



ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

Anti-Bribery and Anti-Corruption Policy

Introduction

At Eureka Forbes Limited (“EFL”), we are committed to conducting our business with integrity, transparency, and in compliance with all applicable anti-corruption and anti-bribery laws. We have a zero-tolerance policy towards bribery and corruption and expect the same commitment from our employees, directors, officers, agents, vendors, and business partners.

A. Objective

This Policy aims to:

- Set out EFL’s responsibilities, and those of individuals working on its behalf, in observing and upholding its position on bribery and corruption.
- Define responsibilities for compliance with anti-bribery and anti-corruption laws.
- Provide clear guidelines on detecting, recognizing, preventing, and reporting bribery and corruption.
- Protect Eureka Forbes’ Pillars, its values, reputation and maintain stakeholder trust.

B. Definitions

- a) **Bribery:** Offering, giving, receiving, or soliciting anything of value to influence a decision or secure an improper advantage.
- b) **Corruption:** Abuse of entrusted power for private gain, including bribery, fraud, embezzlement, and nepotism.
- c) **Facilitation Payments:** Small unofficial payments to expedite routine government actions (e.g., issuing permits).
- d) **Kickback:** An illegal or secret payment in return for awarding a contract or business advantage.
- e) **Conflict of Interest:** A situation where personal interests conflict with professional duties or may improperly influence decisions.
- f) **Whistleblower:** An individual who reports suspected wrongdoing, breaches of law, or violations of this Policy and defined further in the Whistle Blower Policy.
- g) **Third Party:** Any external individual or organization acting on behalf of or with EFL, including agents, suppliers, contractors, and consultants.
- h) **Gifts and Hospitality:** Items of value, entertainment, meals, or accommodations offered or received as part of a business relationship.
- i) **Due Diligence:** The process of investigating and evaluating third parties to assess risks of corruption or bribery.

The most prevalent forms of bribery and corruption stem from:

- i Payments to a company’s employees or their relatives, or to a third party, to secure advantage in business transactions.

- ii Political contributions made to secure advantage in business transactions.
- iii Sponsorships used to secure advantage in business transactions.
- iv Facilitation payments made to secure or accelerate routine or necessary business actions.
- v Gifts, hospitality and expenses payments made to secure advantage in business transactions.

EFL will undertake a periodic bribery and corruption risk assessment across its business to understand the bribery and corruption risks it faces and ensure that it has adequate procedures in place to address those risks. The risk assessment will be documented and periodically reviewed and the appropriate committee of the Board of Directors of EFL be updated on a half yearly basis in accordance with applicable regulations.

C. Scope

This Policy applies to:

- All dealings, transactions, and expenses for and on behalf of EFL. This policy applies to all stakeholders working for or acting on behalf of EFL or its subsidiaries.
This includes all managers, officers, directors, employees (whether regular, fixed- term or temporary), consultants, contractors, trainees, seconded staff, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with EFL, or any of its subsidiaries or their employees, wherever located.
- Third parties including agents, dealers, distributors, consultants, vendors, and contractors working on behalf of EFL.
- All domestic and international operations of EFL.

D. What is NOT Acceptable

EFL strictly prohibits:

- **Bribery and Improper Payments:** Offering, promising, giving, requesting, or receiving bribes or any form of improper payment, including kickbacks.
- **Facilitation Payments:** Making facilitation payments to government officials or representatives to expedite routine actions or processes.
- **Improper Gifts and Hospitality:** Providing or accepting gifts, hospitality, or entertainment with the intent or perception of influencing business decisions or securing an undue business advantage.
- **Political or Charitable Contributions for Advantage:** Making political donations or charitable contributions with the purpose of gaining a business advantage.
- **Retaliation:** Threatening or retaliating against whistleblowers or any employee who refuses to participate in bribery or raises concerns under this Policy.
- **Policy Breach Activities:** Engaging in any activity that could result in a breach of this Policy.

E. Procedure

- **Raising Concerns:** Employees and third parties must report any suspicious conduct, attempted bribery, or corruption to their Manager, the Compliance Officer, or via the whistleblower hotline/email. You can call on the Helpline Number is +91 99900 19491 or write to whistle.blower@eurekaforbes.com.

If a person is unsure whether a particular act constitutes bribery or corruption or if they have any other queries, these should be raised with their respective Manager and/or the Compliance Officer via the whistleblower hotline/email.

- **Responding to Bribery:** It is the responsibility of the person to whom a bribe is offered to inform / report it to their respective Managers and the Compliance Officer, or via the whistleblower hotline/email as soon as possible; if you are offered a bribe by a third party, you are asked to make one, suspect that this may happen in the future or believe that you are a victim of another form of corruption or other unlawful activity. You must refuse to accept or make the payment from or to a third party, explain our policy against accepting or making such payment and make it clear that the refusal is final and non-negotiable because of this Policy. If you encounter any difficulty making this refusal, you should seek assistance from your Manager.
- **Protection:** Those who refuse to accept or offer a bribe or those who raise concerns or report another's wrong-doing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future. If any employee believes that they have suffered any such treatment, they should inform their Manager or the Compliance Officer, or via the whistleblower hotline/email immediately.
- **Maintaining Accurate Books and Records:** No payment by or on behalf of the EFL shall be approved or made if any part of the payment is to be used for an unlawful or improper purpose, or for any purpose other than that described by valid documents supporting the payment. No false or misleading entries should be made in any books or financial records of the EFL for any reason.

Any expenses that an employee or third party incurs on EFL's behalf or in connection with our business shall not be reimbursable unless they are lawful and supported by detailed documentation including, for example, valid invoices or receipts.

F. Responsibilities

- The Managing Director/Chief Executive Officer has overall responsibility for ensuring that this Policy complies with our legal and ethical obligations and that all those under our control comply with it.

- Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, undertake training on how to implement and adhere to it and also monitor compliance of it.
- The Compliance Officer is responsible for this Policy and for monitoring its use and effectiveness (and dealing with any queries on its interpretation).
- Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend regular training on how to implement and adhere to it. Every person to whom this policy applies is responsible for the success of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrongdoing.

G. Breaches and Penalties

Violations may result in:

- Disciplinary action, up to and including dismissal.
- Termination of contracts with third parties.
- Reporting to regulatory authorities and possible legal action.

The Managing Director shall, after considering inputs, if any, from the Compliance Officer have the discretion to recommend appropriate disciplinary action, including suspension and termination of service of such a defaulting Person (person in breach of this Policy). The Compliance Officer shall also recommend if the violation is potentially criminal in nature and should be notified to the authorities. In the event of criminal or regulatory proceedings, the defaulting Person shall co-operate with relevant authorities. Depending on the nature and scale of default by the defaulting Person, the Compliance Officer may also recommend to the Board to commence civil and/or criminal proceedings against such a defaulting Person in order to enforce remedies available to EFL under applicable laws.

H. Gifts, Hospitality & Entertainment

This policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest, and bona fide corporate hospitality, and if its purpose is to improve our company image, present our products and services, or establish cordial relations.

Permissible only when:

- Modest, appropriate, and lawful.
- Approved at appropriate management levels.
- Not cash or cash equivalents.
- Not linked to any expectation of business advantage.

If rejecting a gift may damage a business relationship (due to cultural sensitivities), report it to your Manager or Compliance Officer.

I. Our Expectations

EFL's reputation depends on the conduct of our employees as well as the conduct of those with whom we do business. It is our goal to ensure that EFL's People and the third parties with whom we work reflect the same high ethical standards and demonstrate a commitment to compliance with all applicable laws. We further expect our third parties to ensure that their employees and subcontractors understand and comply with this Policy.

Failure to comply with this Policy or any applicable anti-bribery laws may result in civil or criminal penalties, as well as termination of the employment or business relationship.

EFL expects:

- All employees and associated third parties to uphold the highest ethical standards.
- Third parties to train their employees on anti-bribery requirements.
- Full cooperation during audits or investigations.

J. Display & Communication

- Policy to be available on the EFL's HRMS Portal and shared with all employees by way of a Corporate Communication.
- Updates and changes will be communicated through official channels.
- Awareness training will be conducted periodically by the HRBPs.

K. Periodic Review and Evaluation

Our Board of Directors will periodically review this Policy's adequacy and effectiveness and update it as needed to reflect legal or operational changes.

EFL periodically assesses its operations for compliance with applicable laws. Any employee who believes that there is a conflict between applicable law and our policies, or who feels that a violation of a policy has occurred may report it to EFL's Compliance Officer.

EFL reserves the right to vary and/or amend the terms of this Policy from time to time.