Managing Director. Employees may also report a suspected violation of these guidelines through the Company's Vigil Mechanism/Whistleblowing procedures.

VCL 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 the Associate should raise it formally to the Company Secretary and or Human Resource Head.

### **Responsibility**

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.

### **Training/Further Guidance**

Selected employees will be required to complete relevant trainings. The Top Management may frame the training programme supplementing the information in this Policy as and when required.

### **Communication**

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.

### **Amendments to the Policy**

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.