



SANGHVI MOVERS LIMITED

**ANTI BRIBERY &
ANTI CORRUPTION POLICY**

DATE OF APPROVAL:

10 FEBRUARY 2023



ANTI-BRIBERY AND ANTI-CORRUPTION (ABAC) POLICY

1. INTRODUCTION

Sanghvi Movers Ltd. is committed to conduct its business, in all respects and at all times, in an honest and ethical manner and in accordance with rigorous ethical, professional and legal standards. The Company take a zero-tolerance approach to bribery and believes in the importance of having an environment of fairness, honesty, integrity, free from harassment and discrimination in all its workplaces, where co-workers are respected, and good performance and conduct are encouraged.

2. OBJECTIVE

The Objectives of this ABAC policy are to:

- a) emphasize SML's zero tolerance approach to bribery and corruption;
- b) establish the principles with respect to applicable Anti-Bribery and Anti-Corruption laws and set out our responsibilities to comply with these laws;
- c) provide guidance on how to recognise and deal with bribery and corruption issues, how to act professionally, fairly and with utmost integrity in all business dealings and relationships; and
- d) implement and enforce effective systems to counter bribery and corruption.

3. POLICY STATEMENT

Bribery is a serious criminal offence and can result in the imposition of severe fines and/or imprisonment and can severely affect our business operations in addition to reputational damages. Our employees (as defined in Section 4.2 below) are prohibited from engaging in any bribery or potential bribery, both direct bribery and indirect bribery, including payments through third parties. If any employee suspects or becomes aware of any potential bribery involving the Company, it is the duty of that employee to report their suspicion or awareness to the Complaint Enquiry Committee through email on vigilance@sanghvicranes.com.

The Company will undertake a periodic bribery and corruption risk assessment across its business to understand the bribery and corruption risks it faces and ensure that it has adequate procedures in place to address those risks. The risk assessment will be documented and periodically reviewed. Appropriate committee of the Company will be updated on a half yearly basis in accordance with applicable regulations.

4. DEFINITIONS

4.1 Bribe

Bribe is an inducement, payment, reward, or advantage offered, promised, or provided to any person with intention to gain any commercial, contractual, regulatory, or personal advantage. A bribe may be anything of value and not just money and includes, inter alia, gifts, inside information, sexual or other favours, corporate hospitality, or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function and it can be offered, promised, or provided directly or through a third party. Bribe also included any offer or promise of any gift, hospitality, loan, fee, reward or other advantage to a public official with the intention of influencing the public official in the performance of their public function, to obtain a business advantage.

4.2 Employee

Employee means and includes senior managers, officers, directors, employees (whether regular, fixed term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person employed with us, or any of our subsidiaries or their employees, wherever located.

5. GIFTS AND HOSPITALITY

This Policy does not prohibit normal business hospitality, if the same is reasonable, appropriate, modest and bonafide corporate hospitality with the purpose of improving Company's corporate image, establish cordial relations and present Company's products and services.



All gifts and hospitality must strictly follow the following criteria:

(a) Must be duly approved:

Normal business hospitality must always be approved at the appropriate level of the management of the Company.

(b) Must not be intended to improperly influence:

Employees should always assess the purpose behind any hospitality or entertainment. Hospitality or entertainment with the intention of improperly influencing anyone's decision-making or objectivity, or making the recipient feel unduly obligated in any way, should never be offered or received. Employees should always consider how the recipient is likely to view the hospitality. Similarly, employees must also decline any invitation or offer of hospitality or entertainment when made with the actual or apparent intent to influence their decisions.

(c) Must not have the appearance of improper influence: Gifts can in some cases influence, or appear to influence, decision-making, for example by persuading the recipient to favour the person who made the gift over his own employer. Employees should think very carefully before making, or receiving, gifts. Gifts can occasionally be offered to celebrate special occasions (for example religious holidays or festivals or the birth of a child) provided such gifts do not exceed Rs. 5000/- (Rupees Five Thousand only) in value, and are occasional, appropriate, totally unconditional, and fitting with business practices. No gift should be given or accepted if it could reasonably be seen as intending to influence the decision-making of the recipient.

(d) Gifts which are always prohibited:

Some types of gifts are never acceptable including gifts that are illegal or unethical, or involve cash or cash equivalent (e.g. loans, stock options, etc.). Such prohibited gifts also include, inter alia, an invitation to family to join on a foreign business trip, or the extension of a trip at the customer's expense to include a holiday and any gift with estimated value to be above Rs.5000/-(Rupees Five Thousand only).

(e) Modest promotional gifts are permitted:

Use of one's position with the Company to solicit a gift of any kind is not acceptable. However, the Company allows employees occasionally to receive unsolicited gifts of a very low intrinsic value (Rs. 5000/- or less) from business contacts provided the gift is given unconditionally and not in a manner that could influence any decision-making process. It is thus acceptable to offer modest promotional materials to contacts (e.g. pens, desk diaries etc.).

All other prospective offers of gifts or entertainment falling outside the policy guideline, but which reflect customary and transparent business practice in a particular market, may be accepted.

(f) Personal payment does not cure:

Employees paying from their personal account for gifts or hospitality does not cure the restrictions and cannot avoid this policy.

(g) When in case of doubt:

In case of doubt employees shall take guidance from their Reporting Managers/HOD, who shall take the final decision. If the Reporting Manager /HOD is uncertain as to how to treat the gift/s, clarification from the HR HOD should be taken.

It is recognized that in some cultures /countries, it may be seen as an insult to reject a gift, and refusals may adversely affect business relationships. In these circumstances, and if the gift is

anything other than moderate, the gift should be reported to the Reporting Manager who will decide whether such gift will be retained or returned, or take guidance from the HR HOD as may be needed.

6. WHAT IS NOT ACCEPTABLE

It is not acceptable for any employee to:

- a. accept an offer of a gift of any size from any Third Party which the Company is in negotiation with, or is submitting a proposal with the Company.
- b. accept or solicit any payment, advantage, gift or hospitality from a Third Party that you know or suspect is being offered with the expectation that it will obtain a business advantage for them.
- c. engage in any activity that might lead to a breach of this Policy.

These above three points are illustrative in nature and in no way intend to limit the applicability of this Policy.

7. FACILITATION PAYMENTS AND KICKBACKS

The Company prohibits making or accepting, facilitation payments or kickbacks of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action by an official. Kickbacks are typically payments made in return for a business favour or advantage. All employees must avoid any activity that might lead to a facilitation payment or kickback being made or accepted. If you are asked to make a payment on behalf of the Company, you must consider the purpose of the payment and whether the amount requested is proportionate to the goods or services provided. Any request for a facilitation payment should be refused outright unless you feel you are at risk of injury, of detention, or for your life, if you refuse. If one of these exceptions applies, a receipt should be obtained and the matter reported, as soon as possible, to the Company HR HOD at hr@sanghvicranes.com.

8. DONATIONS

The Company may make donations but only if they are ethical and in compliance with this policy and applicable laws. No donation should be made which may be (or may be perceived as) breach of any applicable law, or any other section of this policy. All donations must be approved by the HOD HR department and the Company shall keep accurate records of all donations made by the Company.

9. THIRD PARTIES

In this policy, third party means any individual or organisation that an employee may come into contact with during the course of his/her engagement with the Company, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, business employees and government and public bodies including their advisors, representatives and officials, politicians and political parties.

The Company is committed to working only with competent, reputable business partners that act with integrity. If an employee makes a payment to a third party while knowing or having reasonable grounds to believe that all or a portion of that payment will be passed on to any employee of the third party or another person for a corrupt purpose, then the employee must promptly inform the HOD HR of the Company. These procedures help ensure that the Company only works with reputable business partners and will help prevent payments to third parties being used for corrupt purposes.

Employees must monitor all third parties for signs of corrupt activity. Warning signs or "red flags" (Examples of such situations at Annexure A) indicating possible corruption should be promptly reported to HOD HR of the company.

Third parties can put the Company at risk if they do not follow ethical business practices and to prevent this the Company will develop procedures for conducting appropriate risk-based due diligence on third parties, and the implementation of appropriate steps to address any identified risks, to ensure compliance with applicable anti-corruption laws. Employees must carefully follow the procedures that are established under this policy.



10. PROCEDURE

(a) How to raise a concern:

Employees are encouraged to raise their concerns about any bribery issue or suspicion of malpractice at the earliest possible stage. In cases of doubts whether a particular act constitutes bribery or corruption or for any other such related queries, these should be raised before their respective Reporting Manager and/or the HOD HR by Email at - hr@sanghvicranes.com.

(b) What to do if you are a victim of bribery and corruption:

If an employee becomes a victim of bribery, i.e. offered a bribe by a third party or asked to make one, or suspect that this may happen in the future or believe that you are a victim of another form of corruption or other unlawful activity, then in such cases it is the responsibility of the employee to, as soon as possible, report to their respective Manager and /or the HOD HR via email at hr@sanghvicranes.com.

Employees must refuse to accept or make the payment from or to a third party, and explain the Company’s policy against accepting or making such payment and make it clear that the refusal

is final and non-negotiable because of this Policy. If an employee face any difficulty while making this refusal, he/she should seek assistance from his/her Reporting Manager.

(c) Protection:

Those who refuse to accept or offer a bribe or those who raise concerns or report another’s wrong - doing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. We are committed to ensuring that no one suffers any detrimental treatment because of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future. If any employee believes that he / she has suffered any such detrimental treatment, he / she should inform their Reporting Manager or HOD HR via email at hr@sanghvicranes.com immediately.

(d) Maintaining Accurate Books and Records:

No payment by or on behalf of the Company 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. No false or misleading entries should be made in any books or financial records of the Company for any reason.

Any expenses that an employee or third party incurs on Company’s behalf or in connection with our business shall not be reimbursable unless they are lawful and supported by detailed documentation including valid invoices or receipts.

11. BREACHES & PENALTIES

The HOD of the Legal Department shall, after considering inputs, if any, from the Grievance Redressal Committee (formed under the Whistle Blower Policy of the Company) and/or the HOD HR, have the discretion to recommend appropriate disciplinary action, including suspension and termination of service of such a defaulting employee. Depending on the nature and scale of default by the defaulting Employee, the HOD-Legal may also recommend to the Board of Directors of the Company to commence civil and/or criminal proceedings against such an employee in order to enforce remedies available to our Company under applicable laws.

In the event of criminal or regulatory proceedings, the employees shall co-operate with relevant authorities.

Version	Particulars	Date	Approved by
1.0	New Policy adopted	10.02.2023	Board of Directors

ANNEXURE - A

Illustration of possible Red Flags situations (Not exhaustive)

If an employee encounter any of the red flag situations stated below, he/she must report them promptly by following the procedure set out in this policy.

- (a) Being aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) Learning 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 foreign government officials;
- (c) A third party insisting on receiving a commission or fee payment before committing to sign a contract with the Company, or carrying out a government function or process for the Company;
- (d) A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) A third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) A third party requests that a payment is made to "overlook" potential legal violations;
- (i) A third party requests that you provide employment or some other advantage to a friend or relative;
- (j) Receiving an invoice from a third party that appears to be non-standard or customized;
- (k) A third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) Observe that the Company has been invoiced for a commission or fee payment that appears large compared to the service stated to have been provided
- (m) A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Company; and/or
- (n) Employee has been offered an unusually generous gift or lavish hospitality by a third party.