



Anti-Bribery & Anti-Corruption Policy

Policy Ownership & Management			
Issuer		Owner	Approver
Company Secretary		Company Secretary	Director

Version	Issued Date	Effective From Date	Brief description of Change / Review
1.	01-04-2026	01-04-2026	First release



1. Purpose

Suraj Estate Developers Limited ('SEDL' or 'Organization') has a zero-tolerance policy towards bribery and corruption in all forms. This policy provides clear guidelines on handling bribery and corruption issues and requires all employees to act with professionalism, fairness, and integrity in all business transactions.

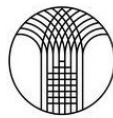
The goal of this policy is to establish and communicate a uniform standard for anti-bribery and anti-corruption compliance across the Organization. In cases where more stringent local laws, regulations, or industry codes apply, they will take precedence over this policy.

2. Scope

All employees/consultants of SEDL and of its subsidiaries (collectively, the 'Organization')

3. Key Definitions

- a. **'Books and Records'** means and includes accounts, invoices, correspondence, papers, CDs, tapes, memoranda and any other document or transcribed information of any kind.
- b. **'Bribery'** means offering, giving, soliciting, accepting or promising (or authorizing someone to offer, give, or promise) an improper benefit, directly or indirectly, with the intention of influencing or rewarding the behavior of any person, group, or organization, public or private, to obtain or retain a commercial advantage.
- c. **'Corruption'** refers to the abuse of entrusted power for personal gain.
- d. **'Employees'** refers to full time employees, part time employees, contract employees, officers, senior and key management personnel, and directors of the Organization.
- e. **'Entertainment'** includes attendance at plays, concerts, and sports events.
- f. **'Gifts'** are benefits of any kind given to someone as a sign of appreciation or friendship without expectation of receiving anything in return.
- g. **'Grants and Donations'** are benefits given by the Organization in the form of money and/ or in-kind contributions.
- h. **'Hospitality'** includes refreshments, meals, and accommodation.
- i. **'Political Contributions'** are monetary or non-monetary (e.g., resources, facilities) contributions to support political parties, politicians, or political initiatives.
- j. **'Public Official'** means any person:
 - Holding a legislative, administrative, or judicial office, including any person employed by or acting on behalf of a Government Authority



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- Holding office of a political party; or a candidate for political office.
- Medical and scientific personnel including health care professionals, who work at hospitals, universities or a similar facility which is fully/ partially owned by a government.
- Any elected or appointed officers or employees of public international organizations, such as the United Nations.
- Any other person who is a public official according to applicable laws, regulations, and industry codes.

k. **‘Third Party’** means any natural person or legal entity with whom the Organization interacts for business purposes including exchange of good and services or due to the nature of its business. This includes but not limited to vendors, auditors, consultants, service providers, and other similar groups.

4. Policy Statement

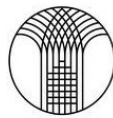
The Organization is committed to conducting business with integrity, adhering to all applicable laws, regulations, and ethical standards in its areas of operations. The Organisation actively upholds its core values and take measures to protect its reputation by avoiding actions or relationships that could lead to legal, ethical, or reputational risks.

The Organization’s objective is to establish clear and robust guidelines that prevent any form of bribery, corruption, or unethical conduct in connection with the Organization, ensuring transparency and accountability in all its operations.

a. Corruption

The Organization has zero tolerance towards all forms of Corruption whether involving, but not limited to, Public Official or a Third Party, whether directly or indirectly. Corruption includes, but is not limited to:

- **Bribery (incl. Kickbacks)** –Do not, directly or through a Third Party, promise, offer, make, authorize, solicit, or accept any financial or other advantage, to or from anyone to obtain or retain business or secure an improper advantage in the conduct of business.
- All facilitation payments are prohibited as they are bribes – Facilitation payments are unofficial, improper, small transfers of value offered or made to secure or expedite a routine or necessary action to which we are legally entitled.
- **Financial or other advantage** – Covers anything of value, including cash, gifts, services, kickbacks, job offers, loans, travel expenses, entertainment, or hospitality. Personal funds cannot be used to circumvent this policy.
- **Money laundering** – Do not conduct transactions that involve a benefit, property or proceeds



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resulting from crime including bribery, fraud, and tax avoidance. Conducting those transactions may result in a breach of anti-money laundering laws and may require external reporting.

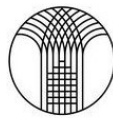
b. Political Contributions

- Save and except as described/ mentioned under the Code of Conduct, Employees and Third Parties (acting on behalf of the Organization) should not make any political contributions with the intention of Bribery.
- Grants and Donations or political contributions may only be given in compliance with local laws, regulations and industry codes and if the Organization does not receive (and is not perceived to receive) any tangible, direct or immediate consideration in exchange or return. At the same time, Grants and Donations must never reward (or be perceived to reward) any tangible consideration.
- All Political Contributions by the Organization shall be lawful. Political Contributions which by their scale or affiliation, might be seen as excessive, inappropriate, or could be misconstrued as Bribery are prohibited. In exceptional cases, as allowed by local laws and regulations, contributions of such scale can only be made after proper authorization from the designated authority.
- Political Contributions shall be made subject to prior approval of the Board. Prior approval of the Board must be sought by way of resolution passes in the Board meeting.
- All Political Contributions, Grants and Donations made on behalf of the Organization shall be recorded transparently and accurately in Books and Records in accordance with the standard accounting practices.

c. Charitable Contributions and Donations

The Organization believes in giving back to the community through legal and ethical charitable donations. However, the Organization also recognizes the importance of maintaining transparency and accountability in its charitable giving. To ensure that the Organization's donations are aligned with its values and policies, it requires all Employees and Third Parties acting on its behalf to follow standard protocols, codes, and applicable restrictions.

- The Organization may make charitable donations that are legal and ethical under local laws and practices. Employees and Third Parties (acting on behalf of the Organization) shall make donations/ charitable contributions in their official capacity, only those which are approved by the Board and shall ensure that any Charitable contribution and/ or donation is not considered as Bribery, either directly or indirectly.



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- Employees and Third Parties (acting on behalf of The Organization) shall ensure that Charitable contribution and/or donation is in accordance with Code of Conduct and Ethics Policy, other relevant policies of the Organization and applicable laws and regulations.
- A detailed and accurate description of all Charitable Contributions and/or donations shall be reflected in the Organization's Books and Records.

d. Gifts, Hospitality, and Entertainment

- The Organization prohibits employees and third parties acting on its behalf from offering, soliciting, or accepting gifts, hospitality, or entertainment intended to improperly influence business decisions or gain undue advantage.
- Modest, infrequent, and reasonable courtesy gifts (up to INR 5,000) may be exchanged, provided they are given or received without expectation of influence on business decisions and in accordance with local laws and Organization's policy.
- In rare circumstances where refusing a gift may cause serious offense, or returning it is impractical, required approvals must be sought and recorded.
- Any received gift should be donated to charity where appropriate.
- All employees must ensure that accepting any gift does not affect Organization's impartiality or decision-making.

e. Indirect Payments

- The Organization prohibits the use of third parties, such as agents, distributors, or consultants, to channel bribes disguised as legitimate service payments for the benefit of the Organization.
- All agreements, contracts, purchase orders, or service orders with third parties must include a clause requiring compliance with applicable laws and relevant SEDL policies.
- Compensation or remuneration paid to third parties should be fair, reasonable, and justifiable, reflecting the legitimate services provided.
- The scope and details of the services rendered by third parties must be clearly outlined in the contract.

5. Books, Records, and Internal Controls

- a. The Organization shall maintain accurate, transparent, and detailed books and records that fairly and accurately reflect all financial transactions and dispositions of Organization's assets.
- b. False or misleading entries, slush funds, and off-the-books accounts are prohibited.
- c. The Organization shall implement and maintain effective internal accounting controls to ensure that all transactions are properly recorded, and organizational assets are adequately safeguarded.

6. Raising a Concern



Employees and third parties acting on behalf of the Organization are required to promptly report, in good faith and without fear of retaliation, any suspected or actual violations of this policy or any actions that could harm the interests of the Organization or its Employees. The Organization prohibits any form of retaliation against Employees or third parties for raising concerns or participating in investigations related to suspected misconduct.

7. Implementation

- a. All Employees must uphold these standards in the conduct of Organization business and the Organization must handle, in a manner consistent with these standards and related policies, all actual and apparent conflicts of interest between personal and professional relationships and all other matters governed by this policy and such related policies. If a decision about a particular action is not covered specifically by this policy or related policies, Employees are required to seek guidance from their supervisor or appropriate internal resources, such as the Legal and HRD.
- b. Senior management should function as the role models for these standards by visibly demonstrating support and by regularly encouraging adherence by managers. Managers should ensure all their Employees receive guidance, training and communication on ethical behavior and legal compliance relevant to their duties in the Organization.

8. Disciplinary Action

Failure to comply with the terms of this policy will not be tolerated and may result in disciplinary action, including, but not limited to, termination of employment or contractual agreement for cause.

9. Frequency of Review of Policy

The policy shall be reviewed on an annual basis (or any frequency as it may deem fit) to maintain the efficacy of the engagement with the Organization's internal and external stakeholders.

Mukesh Gupta

Company Secretary and Compliance Officer
Suraj Estate Developers Limited