

ANTI BRIBERY & ANTI CORRUPTION POLICY**OF****EDGRO FINANCE PRIVATE LIMITED****Approved by Head Human Resources****Edgro Finance Private Limited**

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Senior Director**Document History:**

Version	Approved on	Comments/ Remarks/ Changes	Prepared By
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1. Objective

This policy emphasizes zero tolerance approach to bribery and corruption. It establishes the principles with respect to applicable Anti-Bribery and Anti-Corruption laws. Edgro Finance Private Limited entity respects and endeavors to comply with all principles related to bribery and corruption in the jurisdictions in which it operates.

2. Scope & Applicability

This Policy shall apply to employees, deputed associates from third party vendor, freelancer engaged on a retainerhip or contract of/with Edgro Finance Private Limited company including Directors, Non- executive directors, officers of the Company.

3. Definitions

- 1.1. **Bribery:** is the offer of undue reward by or to any person in a public sector, private employee, colleague or representative of another organization in order to influence his / her behaviour in office and to induce them to act in contravention of the rules and regulations, ethics, trust and integrity.
- 1.2. **Corruption:** is the abuse of entrusted power for private gain and typically involves Bribery.
- 1.3. **Facilitation Payment:** are payments to induce officials either directly or through another employee/associates to perform routine functions they are otherwise obligated to perform, are bribes.

1.4. Objectionable Practice: means any Corrupt Practice, Fraudulent Practice, Money Laundering Activities, Obstructive Practice, Sanctionable Practice or Terrorist Financing.

1.5. Corrupt Practice: means

- ✓ promising, offering, giving, making, authorizing, insisting on, receiving, accepting or soliciting, directly or indirectly, of any illegal or undue payment, bribe, kick-back, or advantage of any nature, to or by any person, with the intention to, or the knowledge that such payment or advantage may, directly or indirectly influence, whether as inducement or reward, the actions or decisions of any person, including causing any person to refrain from any action or decision; or any action or omission which is prohibited in any applicable jurisdiction by law or regulation relating to bribery or corruption.
- ✓ Fraudulent Practice means any action or omission including misrepresentation, that knowingly or recklessly misleads, or attempts to mislead, a party to obtain a financial benefit or to avoid an obligation.
- ✓ Illicit Origin means any origin which is illicit, criminal or fraudulent, including without limitation, corruption, Terrorist Financing, and tax evasion.

1.6. Money Laundering Activities: means the process of moving funds of Illicit origin through a cycle of transformation to create the end appearance of legitimately earned funds. The process of moving funds consists of providing, receiving or assisting in transfer of funds.

1.7. Obstructive Practice means:

- ✓ deliberately destroying, falsifying, altering or concealing evidence material to the assessment or the making of false statements to those performing the assessment, in order to materially impede an assessment of allegations of a Corrupt Practice, Fraudulent Practice, Money Laundering Activities, or Terrorist Financing and/or threatening, harassing or intimidating any party to prevent it from disclosing its knowledge of matters relevant to the assessment or from pursuing the assessment; or
- ✓ acts intended to materially impede the exercise of Edgro Finance Private Limited access to contractually required information in connection with an assessment of allegations of a Corrupt Practice, Fraudulent Practice, Money Laundering Activities, or Terrorist Financing.
- ✓ Sanctionable Practice means any business activity or transaction with any entity, individual or country which at or during the time of such business activity or transaction is included on the lists of sanctioned
- ✓ entities, individuals or countries published and updated from time to time by the RBI.
- ✓ Terrorist Financing means financing terrorists, terrorist acts and terrorist organizations.

4. The Key Principles

Edgro Finance Private Limited associates shall refrain from:

- ✓ Offering or suggesting a bribe, or authorize the offer or suggestion of a bribe;
- ✓ Paying bribes;
- ✓ Soliciting or accepting a bribe to influence a decision or in lieu of a favour or to obtain unauthorized access to confidential information, or to commit or omit to do an act, irrespective of a similar outcome without the bribe;
- ✓ Making Facilitation Payment;
- ✓ Appointing vendors or suppliers that have not committed to adherence with all applicable laws and regulation, specifically with respect to bribery and corruption;
- ✓ Processing funds known to be, or reasonably suspected of being, the proceeds of bribery or

corruption.

In all circumstances, any demand for Facilitation Payments must be reported immediately to the whistleblower committee members.

5. Gifts and Hospitality (Gift Policy)

5.1. Purpose & Scope

- ✓ Build Goodwill
- ✓ Maintaining uniformity in exchanging gifts
- ✓ Solidify working relationships among business associates
- ✓ Improving relationships with customers
- ✓ Improving coordination with the Vendors

5.2. Scope

This Policy shall apply to all employees of Edgro Finance Private Limited. Any violation may result in disciplinary action up to and including termination of employment.

5.3. Definition:

A "Gift" means anything of value, including but not limited to meals, lodging, loans, cash, discounts on any product or service, services, prizes, products, tickets, gift certificates, gift cards, etc. Gifts to any family member or relative including but not limited to payments to a family member or relative or employment of a family member or relative are deemed Gifts received by the employee. Exchange of gifts with people with whom we do business is a part of normal business relationships. However, if such exchange of gifts or different types of favours are frequent and of substantial value, then it shall create the appearance of a kind of bribery or can create conflict of interest. Edgro Finance Private Limited sets specific limits on the types and value of gifts an employee is permitted to accept in connection with their employment and requires visibility and disclosure of gifts regardless of type or value as described below:

5.4. Policy & Gifting

If you receive a Gift that has a value equal to or greater than Rs. 500 (Rs. Five hundred only), which directly or indirectly relates to your employment with Edgro Finance Private Limited (whether from any of its vendors, business partners, customers, competitors or any others) ("Employment Gifts"), you must politely return it citing company policy.

If you have any uncertainty whether a Gift is an Employment Gift, you must assume that it is, and provide notification to your Reporting Manager/Head of Department and HR Department.

Gifts to any family member are deemed Gifts received by them, the employee. Gifts to any person or entity at their or for their benefit are also deemed Gifts received by them.

The exchange of Gifts must be conducted in a way that there is no appearance of bribery. Gifts should not be given or received either to obtain favours/preferential treatment or in return for favours/preferential treatment.

No gifts are acceptable to be offered or received which might violate the ethical values of the giver's/recipient's company such as discriminating based on gender, race, religion or culture.

Employees must ensure that they determine the appropriateness of various kinds of gifts at the time of accepting

5.5. Gifts fall into three categories:

Appropriate Gifts - Accepting or offering social amenities or business courtesies such as modest favours, Gifts or entertainment can, in appropriate circumstances, create goodwill and enhance business relationships. Using good judgment and moderation, occasionally exchanging favours, Gifts or entertainment of nominal value with employees of a non-governmental entity is appropriate, provided the notification, approval and substantial business purpose determination requirements specified above are complied with.

Inappropriate Gifts - Other types of favours, Gifts and entertainment are simply wrong, either in fact or in appearance, so that they are never permissible, and no one can accept or approve these Gifts. Employees (which term, as a reminder, includes family members and others as described above) may never engage in the following activities in connection with their work at Edgro Finance Private Limited:

- ✓ Offer or accept cash or cash equivalents, including but not limited to stock or other securities and gift certificates, gift cards or discount cards (even if only redeemable for merchandise);
- ✓ Offer to accept favours, Gifts or entertainment that would be illegal, including but not limited to, bribes.
- ✓ Offer, accept or request anything as part of an agreement to do anything in return for favours, Gifts or entertainment.

5.6. Policy Administration

- ✓ **Training:** All Employees working in areas seen as susceptible to bribery and corruption risk, are to receive appropriate training, including refresher training, relating to this Policy and related policies and procedures periodically. All newly hired Employees shall receive such training as part of their induction.
- ✓ **Monitoring and Oversight:** HR Head shall monitor, review the effectiveness of and adherence to this Policy, and the steps taken to implement the corrective actions if required.
- ✓ **Auditing:** Companies internal and external auditors will include an assessment of the implementation of this Policy.
- ✓ **Third Parties:** the Company's zero-tolerance approach to bribery and corruption shall, wherever relevant, be communicated to all third parties at the outset of the Company's business relationship with them and as appropriate thereafter. Wherever possible, all such third parties shall also be sent a copy of this Policy at the outset of the said business relationship and periodically throughout the term of the relationship.
- ✓ **Annual Certification:** All employees shall be required to give an annual certification confirming their compliance with the Policy and the Head HR shall provide the annual certification for conforming the compliances of this policy to the board which shall be effective from **financial year 2025-2026**. A

sample certificate is attached herewith with **Annexure 1**.

- ✓ **Review:** The Policy shall be reviewed annually or more frequently as may be required.

5.7. Business Associates

- ✓ Edgro Finance Private Limited may conduct screening procedures on its Business Associates who supply material goods and services to the Company, as sought fit, to protect Edgro Finance Private Limited from the risk of it being associated with or benefiting from corrupt payments, and to ensure that the highest ethical standards are maintained.
- ✓ Business Associates shall be made aware of this Policy with necessary clauses in the service-level agreements and a confirmation that they will not participate in any transaction that will put it in breach of the Policy, and that such Business Associates have adequate procedures for preventing their own staff engaging in the giving or receiving of bribes, kickbacks, or facilitation/speed payments.

5.8. Consequences of Breach

Breach of this Policy by any Employee or Business Associate shall be regarded as a serious misconduct. Any Employee who breaches this Policy may be subjected to disciplinary action, which may include termination of employment. If it comes to the knowledge of the Company that any Business Associate engages in any Objectable Practice, then such Business Associate shall be blacklisted and no longer be permitted to represent or act for or on behalf of Edgro Finance Private Limited.

5.9. Internal Record Keeping

- ✓ **Books and Records:** The Company shall prepare and maintain books, records, and accounts that comply with the highest professional, ethical, and accounting standards. All such records must accurately and fairly reflect, in reasonable detail, the Company's transactions, use of assets, and financial position. Under no circumstances shall any entry be made in the Company's records that is false, misleading, or intended to conceal or disguise the true nature of any transaction.
- ✓ **Gifts and Hospitality Recordkeeping:** The Human Resources (HR) Department shall maintain a centralized and regularly updated register or tracking system to record all gifts, hospitality, and other benefits offered to or received by employees on behalf of the Company. This record must include the date, description, estimated value, purpose, and identity of the giver or recipient. All employees are required to promptly report such instances to the HR Department to ensure full transparency and compliance with the Company's anti-bribery and anti-corruption obligations.

6. Reporting of Violations

Employees are required to report known or suspected violation of the Policy at the earliest possible stage. The Whistle-blower Policy of Edgro Finance Private Limited provides a mechanism for its Employees to raise concerns on any financial irregularities, or violations of policies or law, etc. For more details, refer to the procedure for reporting and dealing with disclosures under the Whistle-blower Policy of Edgro Finance Private Limited. No employee will suffer demotion, penalty, or other adverse consequence for

refusing to pay or accept a corrupt payment even if such a refusal may result in Edgro Finance Private Limited losing business or failing to win a deal.

7. Violation Consequences

In case of failure to comply with this Policy or any misrepresentation, disciplinary action, as considered appropriate, will be initiated by the organization, including termination of employees as per the organization code of conduct and may involve criminal or regulatory proceedings for individuals and the Company.

8. Annexure 1: CERTIFICATION ON ANTI-CORRUPTION AND ANTI- BRIBERY LAWS

Edgro Finance Private Limited (with its non-portfolio subsidiaries and affiliates, collectively referred to as “**the Company**”) requests that the Head HR of the company to complete the following questionnaire and certification on behalf of the Company, as of **DD/MM/YYYY**.

The Company understands that your responses are **to the best of the Company’s knowledge after due inquiry**. The Company may ask you to confirm the accuracy of this document on a periodic basis.

1. Please provide (i) the Company’s code of conduct, (ii) policies and procedures on anti-corruption compliance, third party due diligence, gifts and hospitalities, political/charitable contributions, petty cash, and accounting controls; (iii) a list of the Company’s direct and indirect owners, directors, and officers; (iv) the name of the Company’s compliance office and/or compliance committee members; (v) the list of countries where the Company maintains direct or indirect business or operations; and (vi) confirmation that the Company maintains an adequate D&O cover for its directors and officers, along with details of the insurer and coverage limits maintained thereunder.
2. Does the Company require its directors, officers, employees, agents, contractors/subcontractors, and/or business partners (collectively “Company Persons”) to record and seek the Company’s pre-approval when providing gifts, meals, entertainment, travel benefits, or other benefits to government officials or other parties? We strongly condemn any corrupt practices or gifts in lieu of any favour. Since this practice is not entertained there is no requirement of maintaining the records.
3. Has the Company made contributions to non-U.S. political parties or charities in exchange for any business advantages?
4. Has the Company or Company Persons ever (i) directly or indirectly offered, promised, paid, provided, authorized, solicited, or accepted money or anything else of value to or from any person in exchange for a government approval, business, or any other advantage; or (ii) otherwise engaged in corruption, illegal paybacks, fraud, embezzlement, money laundering, or other legal or ethics violations (collectively, “**Violations**”)?
5. Is the Company aware of any audit reports, news articles, disclosures, claims, investigations, litigation, settlements, prosecutions, judgments, or enforcement actions that suggest or demonstrate that the Company or any Company Person has engaged in a Violation?
6. Does the Company provide mandatory anti-corruption compliance training to its employees and other Company Persons on an annual basis? If not provided annually, does the Company require anti-corruption compliance training at any other time, i.e. during the on-boarding process or on an ad-hoc basis? If response is no to aforesaid, does the Company intend to initiate these processes and what is the expected timeline for the same?
7. Does the Company require its employees and other Company Persons to execute anti-corruption certifications on an annual basis? If not required annually, how often, if ever, are the Company Persons required to execute anti-corruption certifications?
8. Approximately what percentage of the Company’s annual revenue is derived from business with government agencies or officials, state-affiliated enterprises (such as public hospitals, universities, research facilities, or utilities, or

sovereign wealth funds), political parties, or public international organizations (such as the World Bank or the United Nations)?

9. Does the Company use third party contractors or subcontractors, including agents, consultants, partners, and resellers, to (i) fulfill government permit, approval, inspection, customs duty assessment, tax filing, or other regulatory requirements or (ii) promote or broker business with government agencies or officials, state-affiliated enterprises, political parties, or public international organizations? If so, please provide a brief description of their roles, the countries in which they are located, and approximate number used by the Company.
10. Does the Company maintain any joint ventures or strategic partnerships with government agencies, state-affiliated enterprises, political parties, or public international organizations?
11. Does the Company (i) perform anti-corruption-specific due diligence on its representatives, consultants, resellers, joint ventures, partners, contractors, subcontractors, and business partners and (ii) insert anti-corruption compliance clauses in its contracts with those parties.
12. Is any Company owner or Company Person an official or employee of any government, state-affiliated enterprise, political party, or public international organization?
13. Does any Company owner or Company Person have an immediate family member (parent, child, sibling, or spouse) who is an official or employee of any government, state-affiliated enterprise, political party, or international organization?
14. Has the Company acquired any other company, business, or asset that has been connected to Violations?
15. Does the Company follow accounting procedures and controls in accordance with applicable law and regulations to (i) ensure complete and accurate books, records and accounts and (ii) prevent unauthorized activities or expenses?
16. Do Company Persons use petty cash accounts, cash desks, or other cash accounts to cover any payments, expenses, or other benefits directly or indirectly in favor of officials, employees, or agents of any government, state-affiliated entity, political party, public international organization, or Company customer in their personal capacity?
17. Does the Company require Company persons to maintain written records of payments, expenses, or other benefits financed by petty cash accounts, cash desks, or other cash accounts?
18. Do Company Persons use off-the-books accounts in relation to the Company's business?
19. Is the Company aware if any Company owner or Company Person is a resident, national, or entity of Cuba, Iran, North Korea, Russia, Syria, Sudan, or the Crimea Region of Ukraine, or is subject to U.S. sanctions or embargoes?
20. Are there any other legal or ethics compliance concerns regarding the Company?

The Company hereby certifies that (i) neither the Company nor, to the best of the Company's knowledge after due inquiry, any Company Person (a) has used or will use all or any portion of an investment from The Company to engage in a violation of any applicable anti-corruption or other law or regulation; or (b) has caused or will otherwise cause The Company to be in

violation of the U.S. Foreign Corruption Practices Act of 1977, as amended or other applicable anti-corruption or bribery or other laws or regulations, and (ii) the Company will notify The Company promptly if any violation of this certification has occurred or will occur in the future.

For and on behalf of the Company

Name:

Title: **Head Human Resources**

Date:

(End of the Policy)