



Anti-Bribery & Anti-Corruption Policy

www.steadfastconsultants.in



Anti-Bribery and Anti-Corruption Policy

Purpose

Governance, roles, and responsibilities

Applicability

Requirements and Procedures

- Prohibition of Bribe
- Government Officials (GO) and Potentially Influencing Government Officials (PIGO)
- Dealing with cross-border transactions
- Extortion
- Gift & Hospitality Policy
- Charitable Donations
- Third- Parties and Business Partners
- Books, Records, Accounting Practices, and Internal Controls
- Whistleblowing and Protection
- Training and Awareness

Conflict of Interest

Exceptions

Glossary

References

Annexure- Potential “Red Flags” or High-Risk Scenarios

Purpose

Steadfast Business Consulting LLP ('Steadfast' or 'Company') is resolute in strengthening its ethical standards and conducting its business free from extortion or bribery. In addition to grass roots initiatives, the company undertakes myriad of measures to equip its employees to confront and withstand the situations of corruption that are likely to emerge in the course of business dealings.

The company has instituted this policy to ensure relentless focus on compliance with all applicable laws and regulations viz. The Indian Penal Code and the Prevention of Corruption Act and those with extra-jurisdictional application viz. U.S. Foreign Corrupt Practices Act and UK Bribery Act. This policy sets out what needs to be done to help prevent bribery and corruption.

Governance Roles and Responsibility

It shall be the responsibility of Chief Compliance Officer (COO) to ensure recurrent reviews and updation of this policy. This should reflect changes instituted in applicable laws and /or latest notifications released by the regulators. Any variations and updation made in the Policy shall be documented for reference in future.

It shall be COO's responsibility to regularly monitor the effectiveness and oversee the implementation of the precepts established in this Policy whereas employees shall be responsible for the successful implementation of the principles set forth in this policy.

Applicability

The precepts laid in this policy shall have a bearing on all employees, officers, directors, third parties, intermediaries and business partners of Steadfast. It is expected from employees, officers, and third parties to steer clear of any engagement in any form of bribery or corruption. Non-compliance with procedures laid in this policy will be treated sternly and may result in disciplinary action. Any violation of this policy may have repercussions such as potential prosecution or imposition of fines and penalties, termination of the offender

Requirement & Procedures

Prohibition of Bribe

Under all circumstances, all forms of bribery such as promising/offering a sum or anything of value or authorizing payments of any kind to a Government Official or any other person with the intent of obtaining undue advantage or predisposing the recipient's behavior is strictly prohibited.

Further, Steadfast strictly prohibits soliciting or accepting facilitation payments or kickbacks of any kind. No person shall directly or indirectly request or accept any money or valuable items intended to manipulate his/her conduct.

If any employee or colleague is asked to pay any sum on behalf of Steadfast, he/she should always be heedful of what the payment is for and whether the sum requested is commensurate with the goods or services provided. In case a payment is made, a receipt must always be obtained detailing the reasons for the payment.

Any red flags or potential red flags, suspicions, concerns or queries regarding a payment must be raised to the COO promptly without hesitation.

Dealing with cross-border transactions

All cross-border transactions must be compliant with all the local laws of respective countries.

The nature of transaction must be necessarily permitted in the initiating person's country and in the country where the transaction is probable to take place.

Any concerns or queries regarding cross-border shall be consulted with the COO.

Extortion

Steadfast's personnel will not be in breach of this policy if any payment is made for reasons of personal safety and security. Therefore, as an exception, when a payment is extorted by an imminent threat to the safety of a person, the demanded payment may be made. If possible, payment should be

made after consultation with COO. However, if correspondence with the COO is not possible, as and when the situation resolves, the payment must be reported to the COO, detailing information on the circumstances and amount of the payment.

All payments in this regard must be accurately reflected in Steadfast's books and records.

Gifts & Hospitality Policy

Giving and accepting of gifts is inevitable during the course of business dealings. It builds and nurtures business relationships. However, even a well-intentioned gift might add up to a bribe if it compromises judgment of or obligates the recipient in some way or the other. Therefore, as a general rule, gifts should not be offered to, or accepted from Government representatives or politicians or any other persons for purposes other than legitimate business purposes. To assess legitimacy of a purpose, it is essential that the concerned person uses good judgment, discretion, and moderation. The presence of one or more of the following features shall render the giving or receipt of a gift as "permissible"-

- It is consistent with local customs and practices.
- It is not given or received in return for a favor or to refrain from doing something.
- It complies with all applicable Anti-bribery and Anti-corruption laws.
- It is given in the right context, at an appropriate time and is not of a very substantial value.

Further, circumstances that involve a 'quid pro quo' (offered for something in return) or gifts in the form of cash or cash equivalent vouchers shall never be permissible. Essentially, professional judgment must be exercised by all persons in identifying and avoiding inappropriate, frequent or material to preserve integrity and independence.

Hospitality or entertainment shall be accepted only if it qualifies certain criteria. It should necessarily be proportionate in the context of the business relationship and not immoderate or extravagant. The incidence of hospitality or entertainment invitations from a third party should not be inordinate (for e.g., more than twice or thrice in a financial year).

Hospitality offers (whether given or received) must be with prior approval (via email) of reporting managers. Reporting managers must ensure that their approvals are in compliance with this policy. However, hospitality limited to meals or drinks may be offered without prior approval if it is reasonable and justifiable and not made for influencing a third party for securing any unjustified business advantages or rewarding the provision or retention of business or a business advantage.

It is pertinent to note that interpretation of what constitutes “acceptable” gifting and hospitality might vary from place to place. In cross- border interactions, if involved countries have specific limits of monetary value prescribed under local laws, involved persons must, first and foremost, seek approval from the business finance head and the COO.

Charitable Donations

Steadfast supports the making of contributions to the communities in which it does business and permits reasonable donations to charities and sponsorships. However, reasonable steps must be taken to verify that any such contribution does not constitute an illegal payment to a government body or official or any individual in violation of this policy.

It may be permissible to make donations directly to a government agency (rather than to an individual government official) as part of a charitable effort or to promote goodwill through actions such as providing free products for a governments sponsored celebration.

All donations must adhere strictly to the requirements set out in this policy and should not be used as a means to improperly influence business decisions. It is recommended that all donations or contributions are adequately documented and supported with a receipt.

Third Parties and Business Partners

Steadfast can be held responsible for the acts of Business Partners and third parties, particularly where a third-party intermediary performs services or otherwise conducts dealings, discussions or negotiations with public or

private organizations for or on behalf of Steadfast. Hence, all third parties conducting business with, for or on behalf of Steadfast are required to act with the highest level of business, professional and legal integrity.

Steadfast may also be held responsible for failure to take sufficient steps for preventing third parties from participating in bribery or related conduct. Therefore, no Business Partner, acting on behalf of Steadfast may engage in any act that could be perceived as bribery or corruption.

Third parties must never be asked to engage in or condone any conduct that employees are prohibited from engaging in themselves under this policy. Further, an employee must never turn a blind eye to suspected violations of this policy by third parties or disregard otherwise suspect circumstances.

It is strictly prescribed that Steadfast abstains from entering into any relationship with a third-party intermediary who will have substantive interaction with government officials on behalf of Steadfast, without first inquiring into the third party's background, qualifications and reputation.

As a safeguard from liability for improper payments made by a third party, business partners, including agents and consultants must be chosen carefully. Any employee seeking to establish a business relationship between Steadfast and a third party must, prior to engaging with the third party, carefully review and follow due diligence process.

Any engagement or suspected engagement of a Business Partner or a third party in bribery or corruption should be brought to the notice of the COO by following the procedure set out in the "Whistle-Blower Clause."

Books, Records, Accounting Practices and Internal Controls

Transparency and completeness in our records help demonstrate our compliance with this policy and with applicable laws and regulations. False, misleading or inaccurate records of any kind could potentially damage the reputation of Steadfast. As a safeguard, no payment by or on behalf of Steadfast shall be approved or made if any part of the payment is to be

used for an unlawful or improper purpose, or for any purpose other than that described by valid documents supporting the payment.

In order to prevent the possibility of bribes and kickbacks being paid or accepted, all business and financial records of Steadfast must fairly and accurately reflect each transaction undertaken.

Steadfast maintains internal controls to prevent and detect potential violations of policies or of applicable laws. Steadfast has appropriate controls to ensure that diligence is conducted, transactions are properly approved and adequate supporting documentation is received to support expenses, regardless of value. These must be promptly entered into company records before they are reimbursed. Secret, unrecorded or unreported transactions are sternly prohibited. The aforementioned requirements also apply to every expense regulated by this policy, such as payments, gifts, donations, charitable contributions, sponsorships, entertainment, travel, meals, or other items of value.

Under all circumstances, utmost care must be taken to preclude falsification of books of accounts. If any associate, employee, officers or directors realizes that he/she has erroneously failed to provide complete information about a transaction or expense or provided inaccurate information, he/she must promptly inform it to his/her Supervisor.

If any person is cognizant of inaccuracy of books of records that does not accurately reflect a transaction or expense, it must be reported to the senior authorities immediately.

All records and documents of Steadfast, including, any diligence files and contracting documents, must be maintained and stored diligently.

Whistle blowing and Protection

It is imperative that matters of genuine concern are raised internally without fear of disciplinary action being at the earliest stage. All persons concerned about incidences of bribery, corruption, tax evasion, malpractice, improper action, or misdemeanor of any colleague or other stakeholders are strongly

encouraged to report the matter through the appropriate channels i.e., through line managers or senior managers.

Any persons who refuses to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are innately worried about possible adverse ramifications. Steadfast ensures that no employee shall suffer demotion, penalty or other adverse consequences for refusing to pay or accept a bribe even if such a refusal may result in losing business. If any person believes that he or she has suffered any detrimental treatment, it must be brought to the notice of senior authorities.

Any concerns regarding acts constituting bribery or corruption should be raised with the COO.

Training and awareness

An ongoing awareness programme to all employees is a key enabler to convey awareness of this Policy, relevant legislations, their obligations & expectations as well as an effective preventive control. Accordingly, Steadfast ensures appropriate training to all employees periodically.

Conflict of Interest

The Firm understands that it is imperative to take appropriate steps to minimize and/or mitigate any consequences that may arise as a result of a conflict of interest, specially while providing services to our clients. Therefore, the Firm implements comprehensive framework for preventing, declaring, and thereby preventing any conflict of interest. Before taking any assignment/ project, the Firm first accesses whether the said services to be provided under the engagement is free from all Actual, Potential, and Perceived Conflicts of Interest. In case there is any conflict-of-interest wrt the engagement, the firm will put separate engagement teams on the project, to mitigate and avoid such conflicts. In any case the confidentiality of all the engagements and Clients are thoroughly met and kept.

Exception




All deviations or inconsistencies with this policy must be necessarily approved by the COO.

Glossary

Facilitation payments	<p>Facilitation payments ('facilitating', 'speed' 'back-hander' or 'grease' payments) are any payments, usually small cash payments made to low-level officials, as a bribe to secure or expedite the performance of a routine or necessary action or level of service. Activities that constitute "routine governmental actions" are for example: obtaining permits, licences or other official documents to qualify a person or entity to do business in a foreign country; processing governmental papers, such as work orders, providing police protection, mail pick-up and delivery, or scheduling inspections, etc.</p> <p>Facilitating payments are different from express payments, used to speed up a process. Express payments are legitimate payments, for which one can receive an invoice or receipt so that the transaction can be duly registered in our books.</p>
Bribe	<p>Bribes can take many forms, but typically they involve corrupt intent. There will usually be a 'quid pro quo' i.e. both parties will benefit. A bribe could be a direct or indirect promise, offering or authorization of anything of value. Further, any offers or receipt of any kickback, loan, fee, reward or lavish gifts shall also constitute bribery.</p>
Kickback	<p>The sum paid or due as a reward for awarding further business or securing other undue advantages</p>
Third-Party Intermediary	<p>Any individual or entity engaged by SBC to act for or on behalf of SBC, regardless of the name or title of the individual or entity. This definition includes, but is not limited to, any individual or entity used to obtain and/or</p>

	retain business, such as agents, advisors, consultants, subcontractors, sales representatives, etc.
Business Partners	Business Partners is a shared expression used to refer to consultants, vendors, contractors, agents, intermediaries and associates of such third parties with whom SBC does business or enter in contracts.
Government Official	Government Official means any of the following: i. Elected officials of Central, State, local, or municipal government, or any department, agency, or subdivision thereof; ii. Representatives or designated officers or associates of international organizations such as UN, World Bank, WTO iii. Individuals representing Government or those who are considered to be Government Officials under applicable local laws. iv. Official representatives of a political party v. Any family member of Government Officials defined under this policy.
Potentially Influencing Government Official (“PIGO”)	A Potentially Influencing Government Official (“PIGO”) is an individual who is a member, associate or consultant of a governance body having the authority to critically influence SBC’s business dealings.
Cross-Border transactions	Cross-Border transactions are transactions involving individuals or entities operating in at least two different countries.

References

Guidance Note or Reference	Document
A Resource Guide to the U.S. Foreign Corrupt Practices Act by the Criminal Division of the U.S. Department of Justice and the Enforcement Division of the U.S. Securities and Exchange Commission	 U.S - FCPA.pdf
UK Bribery Act Guidance Note	 The Prevention of Corruption Act.pdf
India's Prevention of Corruption Act, 1988	 The Bribery Act 2010.pdf

Annexure – 01: Potential risk scenarios: “Red Flags”

The following is an illustrative list of possible risk scenarios that employees or other persons might have to encounter during the course of employment or business dealings. In such scenarios, employees may be tempted to act in a manner that is inconsistent with the precepts set out in this policy. Such situations must be promptly brought to the notice of COO:

- Request by a third-party for remittance or settlement of dues in cash or refusal to sign a formal commission or fee agreement or provide an invoice or receipt for a payment made.
- You become cognizant of a third party engaging in, or being accused of engaging in, corrupt and inappropriate business practices.
- You become aware that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with government officials.

- Insistence by third-party on receiving a commission or fee payment before committing to sign up to a contract or carrying out a government function or process.
 - Request by third party to make payments to a country or geographic location different from where the third party resides or conducts business.
 - Request by a third-party for remittance or settlement of dues in cash or refusal to
 - sign a formal commission or fee agreement or provide an invoice or receipt for a payment made.
 - A third-party solicits unjustified additional fees or commission to “facilitate” a service.
 - A third party stipulates lavish and valuable gifts before initiating or continuing
 - contractual negotiation or provision of services.
-
- A third-party request that a payment is made to condone potential legal violations.
 - A third-party request that employment or some other unjust advantages are provided to a friend or relative.
 - Receipt of invoice from a third party that appears to be deviant or customized.
 - A third party denies putting terms agreed in writing or insists on the use of side letters.
 - Receipt of an invoice for a commission or fee payment that is disproportionate with the service provided.
 - A third-party requisite the services of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to SBC.
 - Receipt of inordinate hospitality or valuable items from a third party.
 - A government official or a foreign government official proposes and urges that a contribution be made to a charitable organization of his choice in return of favorable treatment or unjust benefits.

India Office Locations

- Hyderabad** Suite 5, Level 3, Reliance Cyber Ville, Madhapur, HiTech City, Hyderabad - 500081
- Delhi** C-699A, 1st Floor, Sector 7, Palam Extn., Dwarka, New Delhi, Delhi - 110075
- Mumbai** Flat No. 3, Plot No. 226/227, Slon East, Mumbai - 400022
- Chennai** New No. 13B, New Bangaru Colony first street, KK Nagar West, Chennai - 600078
- Bangalore** 90/1, 3rd Floor, Pasha South Square, Rathavilas Road, Basavangudi Bangalore - 560004
- Vizag** Level 3, Kupilli Arcade, Akkayyapalem, Visakhapatnam 530016, Andhra Pradesh
- Vijayawada** 56-11-3, Sri Devi Complex, Y.V.R Street, MG Road, Patamata, Vijayawada, Andhra Pradesh
- Tirupati** H. No: 6-154/1, Syamala Nilayam, Near Water Tank, Akkarampalli, Tirupathi, Andhra Pradesh
- Kurnool** #21, Top Floor, Skandanshi Vyapaar, New Bus Stand Road, Kurnool 518 003, Andhra Pradesh



2103, Bayswater Tower,
Business Bay,
Dubai, UAE



SBC LLC, 8 The Green,
Suite A in the City of Dover,
Delaware, USA - 19901



30 Cecil Street,
#19-08 Prudential Tower,
Singapore - 049712