



## **ANTI-BRIBERY AND CORRUPTION POLICY**

## VERSION CONTROL

Version Control Number	Author	Date Created/ Updated	Date Published	Date Effective	Version Description
V.1.0	Jitendra Bhati	06-02-2020	06-02-2020	06-02-2020	--
V.2.0	Jitendra Bhati	03-02-2021	03-02-2021	03-02-2021	To align the policy with global practices and standards adopted by Brookfield including to extend the applicability of the policy to off-roll / contractual employees and incorporating details of hotline for reporting any complaints.
V.3.0	Jitendra Bhati	22-10-2021	22-10-2021	22-10-2021	To specify standards with respect to gifting and interaction with Public Officials and authorize Management Committee to prescribe detailed process in this regard.
V.4.0	<i>Nidhi Sadani – CCO</i>	22-04-2024	22-04-2024	22-04-2024	Revamp of the entire policy to align with standards adopted by Brookfield and practical situation

## 1. INTRODUCTION

IndoStar Home Finance Private Limited (hereinafter referred to as “IHFPL” or “the Company” or “IndoStar”) believes in conducting its business in an honest and ethical manner. IndoStar has a zero-tolerance approach to bribery and corruption and is committed to act professionally with integrity in all its business dealings and relationships wherever it operates and to that effect is inclined towards implementing and enforcing effective systems to prevent and counter bribery and corruption.

Consistent with its core values, IndoStar is committed to complying with applicable anti-bribery and corruption laws. This Anti-Bribery and Corruption Policy (hereinafter referred to as the “Policy”) lays out the spirit and guiding principles for all the employees, directors, and any other entity or individual acting for or on behalf of IndoStar to ensure compliance with the applicable laws, rules and regulations.

This Policy should be read in conjunction with the Code of Conduct, which serves as a guide for how one should conduct oneself as a member of the Company.

## 2. SCOPE AND APPLICABILITY

This Policy outlines acceptable and non-acceptable behavior to ensure compliance with Anti-Bribery and Corruption Laws.

This Policy shall apply all stakeholders working for or acting on behalf of the Company as defined in this Policy, and all are required to act as necessary to safeguard and ensure compliance with this Policy at all times.

## 3. DEFINITIONS

The following terms have been used in the Policy; however, it is imperative that one should seek guidance from the Compliance Officer whenever in doubt.

- (i) **“Anti-Bribery and Corruption Laws”** shall mean all national and international laws, rules and regulations, such as U.S. Foreign Corrupt Practices Act (“FCPA”), The Prevention of Corruption Act, 1988, as applicable to the Company, related to prohibition of bribery and corruption and sub-legislations made under such Acts/Codes, for the time being in force.
- (ii) **“Bribe”** shall include promising, offering or giving, receiving, or soliciting an undue advantage to a person or entity, either directly or through an intermediary, by use of improper means, in order that the person or entity should perform, or refrain from performing, an act in breach of their business or public duties. Examples can include, but not limited to:
  - a) Cash or cash equivalents, such as gifts or other forms of illicit payment to obtain a license, secure a contract etc.
  - b) facilitation payments
  - c) Travel, entertainment, and meals, intended to illicitly influence the recipient to undertake a particular course of action.
  - d) Donation with an ulterior motive of taking advantage.
  - e) Non-arm’s length loans, waiver of debt or other transactions, without appropriate approvals / justifiable underlying business purpose.
  - f) Unusual or extravagant personal favors.
- (iii) **“Corruption”** means any act intended to result in the misuse of entrusted responsibility and/or authority for improper personal or corporate gain, including bribery, facilitation payments, and misuse of Company assets.

- (iv) **“Facilitation Payment”** includes any payment to a government official, or relative/ associate thereof, intended to secure or expedite any routine government actions.
- (v) **“Compliance Officer”** shall mean the person nominated by Board of Directors to act as the Compliance Officer and shall be assisted in the application and monitoring of this Policy by other employees of the compliance team of the Company. The Compliance Officer shall be vested with senior responsibility for oversight and implementation of this Policy, including the development and implementation of effective safeguards, practices and procedures to conform to this Policy.
- (vi) **“Stakeholders”** refer to internal as well as external stakeholders.
  - a. This includes **internal stakeholder(s)** like IndoStar’s member(s) of the Board, employee(s) including permanent; and fixed-term or contractual, or temporary, intern(s), management trainee(s); temporary/ contractual staff.
  - b. This also includes **external stakeholder(s)** like, third party(ies) working or acting on behalf of and/or for IndoStar, and their representative(s), agent(s), employees of joint venture(s), if any.
- (vii) **“Third Parties”** shall include any individual or entity, whether private or public, employed by or acting on behalf of IndoStar / engaged in the business of or in the name of IndoStar and includes vendors, suppliers, agents, consultants, advisers and/ or any other expert(s) who work for and on behalf of IndoStar.
- (viii) **“Public Official”** : Government/ Public Official”, for the purposes of this Policy, shall include any person who is employed by or is acting in an official capacity for:
  - a. government,
  - b. government-owned or controlled businesses,
  - c. political party including candidates for public office or political party.
  - d. court(s) or judicial body(ies) and includes judges,
  - e. a department, agency or instrumentality of a government, or a public international organization;or any other persons so defined in the applicable laws of the jurisdictions in which we operate.

This includes, for example, an officer or employee, regardless of rank, of any national, provincial, regional or local government agency or department (whether domestic or foreign), including but not limited to police agencies, customs officials, local tax officials, issuers of government permits, approvals or licenses and/or immigration officials.

#### 4. PROHIBITION ON BRIBERY AND FACILITATION PAYMENTS

IndoStar prohibits bribery and facilitation payments, in all forms. The Company strictly prohibits stakeholders to offer, promise to offer, accept, solicit, abet or authorize to pay bribe, illegal gratification, financial or any other advantage to any public official or entity, public servant, or to or from any private business partner, directly or indirectly to improperly influence their official acts or decisions, or to obtain or retain business for the Company or for any other person or entity, or to secure any improper advantage, or personal gain.

## 5. STANDARDS OF CONDUCT

The following areas are identified as potential risk areas for corruption and include “**Standards of Conduct**” that are intended as principles and guidance to assist in identifying and dealing with situations of potential corruption:

### i. DEALING WITH THIRD PARTIES

IndoStar’s commitments to ethical business practices and anti-corruption extends to its relationships with Third Parties. IndoStar do not tolerate Third Parties promising, offering, giving, or accepting bribes of any kind in connection with our business.

Authorizing, encouraging, or knowingly allowing Third Party to pay or receive bribe or ignoring suspected bribery or corrupt activities by Third Parties intending to benefit IndoStar, is strictly prohibited under this Policy.

IndoStar employees are encouraged to monitor Third Parties to ensure their conduct is consistent with this Policy. Payments to Third Parties must be strictly for legitimate goods or services and reflect fair market values.

Third Parties shall be onboarded in accordance with the due diligence and contracting requirements as defined by IndoStar. Please refer to the company’s [Third-Party Due Diligence Policy](#) for further details.

In case of any doubts, consult with Compliance Officer regarding concerns about any Third Party and to discuss appropriate Third-Party due diligence and contracting requirements.

This Policy requires you to notify Compliance Officer if you learn of any Third Party that engages in corrupt or other improper practices. All payments to Third Parties must be accurately reported in our books and records in accordance with the accounting requirements of the applicable laws .

### ii. GIFTS AND HOSPITALITY

Exchange of reasonable and courtesy business gifts and hospitality as part of business practices are allowed if they are transparent, proportionate, reasonable and of a bona fide nature, unless the action violates this Policy or Anti-Bribery and Corruption Laws. Particular care and caution should be taken in dealing with public or government officials and employees.

Receiving, offering, or providing gifts and hospitality is prohibited whenever they can be perceived to illicitly affect the outcome of a business transaction or potentially expose our business to undue influence.

#### (i) Gifts:

- Gifts on certain occasions including festivals, such as Diwali, etc. are permissible if the gifts are pre-approved and recorded in the gifts register.
- Must be bona fide and only customary business expense in the normal course of business in the form of [edibles](#), promotional gifts or Company’s merchandise.
- Should be moderate (cash and cash equivalents are not allowed) and reasonable.
- Not designed to influence the judgment or encumber the independence of the person receiving the said courtesy.
- Fully documented with clear supporting and in an identifiable manner, by receipts and accurately recorded in the company’s books.

## **(ii) Business hospitality and entertainment**

IndoStar does not prohibit receiving or giving of reasonable business-related hospitality and entertain (including meals and travel arrangement), provided it is legal, reasonable, only for business purpose and customary. Further, the expenditure incurred on hospitality and entertainment must be properly and accurately recorded in the books of accounts with adequate supporting and documentation (for example, business hospitality/entertainment request communication, requisite approvals, names and designation, original receipts of expenditure, etc.)

Please refer to the company's Standard Operating Procedure for Receiving and Distributing Gifts and Hospitality for additional details. If you are in doubt as to whether proposed gifts and hospitality to be given or received are appropriate, please contact the Compliance Officer for assistance.

## **iii. INTERACTION WITH PUBLIC OFFICIALS**

There is increased sensitivity and scrutiny of dealings with public officials because this has traditionally been an area where bribery activity is more likely to occur. IndoStar prohibits offering, paying, promising, or authorizing payment of anything of value to Public Official to influence improperly a business outcome.

IndoStar also prohibits offering, making, or promising to make any facilitation payment.

This Policy requires you to adhere to high ethical standards and to comply with applicable laws in dealings and interactions with Public Officials.

Please refer to the Company's Standard Operating Procedure for Interaction with Public officials for details. In practice, situations can be complex, and this Policy does not cover every circumstance that may be encountered. When in doubt, please contact the Compliance Officer for assistance.

## **iv. HIRING FORMER PUBLIC OFFICIALS OR PERSONS REFERRED BY PUBLIC OFFICIALS REQUIRES ENHANCED SCRUTINY**

Hiring former public officials or applicants related to, or referred by, public officials could be seen as a bribe in certain situations and should be subject to enhanced review to ensure that the related risks are appropriately mitigated. Refer to Standard Operating Procedure on Recruitment & Onboarding Process for procedures related to identification and mitigation of these risks prior to employment and hiring of services. Any queries/ doubts related to hiring of public officials shall be addressed to the Compliance officer.

## **v. CHARITABLE DONATION AND POLITICAL CONTRIBUTION**

As part of its corporate citizenship activities or to comply with statutory requirements of fulfilling corporate social responsibility, as may be applicable, the Company may make charitable donations that are legal and ethical without any ulterior motive of corruption. However, care must be taken that the charitable donations are not used as a scheme to conceal bribery.

If a public official requests donation(s) to a particular charity, pre-approval needs to be obtained before agreeing to or making the donation.

Due diligence must be performed for any proposed charitable or not-for-profit organization in accordance with Third Party Due Diligence Policy. Further, no donation must be offered or made without the approval of the Corporate Social Responsibility Committee of the Board of Directors of the Company.

Charitable donations by the Company should broadly confirm to the following:

- a. there is a genuine business purpose / regulatory requirement for making the charitable donation.
- b. the donation is not made for the purpose of influencing a recipient to misuse their position.

- c. employees should not solicit charitable donations from external parties with which the Company has (or is seeking) business dealings or regulatory approvals.
- d. the making of any donation cannot be expected to result in negative reputational implications for the Company, or be controversial in any way; and

Charitable donations made by individuals on their own behalf are encouraged whether through in-kind services, knowledge, time, or direct financial contributions. These donations should have no relationship to Company business and must comply with applicable laws, rules and regulations.

Also, unless approved, it is prohibited to use the company's name, resources, or business contacts for solicitation of donations.

In case any **Political Contribution** is proposed to be made on behalf of the Company, then, in addition to the abovementioned parameters, such contribution shall also confirm to the provisions of applicable laws, rules and regulations.

#### vi. **MERGER, ACQUISITIONS AND JOINT VENTURES**

When undertaking any merger, acquisition, or joint venture, IndoStar must ensure that the due diligence process carried out will identify if the target company presents any actual or potential risks in relation to the Anti-Bribery and Corruption Laws.

### 6. **RECORD-KEEPING**

IndoStar is committed to preparing and maintaining, detailed and accurate books and records for transactions, including cash and bank accounts, and maintain a system of internal controls and financial accounting with adequate documentation to avoid any non-compliance with this Policy and any other related policies, procedures and applicable laws.

All transactions should be recorded completely, accurately and with sufficient detail so that the purpose and amount of any such payment is clear. False, misleading, or artificial entries should never be made in the books and records of the Company for any reason.

All stakeholders must disclose comprehensive, accurate, and adequate details to clarify the purpose and amount of any transaction, thereby ensuring adherence to proper record-keeping standards and supporting compliance.

### 7. **GUIDANCE AND REPORTING**

The Company expects all its stakeholders to read, understand and comply with this Policy, and requires reporting of any incident of violation of this Policy or the applicable laws.

Not reporting the instances of violations on timely basis potentially exposes the Company to legal action. All employees shall raise the concerns, if any, about the instances or suspicion of bribery or corruption at the earliest possible stage, and may report any such concerns or suspicions with Compliance Officer. Directors should promptly report violations to the Board of Directors.

In addition, IndoStar employees, directors or third parties also may report related concerns, anonymously, as they may prefer, to IndoStar Hotline. The confidentiality of reported violations will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to applicable law. No retribution or retaliation will be taken against any person who has filed a report based on the reasonably good faith belief that a violation of the Policy has occurred or may in the future occur.

Contact information is provided below for our reporting hotline, which is managed by a third-party and allows for anonymous reporting of suspected violations:

Hotline No.: 000 80005 02317

Website: [Indostar.ethicspoint.com](http://Indostar.ethicspoint.com)

Please refer to the company's [Whistleblower Policy](#) for further details.

## **8. DISCIPLINARY ACTION FOR POLICY VIOLATIONS**

All IndoStar employees, directors are individually expected and responsible to do their part to ensure that the Company always complies with the Anti-Bribery and Corruption Laws and safeguard the Company against related risks. Violation of this Policy and/or violation of the Anti-Bribery and Corruption Laws can result in administrative, civil, and criminal proceedings on the Company and could significantly damage the Company's public image, reputation, business relationships and market position.

Failure to comply with this Policy or the Anti-Bribery and Corruption Laws constitutes potential grounds for disciplinary action by the Company up to and including potential immediate termination of employment and, if warranted, legal proceedings.

## **9. REVIEW AND ACCESSIBILITY OF POLICY**

This Policy shall be reviewed as and when considered necessary by the Board, at least annually.

The Policy is accessible on IndoStar's website. And related policies and procedures are accessible at internal Company HRMS portal.

## **10. KEY CONTACTS**

All queries related to interpretation or implementation of this Policy or anti-bribery and corruption laws shall be addressed to the Compliance Officer at [jhf.legal@indostarcapital.com](mailto:jhf.legal@indostarcapital.com).