



Anti-Bribery and Anti-Corruption Policy (“ABAC Policy”)

JUNE 2023

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Approved by	Mr. Subhash Chandra Acharya, Managing Director & CEO
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Review Date	30 th June 2024

Anti-Bribery and Anti-Corruption Policy (“ABAC Policy”) was approved by the Board of Directors at the Board Meeting held on 27th June 2023.

1. Purpose

This policy shall be applicable and binding on all employees, or any other person associated with Seeds Fincap Private Limited (hereinafter referred as "Seeds" or "Company" and for the purposes of this document includes all employees of the Company) and such other persons, including those acting on behalf of our Company, including directors, who in turn shall ensure that financial consultants, vendors, consultants, advisors, suppliers, contractors or other third parties engaged with Seeds are aware of and adhere to these standards, across all locations. This policy should be read in conjunction with our Code of Conduct.

The purpose of the policy is to safeguard and promote legitimate business throughout the organisation and to prevent and prohibit corruption, bribery and similar acts in connection with the organisation.

Seeds will communicate the policy and practical procedures and its approach for the implementation of the policy to its employees and will publish this policy on its corporate website. Every employee is bound to comply with anti-bribery policy, as part of the Code of Conduct.

2. Anti-Bribery & Corruption

Under no circumstances, any employee may offer, promise or grant anything of value to

- Government Official
- Any person, or members of their family
- A third party
- Charitable organization suggested by such a recipient.
- prospective customers in the form of rebate or any other inducement.
- Or any other entity and/or individual, directly or indirectly related and having a conflict of interest with the employee.

For influencing the recipient to take or refrain from taking any official action, or to induce the recipient to conduct business with Seeds.

3. Accepting Gifts and Entertainment

In general, employees may not accept gifts or the conveyance of anything of value (including entertainment) from current or prospective clients of and its financial consultants or agents, partners, vendors, any other entity, any other entity or individual, directly or indirectly related and having a conflict of interest with the employee.

Employees may never accept a gift under circumstances in which it could even appear to others that the business judgment may be compromised. Similarly, employees may not accept or allow a close family member to accept gifts, services, loans or preferential treatment from clients, agents or others in exchange for a past, current or future business relationship with Seeds.

Cash gifts or their equivalent (e.g., gift cards or vouchers) may not be accepted under any circumstances. Non-cash gifts may be accepted when permitted under applicable law if they are:

- nominal in value (e.g. diaries, planners and similar stationery, inexpensive food items or any other items up to a maximum of approx. INR 2500. In case, the value of the gift exceed INR 2500, the concerned employee should politely return the gift, whereas refusal look indecent, in such case the gift be reported to Manager & HR department & such gift is to be deposited with the Company.

- appropriate, customary and reasonable meals and entertainment at which the giver is present, such as an occasional business meal or sporting event; or
- appropriate, customary and reasonable gifts based on family or personal relationships, and clearly not meant to influence Seed's business. If employees have any questions about the appropriateness of accepting a gift, invitation, raffle or other prize, employee should disclose and discuss the matter with their manager prior to participation or acceptance.

4. Giving Gifts and Providing Entertainment

In certain circumstances, giving gifts and providing entertainment may be seen as a conflict of interest by others, or in extreme cases, bribery. Appropriate gifts and entertainment may be offered to clients, by a person authorized to do so, provided that:

- Such gifts are not intended to induce the recipient to confer any business advantage in return.
- Such gifts do not exceed INR 5000/- in value (or its equivalent foreign currency)
- No Cash or cash equivalent like Jewelry etc., are paid.
- The employee presenting such gift does so on behalf of the Company.

Any gift given of the value up to INR 5000 would need approval from the Functional Head. Presenting any gifts in excess of INR 5000 requires the prior written approval from Managing Director.

5. Responsibility

As a part of engagement with Seeds and as an ethical responsibility, all the stakeholders such as Board of Directors, senior management, managers and all other employees shall be responsible for the enforcement of and compliance with this policy on business conduct to ensure awareness and compliance.

Employees need to be alert about possible violations of this policy and report them to the HR/ Legal/ Audit department or the Managing Director of Seeds, Business Head or the Head of Department. Employee must cooperate in any internal or external investigations of possible violations. If one is asked to make a payment on the Company's behalf, one should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. One should always ask for a receipt, which details the reason of the payment. If one has any suspicions, concerns or queries regarding a payment, one should raise these with the HR/ Legal/ Risk department /Compliance Officer, wherever possible, prior to taking any action.

6. Breach

Violation of any of the orders, laws, rules and regulations under this policy may subject the employee to criminal or civil liability, including potential prosecution, fines and other penalties for improper conduct, as well as imprisonment or may result in corrective/ disciplinary action by Seeds, including termination from the employment.

Red Flags

Following is a list of "red flags" that may indicate the possible existence of corrupt practices and should be kept in mind by those subject to this Policy:

- Use of an agent with a poor reputation or with links to the government
- Unusually large commission payments or commission payments where the agent does not appear to have provided significant service
- Cash payments, or payments made without a paper trail or without compliance with normal internal controls

- Payments to be made through third party countries or to offshore accounts
- Private meetings requested by public contractors or companies hoping to tender for contracts
- Unexplained preferences for certain sub-contractors
- Invoices rendered or paid in excess of contractual amounts
- This list is not exhaustive and one should be alert to other indicators that may raise a suspicion of corrupt activity

7. Review

This policy shall be periodically reviewed and updated by the Human Resources and Compliance team, if there are significant changes in the applicable regulations. This policy draws from the Code of Conduct and Whistleblower Policy of the company. Excerpts from the policy are part of the Company's Code of Conduct, which are e-accepted by all the new joiners, thus mandating employees to comply with the policy.

In case of any discrepancies found in the policy, the relevant portions of the Code of Conduct and the Whistleblower policy should be the standard. Awareness on this policy will form part of the induction process where if required, employees will receive relevant inputs on how to implement and adhere to this Policy.

Any exceptions and future modifications to this policy would be subject to approval by the Chairperson of the Audit Committee.

8. Compliance Officer

The compliance of this Policy shall be with the Audit committee and the chairperson of the committee shall be the compliance officer.

The Audit committee shall raise all reports, complaints, doubts or concerns in relation to this policy. Every query or concern raised by any person/s mentioned above in relation to any suspected violation of this policy shall be investigated as per process.

The Audit Committee has the right to close the case on non-receipt of the evidence or required information.

Any representation concerning lowering of action taken for a bribery/corruption case shall be made through the respective executive committee member. Final opinion on the commission of any breach under the policy shall be taken by the Audit committee / MD & CEO.

9. Bribery/Corruption complaint against any Key Management Personnel and / or member of the Executive Committee, including MD & CEO

In continuation with clause 7 above, in case a complaint is received against any key management personnel and / or member of the executive committee, the Audit Committee would forward the email to the chairperson of the audit committee within 2 days of the receipt of the complaint.

Based on the gravity of the case, the Managing Director & Chief Executive Officer may decide to advise the Audit committee on the future course of investigation, as mentioned below:

- In case the complaint is of a *serious nature, as interpreted by the Audit committee chairperson:

1. The chairperson will be required to keep the Board informed about the same.
2. The Chairperson may, in consultation with the Board, decide to appoint a third-party investigator and/or a law firm and/or expert, to investigate the case. The lead investigator in such cases will be appointed by the Compliance Officer, as felt appropriate.
3. Matters if any, related to management of the external stakeholders including the media, regulator etc. would be decided by the chairperson of the Audit committee, in consultation with the chairperson of the Board.

The MD & CEO's suggestion regarding the investigation may be sought by the chairperson of the Audit committee, in cases where the complaint is not against the MD & CEO.

*Note: A complaint of a serious nature would mean any complaint that may involve serious questions related to the governance standards adopted by the organization and/or matters that may pose significant operational/financial/reputation risk or loss to organization or reputation risk to 'Seeds' brand and/or as interpreted by the Audit committee chairperson.

- In all other cases, Audit Committee to carry out the investigation as per the usual defined process. In such cases, the lead investigator will be appointed by the Audit committee chairperson, as deemed fit.

The MD & CEO's suggestion regarding the investigation may be sought by the Chairman of the Audit committee, in cases where the complaint is not against the MD & CEO.

10. Channel for complaint

Complaint can be made by any employee, or any other person associated with our Company and such other persons, including those acting on behalf of our Company and includes directors, financial consultants, corporate agents, brokers, distributors, vendors, consultants, advisors, suppliers, contractors or other third parties.

The complainant may send a communication through email or directly in writing through a letter to,

The Compliance Officer
Seeds Fincap private Limited
509,5th Floor, World Trade Centre,
Babar Road, New Delhi-110001

Or

the Board of Directors

Or

Email at grievance@seedsfincap.com

References

[1] Code of Conduct (available on official website)

[2] Whistle Blower Policy (available on official website)