

Arohan Financial Services Limited

Anti-Bribery and Anti-Corruption Policy Version 4.0



Prepared by : Compliance Team

Reviewed by : Audit Committee

Approved by : Board of Directors

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February 11, 2022	Board of Directors	1.0	
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1. Preamble

The Anti-bribery and Anti-Corruption Policy (“Policy”) of Arohan Financial Services Limited (“AFSL”/”Company”) has been developed in alignment with AFSL’s code of conduct for employees, various policies (including whistle blower policy), rules and regulations adopted by AFSL 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 AFSL and its management for maintaining highest ethical standards while undertaking open and fair business practices and culture, following the best practices of corporate governance and enhancing the AFSL’s reputation at appropriate levels.

2. Purpose

This Policy emphasizes AFSL’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 AFSL and who may be acting on behalf of AFSL.

This Policy sets out the minimum standard that must be followed at all times. Where any local law and regulations are stricter than this Policy, they will take precedence over this Policy.

4. Responsibility

Head - Human Resource Admin, Training & Development and CSR (“Head - Human Resource”) will be responsible for building and monitoring a strong compliance culture at AFSL and will have the following responsibilities:

- (a) To implement effective compliance practices to support adherence of the anti-bribery and anti-corruption policy.
- (b) Review any incidents / transactions having a potential integrity conflict and brought to his / her notice and take decisions in best interests of the Company with respect to the following: -
 - Donations
 - Third party hiring

- Conflict of Interest
- Bribery to Government officials or Commercial organization
- Monitoring, reviewing and maintaining documentation for gifts received / offered by Arohan employees.
- To ensure that the regular training sessions (classrooms or webinars) and communication of this document has been done throughout the Arohan and its Branches including overseas offices.
- Refer cases of bribery or potential bribery to the Vigilance Department for investigation.

4(1) a. Employee responsibility:

The Compliance with provisions of anti-bribery and anti-corruption policy is expected from all employees of the Company as under:

- Read and understand the anti-bribery and anti-corruption policy and must ensure compliance with the terms and conditions mentioned in the anti-bribery and anti-corruption policy.
- Should not offer or give to any person or accept from any person any bribes, kickbacks, or any other improper benefits. The Company prohibits bribery in any form to or from any person.
- Must be particularly careful about any interactions with Government officials as provision of any business gift or hospitality to a Government official is subject to more stringent guidelines.
- Must not make any Facilitation Payments or Political contributions.
- Declare to the Head HR all gifts or hospitality accepted or offered in conjunction with the Gift Policy
- Travel and Entertainment expenses should be incurred only for business transactions/official purposes and are to be claimed on the basis of supporting documentation.
- Report any conflict of interest with any present or prospective employees, third parties, suppliers and customers.
- Report any violation of AFSL Anti Bribery and Anti Corruption policy or instances of bribery / corruption noticed to their Supervisor / reporting manager/ Head-Vigilance and Security.

5. Definitions

i. 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.

ii. Corruption: is dishonest behavior 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.

iii. 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.

iv. 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.

v. 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 (e.g., national oil company, state-run utility, public hospital, sovereign wealth fund);
- 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.

vi. 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 AFSL.

6. Policy framework

6.1. Bribes

i. AFSL prohibits all forms of Bribery and corruption practices involving, but not limited to, Government Official or a private sector person or company.

ii. AFSL conducts its business lawfully and ethically and expects every Stakeholder to conduct its business with integrity.

iii. AFSL prohibits the making or accepting of Facilitation Payments of any kind for any favours to facilitate or expedite official business or work.

iv. For contracting suppliers or contractors or vendors, do not use the services of or pay commissions to agents or third parties to carry out actions prohibited by this Code. Also, adhere to the provisions made in Arohan's Conflict of Interest Policy.

6.2. Gifts, hospitality and entertainment

i. 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 AFSL under any circumstances to any Government Official or any private person.

ii. However, AFSL acknowledges that exchange of nominal gifts or souvenirs of a nominal value (e.g. bouquets, pens, calendars, diaries etc.) which are customarily given on special events/ occasions and are infrequent in nature. In any case, such gifts shall not be lavish or in the form of cash or cash equivalents, and any such instances and offers or receipt (whether accepted or not by any person directly or indirectly) should be immediately reported to the Head-Human Resources on hr@arohan.in All persons need to exercise sound judgment in identifying inappropriate, frequent or material gifts and shall avoid the same to maintain integrity and independence.

iii. Reasonable and appropriate hospitality is not prohibited, if the person offering it is in attendance. However, it shall be strictly limited to meals as may be offered (to and/ or received) and only if it is reasonable and justifiable in all circumstances, taking into account reason and nature, appropriate type, value, given at an appropriate time and not made with the intention of influencing or 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.

v. The giving or receipt of gifts by a Person is not prohibited, if:

a. It complies with this Policy and all applicable anti-bribery and anti-corruption laws;

b. There is a legitimate business purpose to support gifts related expenses and are not given or received in return for a favour / favourable treatment or to refrain from doing something disadvantageous to AFSL;

c. Considering, the reason and nature of the gift, it is of an appropriate type and value and given at an appropriate time; and

d. Gifts are not offered to or accepted from politicians or political parties or Government Officials.

6.3. Stakeholders

i. As may be applicable, a Stakeholder appointed to act on behalf of AFSL must be selected on the basis of their commercial and technical expertise and AFSL's need for the products or services. No person or entity may be appointed on the basis of a relationship with a Government Official, government department or business associate, or because of a family connection or friendship. Prior to entering into a relationship, AFSL requires its employees to conduct appropriate due diligence in accordance with its procedures to ensure that such a stakeholder is a legitimate service provider and to identify circumstances suggesting that such stakeholder has not engaged or may not be engaging in illegal or unethical conduct. Any red flags discovered prior to commencement or during the course of the business relationship must be reported to the Head-Human Resources on hr@arohan.in for further investigation. Should any employee / Person discover any illegal or unethical conduct by such stakeholder, he / she should report this to the Head-Human Resources on hr@arohan.in. at the earliest.

ii. AFSL has zero tolerance for any conduct by any external entity in contravention of this Policy or any anti-bribery and anti-corruption law. AFSL and its employees may be subject to civil and / or criminal liability if such stakeholder, including contractors, suppliers, distributors, joint venture partners and other business partners, engage in any activity violating this Policy or any anti-bribery and anti-corruption law.

iii. As may be applicable, a stakeholder, at the start of any relationship with AFSL are required to be in compliance with the applicable anti-bribery and anti-corruption laws and shall comply with this Policy.

6.4. Charitable Donations

i. AFSL may make charitable donations that are legal and ethical under local laws and practices. It ensures that the charity or a support is for a legitimate cause, and that donations are not being used as a channel for Bribery.

ii. 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. Political Contributions

AFSL does not make contributions to any political party or politicians. Stakeholders must not use AFSL's name or trademark for political activities of any kind or provide money or other forms of support to political parties on behalf of AFSL.

7. Restrictive Practices

Illustrative list of acts / practices that are restricted / prohibited under this Policy shall include but not be limited to:

i. Dishonest misappropriation of property / money, criminal breach of trust and cheating, as defined under Bharatiya Nyaya Sanhita, 2023 ("BNS") ;

ii. Receiving or giving bribe;

iii. Acceptance / giving of gifts over and above the extent and the manner as allowed in this Policy;

iv. Gifts on behalf of AFSL, its employees and other stakeholders in the form of cash or kind, in any currency;

v. Charity or sponsorship in order to obtain commercial advantages;

vi. Participation / contribution in / to political activities;

vii. Payment of any costs for Government Officials and their relatives (or in their interests);

viii. Any other unethical act or omission; and

ix. To use partners, agents, joint ventures, intermediaries, or other persons for any actions that are contrary to the principles and requirements of the Policy or the rules of the applicable anti-bribery and anti-corruption law.

8. Record Keeping and Internal Controls

- i. AFSL shall keep books, records and accounts in reasonable detail that accurately and fairly reflect all transactions and disposition of AFSL's assets.
- ii. AFSL shall maintain internal controls to prevent and detect potential violations of this Policy or of applicable laws. All Persons must completely and accurately document the amount of all transactions, including payments made on behalf of or expenses incurred by AFSL.
- iii. Records and documents generated in connection with the principles set forth in this Policy, including, but not limited to, any diligence files and contracting documents, must be maintained and stored.
- iv. Violation of this Policy, may result in legal action / disciplinary action.

9. Reporting Violations

- i. All Stakeholders are encouraged to raise concerns about any issue or suspicion of non-compliance with this Policy on hr@arohan.in. If they are unsure whether a particular act constitutes Bribery or corruption, they should immediately contact the concerned Business Head or Regional Business Head or Functional Head or Head-Human Resources.
- ii. AFSL aims to encourage genuine reporting of non-compliance and will support anyone who raises concerns in good faith under this Policy.
- iii. AFSL endeavours that no one suffers any detrimental treatment as a result of refusing to take part in Bribery or corruption, or because of reporting in good faith their suspicion of an actual or potential Bribery or other corruption related offence.
- iv. AFSL will investigate all allegations relating to corruption and Bribery and take legal or disciplinary action as may be deemed appropriate. All reports under this Policy would receive confidential treatment and AFSL would protect the identity of any person who reports a suspected violation. AFSL will prefer that persons identify themselves to facilitate investigation of any report. However, in case the concerned person wishes to report anonymously, he/she may do so. AFSL will also use its best efforts to protect the identity of the person about or against whom an allegation is brought, unless and until it is determined that a violation has occurred.
- v. Any use of the reporting procedures in bad faith or in a false or frivolous manner will be considered a violation of the code of conduct, and the reporter may be subject to disciplinary action, up to and including termination.

10. Training & Communication:

1. AFSL ensures that it has adequate procedures to combat threats relating to bribery and corruption. Accordingly, AFSL provides appropriate training for its employees on prevalent anti- bribery & anti-corruption laws, their role and importance; in order to be in conformance with legal requirements and be in compliance thereof.
2. A copy of this Policy is available on AFSL's website (www.arohan.in).