

ARSHIYA LIMITED
CIN: L93000MH1981PLC024747

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. Introduction:

Arshiya Limited (Arshiya) is committed to the setting up, utmost standards for transparency and accountability in all its affairs. Arshiya strives in attaining its mission through compliance of high legal and ethical standards. Arshiya does not tolerate any form of bribery, embezzlements or corruption, and will uphold all laws countering bribery, fraud and corruption in all forms.

This document sets out Arshiya Group's policy ("Policy") prohibiting bribery, corruption and other improper payments in the conduct of business operations and lists out key responsibilities of Arshiya Personnel and Business Partners for ensuring implementation of the Policy. The objective of this Policy is to ensure that appropriate anti-corruption and bribery procedures are in place across Arshiya Group operations to avoid any violations of applicable laws and regulations.

2. Definitions:

"Anti-Bribery Laws" and "Anti-Corruption Laws" in respect of a Arshiya Group entity means all applicable anti-bribery and anticorruption laws / statutes / regulations / guidelines / codes stipulated by relevant governmental authorities in India.

A **"Bribe"** is an inducement, payment, reward or advantage offered, promised or provided or authorized to be provided, directly or indirectly, to any person or entity to gain any commercial, contractual, regulatory or personal advantage. A bribe may be anything of value and not just money -- gifts, inside information, sexual or other favors, business contracts, corporate hospitality or entertainment, offering employment, payment or reimbursement of travel expenses, donation or social contribution, abuse of function -- and can pass directly or through a Third Party.

"Business Partner" or "Third Party(ies)" means any individual who or organization which, transacts with or enters into any arrangement with Arshiya Group and includes customers, suppliers, landlords / lessors, service contractors, intermediaries, business contacts, consultants, representatives, subcontractors, agents, advisers, business development agents, shipping agents and freight forwarders, customs agents, sales agents, joint venture partners, co-investors, licensees, travel agents, finders, "i expeditors

and “formalities agents”, real estate agents, brokers, lawyers, accountants, tax advisors and political advisors, liaisoning personnel and public bodies.

“**Corruption**” includes wrongdoing on the part of an authority or those in a position to exercise power of doing or not doing an act through means that are illegitimate, immoral, inappropriate or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery.

“**Employee**” means any employee or director of Arshiya Group.

“**Gifts**” means anything of value offered to or received by an individual or members of their family. Gifts include cash and non-cash items, some examples of which are: artwork, watches, jewelry, equipment, preferential discounts, loans, favourable terms on a product or service, business or employment opportunities, services, prizes, donations to charities, transportation, use of another company’s vehicles, use of vacation facilities, stocks or other securities, participation in stock offerings, home improvements and tickets and gift certificates.

The term “**Government Official**” or “**Public Official**” includes * any minister, elected or appointed official, director, officer or employee (regardless of rank), any person in the service or pay of the government or remunerated by the government by fees or commission for performing any public duty, or person acting on behalf of any government (whether at a national, state/provincial or local level) or any department, agency or instrumentality thereof, and/or of any state-owned or state-controlled enterprise, and/or of any public international organization, or an entity that is financed in large measure through public appropriations, is widely perceived to be performing a government function, or has its key officers and directors appointed by a government;

- any judge, or any person who undertakes any adjudicatory functions;
- any person who prepares electoral rolls;
- any person associated with a university, educational institute or scientific organization that receives substantial financial assistance from the government or any other public authority;
- political party officials and candidates for public office, or any person acting on their behalf;
- any person acting in any official, administrative, legislative or judicial capacity for or on behalf of any such government or department, agency, instrumentality, company, or public international organization. For example, any officer or employee of a national oil company, national airline, national railway or national shipping company is deemed to be a “government official”, as are members of customs, military or police organizations.

3. Purpose:

The purpose of this policy is to set out the responsibilities of Arshiya and those individuals acting on its behalf in observing and upholding Arshiya's position on bribery and corruption. Every individual or group of individuals, associated to Arshiya in any form, whether the staff members, the ad-hoc staff engaged in various business activities of the organization, the consultants, the vendors, the contractors, the interns, the partner organisations and any other party with a financial relationship with Arshiya are expected to share this commitment. The basic objective of this statement is setting out the policy of Arshiya towards the prevention and identification of bribery and corruption and the certain procedures to be followed, if at all, any fraud is found or having an idea / impression of it's existence.

4. **Scope:**

This policy applies to the Staffs, ad-hoc staffs, Advisers, Consultants, Suppliers, Partners, vendors and Individuals acting on behalf of the Arshiya, irrespective of their location. Governing Body (GB) has been excluded from the scope, considering the fact that GB is not directly involved in any of Arshiya's day-to-day business and/or routine functions. The Governing Body has vested powers and responsibilities to various functionaries and constituted committees to execute routine functions of the organization.

5. **Statement:**

1. Arshiya will not engage in bribery or any form of unethical inducement or payment including facilitation payments and "kickbacks." All the Staff, Ad-hoc staff, Advisers, Consultants, Suppliers, Partners, Vendors and Individuals acting on behalf of the Arshiya are required to avoid any activities that might lead to, or suggest, a conflict of interest with the activities of Arshiya.

2. Arshiya expects its suppliers and partners to act with integrity and without thought or actions involving bribery and/or corruption and will, where appropriate, include clauses to this effect in relevant contracts.

6. Prohibited Activities:

1. It is prohibited, directly or indirectly, for any staff or individual acting on behalf of Arshiya to offer, give, request or accept any bribe (i.e. gifts with mala-fide intentions, loan, payment, reward or advantage, either in cash or any other form of inducement), to or from any person or company in order to gain commercial, contractual or regulatory advantage for Arshiya, or in order to gain any personal advantage for an individual or anyone connected with the individual in a way that is unethical.
2. This policy requires employees and individuals acting on behalf of Arshiya:
 1. Not to offer, promise or make any bribe or unauthorised payment or inducement of any kind to anyone;
 2. Not to solicit business by offering, promising or making any bribe or unofficial payment to suppliers;
 3. Not to request or accept any kind of bribe or unusual payment or inducement that would not be authorised by Arshiya in the ordinary course of business;
 4. To refuse any bribe or unusual payment and to do so in a manner that is not open to misunderstanding or giving rise to false expectation; and to report any such offers;
 5. Not to make facilitation payments. These are payments used by businesses or individuals to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment has a legal or other entitlement. Arshiya will not tolerate or condone such payments being made;
 6. To report any breaches of this policy's principles or standards or of any associated

7. Criminal Offence (as defined in IPC)

1. It is a criminal offence to:
 1. Offer a bribe;
 2. Accept a bribe;
 3. Fail to prevent a bribe (only applies to commercial organisations)
2. Staffs, ad-hoc staff, advisers, consultants, suppliers, partners and any individuals acting on behalf of Arshiya should be made aware that if they are found guilty by a court of committing bribery, embezzlement or fraudulence an individual could face prosecution as per the norms of IPC (Indian Penal Code).

8. Gifts and hospitality:

Arshiya realises that giving and receiving of gifts and hospitality without any mala-fide intentions, or in other words, where nothing is expected in return helps form positive relationships with third parties where it is proportionate and properly recorded. This does not constitute bribery and consequently such actions are not considered a breach of this policy.

9. Raising a Concern

1. If an employee or an individual acting on behalf of Arshiya is offered a bribe, or a bribe is solicited from them, they should not agree to it unless their immediate safety is in jeopardy. Should this be the case, the employee or individual should at first instance contact the Unit/Centre In-Charge as soon as they are able to do so. The employee or individual may be required to give a written account of the events to assist with any investigation. If any Unit/Centre In-Charge is involved in such an act, the individual may contact Executive Officer for reporting the case and likewise if the concerned Executive Officer is involved in such an act, the individual may directly contact the Director of Arshiya for reporting such case.

2. Employees or individuals acting on behalf of Arshiya are encouraged to raise concerns about any instance of bribery or corruption at the earliest possible stage. The employee or individual raising a concern can do so in confidence and without fear of reprisals. All reports raised are taken seriously and, where appropriate, investigated. No employee or individual will be discriminated against in any way as a result of reporting a concern in good faith.
3. If any instance of bribery or corruption is identified; Arshiya management will take the remedial steps immediately. Arshiya has its own system of investigating its staff member for violation of service conduct including financial irregularities, corruption, fraud or embezzlement. If the charges are proved the delinquent may be awarded penalties depending on the gravity of misconduct.

These rules are based on the following principles: -

1. The right of Arshiya to take appropriate disciplinary steps against any delinquent staff member, who acts in a manner conflicting with the code of conduct and prescribed rules / regulations.
2. At the same time the rules also recognize the right of delinquent staff member to a fair hearing and applicable and just disciplinary action.
3. The emphasis of disciplinary action is on prevention, justice and rehabilitation.

10. Review of this Policy:

In the interests of maintaining best practice, the contents of this Anti-Fraud Policy will be reviewed by the Audit and Executive Council every three years.

11. Reporting and Investigation:

1. An individual can report at three levels, as indicated below:

1. Vice President-Operations / Vice President -HR at primary level.
 2. Director at secondary level, in case if the concerned Vice President-Operations or Vice President -HR is/are involved in such an act.
2. Investigation:
1. Director will form a committee to investigate.
 2. Committee will submit report to Director within stipulated or extended period.
 3. Chairman and Managing Director will have the discretion to form / terminate any committee.
