

ANTI CORRUPTION & ANTI BRIBERY POLICY

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1. Preamble

The Anti-bribery and Anti-Corruption Policy (“Policy”) of Share India Securities Limited (SISL) has been developed in alignment with SISL’s code of conduct for employees, various policies (including whistle blower policy), rules and regulations adopted by SISL and in conformance with the legal and statutory framework of anti-bribery and anti-corruption legislation prevalent in India. The Policy reflects the commitment of SISL and its management for maintaining highest ethical standards while undertaking open and fair business and culture, following the best practices of corporate governance and enhancing the SISL’s reputation at appropriate levels.

2. Purpose

This Policy emphasizes SISL’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. The purpose of this Policy is to establish clear rules to ensure compliance with all applicable anti-bribery and anti-corruption laws.

3. Scope

This Policy applies to all Stakeholders, or any other person associated with SISL and who may be acting on behalf of SISL. This Policy sets out the minimum standard that must be followed at all times. Where any local regulations are stricter than this Policy, they will take precedence over this Policy.

4. Definitions

a. Corruption:

Corruption means an action involving promising, proposing, giving, requesting, accepting, or inciting or aiding, by any person, in any manner, in breach of applicable laws, any undue financial, personal or other benefit, for such person or any other person, or accepting a proposal or promise of such benefits in exchange for action or inaction in the performance of official duties for and on behalf of the Company. Such action includes, but is not limited to, bribery, kickback, influence peddling and business corruption.

b. Bribe/ Bribery:

Bribe/ Bribery 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. Gifts taken or received to unfairly influence a business outcome, facilitation payments made for facilitating the performance of a routine governmental action etc.

c. 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.

d. 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.

e. Government Official:

Government Official refers to any 'public servant' as defined under the Indian Prevention of Corruption Act 1988, including inter alia the following:

- an officer, employee, agent, or other individual, regardless of rank or title, acting in an official capacity for or on behalf of central government, state government, local authority or establishments under the control of such government (including any official adviser to the government), its departments, agencies, or instrumentalities, including government- or state-owned or controlled entities;
- any judge, including any person empowered by law to discharge, whether by himself or as a member of any body of persons, any adjudicatory functions or any person authorized by a court of justice to perform any duty, in connection with the administration of justice, including a liquidator, receiver or commission appointed by such court;
- Any other person holding an office by virtue of which he is authorized or required to perform any public duty;
- an officer, employee, agent or other individual, regardless of rank or title, acting in an official capacity for or on behalf of a public international organization (e.g., the World Bank or the United Nations);
- any political party, officer, employee, or agent of a political party, or party official; or ▪ any candidate for political office.

f. 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 SISL.

g. Third Party:

'Third party' means any individual or organization who has business dealings with the Company 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 the Company.

5. Boundaries:

The employees and third-party service providers of SISL are prohibited from:

- Receiving and giving Bribes
- Criminal Breach of trust.
- Offering or suggesting a Bribe, or authorizing the offer or suggestion of a Bribe.
- Cheating
- Charity in order to obtain commercial advantages.
- Soliciting or accepting a Bribe to influence a decision, to obtain unauthorized access to confidential information, or to commit or omit to do an act, whether or not the outcome would have been the same without the Bribe.
- Making facilitation or grease payments.
- Using another party to conduct any of the above.
- Processing funds known to be, or reasonably suspected of being, the proceeds of bribery or corruption.

6. Gift & Hospitality:

Gifts and/or entertainment should be offered only post appropriate approvals from relevant senior management and in compliance with the Operational Guidelines for Gifts Entertainment and Sponsored Travel. These guidelines broadly cover following areas:

- 1) Gifts
- 2) Entertainment, Hospitality and other expenses
- 3) Donations

7. Reporting:

- a) It is the duty of all those covered under anti-bribery and anti-corruption policy to comply with this policy and report any concern or information that they may have in relation to the violation of this provision of this document in respect of anti-bribery. The report may be submitted to the Head of Human Resources.
- b) Alternatively, concerns on the violations of the company policies may be reported through the Whistle Blower mechanism.
- c) SISL takes all potential violations of this policy and applicable anti-corruption laws seriously. Thus, all allegations will be kept confidential and proper investigation will be conducted as directed by the Head of Human Resources.
- d) If any question arises as to the application or interpretation of any of these regulations, it shall be referred to the Head of Human Resources for a decision in the matter.

8. Breach of Anti-bribery and Anti-corruption Policy:

- Failure to comply with this policy or any misrepresentation, violation may be grounds for disciplinary action to be initiated by SISL, as considered appropriate, including termination of employees as per SISL's code of conduct & Ethics.
- In respect of vendors, in addition to termination of services, penalties may be applied. Non-awareness of this policy shall not be an excuse for misrepresentation. The consequences of non-compliance with the requirements set forth in the Policy and/or the laws on preventing Corruption may be very serious. Any breach of such laws may result in criminal or civil liability.
- Bribery is a criminal offence. The defaulting Designated Person will be accountable whether she/he pays a bribe herself/himself or authorizes, assists, or conspires with someone else to violate this Policy or an anti-corruption/anti-bribery law.

9. Monitoring:

Head of Human Resources will be responsible for review of compliance of this document. The Chairman of Audit Committee may also review the compliance whenever desired. Further, periodic independent reviews of documentation of third parties such as contractors, consultants and suppliers may be conducted as part of monitoring. Regular revisions to Anti-bribery and anti-corruption policy shall be ensured as and when required by any statute or by any change in internal policies of SISL, which have a direct impact on this policy.

10. Review of The Policy:

This policy is to be reviewed as and when management thinks fit or whenever changes are mandated by statutory authorities.