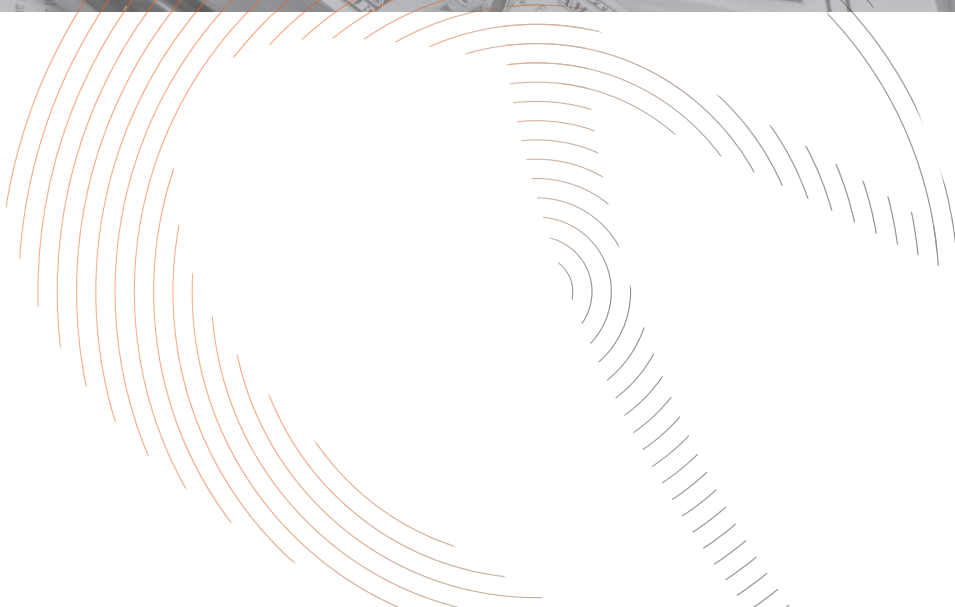


Anti-Corrupt Practices



Release date	11 January 2016
Prepared by	Puneet Chadha
Distribution	All Employees and Partners
Reviewed by	Ashley Menezes

Amendment Sheet

Sr. No	Date	Revision Status	Reason for Amendment
1.	11 January 2016	Initial Release	NA
2.	3 April 2023	Amendment	Renewed policy
3.	August 2024	Amendment	Revised policy statement on gifting & entertainment

The firm is committed to maintaining the highest standards of business conduct and ethics. This Policy concerning anti-corrupt practices (the "FCPA Policy") reflects the business practices and principles of behaviour that support this commitment. The firm expects all Personnel to read and understand the FCPA Policy and its application to the performance of his or her responsibilities. As used herein the term "Agent" shall mean any individual or organization that acts on behalf of and is subject to the control of any of the CC Entities.

The firm has robust governance and oversight of its anti-bribery and corruption practices. Officers, directors, managers and other supervisors are expected to develop in employees a sense of commitment to the spirit, as well as the letter, of the FCPA Policy. Supervisors are also expected to ensure that all Agents and contractors conform to FCPA Policy standards when working for or on behalf of any of the CC Entities. The FCPA Policy should be read in conjunction with other employee practices policies as applicable to the CC Entities. Should any Personnel have any questions concerning the FCPA Policy, they should contact the Compliance Officer.

Periodic risk assessment and due diligence procedures are conducted to identify risks associated with Bribery and Corruption (as defined below).

I. Definitions

- 'Bribe/Bribery' means offering, giving, soliciting, promising or receiving of any item of value as a means of influencing the actions of an individual holding a public or legal duty so as to gain a business or personal benefit or advantage. A thing of value may be a financial or other advantage, whether in cash or in-kind and may include gifts and entertainment, forgiveness of a debt, loans, travel or hospitality, medical care, expenses, favours, business or employment opportunities (whether permanent or temporary), protection from any penalties or any proceedings of a penal or disciplinary nature, refraining from exercising any rights, powers or duties, sponsorships, political,

charitable or community contributions. A bribe can be provided directly or indirectly (for example, through a third party) and it is irrelevant whether the bribe is successful in improperly influencing the other person or in securing the business or personal advantage—what matters is the intention of the person engaging in the Bribery

2. 'Corruption' is the "abuse of entrusted power for private gain".
3. 'Facilitation payment' means small unofficial payments paid to speed up an administrative process or secure a routine government action by an official. However, facilitation payments should be contrasted with official, lawful, receipted payments (typically to an organization rather than an individual) to expedite certain functions, e.g., where there is a choice of fast-track services to obtain a passport.
4. 'Kickbacks' are payment of any portion of a contract made to employees of another contracting party or the utilization of other techniques, such as subcontracts, purchase orders or consulting agreements, to channel payment to public officials, political parties, party officials or political candidates, to employees of another contracting party, or their relatives or business associates.

II. The Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (the "FCPA") prohibits companies from directly or indirectly giving anything of value to a government official to obtain or retain business or favourable treatment and requires the maintenance of accurate books of account, with all company transactions being properly recorded. Violations of the FCPA, even if unintentional, may result in severe penalties to the CC Entities and can, in some situations, result in fines and penalties to Personnel and Agents. Given these serious fines and penalties, employees who flagrantly (even if it is the first time) or repeatedly violate the FCPA will be terminated. "FCPA" as used herein includes similar laws and concepts in any applicable jurisdictions. The FCPA Policy applies worldwide. Failure to abide by the policy can have serious consequences, up to and including the possibility of imprisonment for felony.

III. Policy Statement

The use of the CC Entities' funds for any unlawful or unethical purpose is strictly prohibited. Employees may not offer, give, or cause others to offer or give bribes, kickbacks or illegal payments to advance, promote, expedite or influence the CC Entities' business. Such payments include money, favours or costly entertainment gifts.

1. Gifts Given

a) Gifts Given to Government Officials

- i) All gifts given to government officials must be pre-approved by the Compliance Officer, irrespective of the gift's value. Pre-approval must be obtained in writing at least 4 to 5 days in advance.
- ii) All such gifts must be logged, including details of the recipient, nature, and purpose of the gift.
- iii) Business meals or entertainment provided to government officials are permitted if:

- > The cost is reasonable under the circumstances.
- > The primary purpose relates to better understanding and appreciation of regulatory compliances.
- > Pre-approval from the Compliance Officer is obtained.

b) Gifts Given to Others

- i) Gifts given to individuals or entities other than government officials, excluding the following, must be logged and pre-approved if their value exceeds USD 250:
 - > Mementos, tombstones, plaques, prizes for contests or competitions, publicity material, material bearing the name or logo of a CC entity, and similar items.

2. Gifts Received

a) Gifts Received from Government Officials

- i) All gifts received from government officials, irrespective of value, must be logged, including details of the donor, nature, and purpose of the gift.

b) Gifts Received from Others

- i) Gifts received from individuals or entities, excluding the following, must be logged:
 - > Gifts that are customary in nature, including those given on festive occasions, at weddings (including weddings of family members), or at parties or events where Personnel may be invited.
 - > Mementos, tombstones, plaques, prizes for contests or competitions, publicity material, material bearing the name or logo any entity of the gift giver and similar items.
- ii) Where the gift received is required to be logged, wherever practical, the value of the gift must also be recorded.
- iii) Post-approval is not required for gifts received unless:
 - > The gift is required to be logged.
 - > The gift is monetary in nature.
 - > The value is obviously above USD 250.
- iv) The compliance officer may decide whether the gifts should be retained by individual or the Firm.

Violations of this policy may result in commensurate disciplinary action, under applicable laws. All employees are expected to act in the best interest of ChryCapital and its entities while upholding the highest ethical standards.

Employees are expected to report suspected violations through appropriate channels, as per the Whistleblower Policy.

IV. “Reasonable And Customary” Business Meals and Entertainment

It can often be difficult to determine whether an expense for meals and entertainment is “reasonable and customary.” In all cases, the relevant stakeholders of ChrysCapital will need to use their good judgment. To help in this determination, they should refer to the following guidelines:

1. The purpose of these meals and entertainment should be to help maintain good working relationships and communication with these officials. Meals and entertainment should never be extravagant and should not be offered in circumstances when it could be perceived as a means of inducing any particular action by an official.
2. The total amount spent on these meals and entertainment should not be excessive.
3. Reasonable care should also be taken to ensure that providing such meals and entertainment does not violate any local laws.
4. All relevant stakeholders of ChrysCapital should follow the specific policies, procedures and guidelines of their operating unit regarding approvals and reporting of such meals and entertainment

V. Third Party Representatives

The firm may be held responsible for bribes paid on its behalf by third parties, with severe and often irreparable consequences, even if the firm did not authorize these payments. When entering into or managing relationships with Third Parties, appropriate procedures must be undertaken to identify and manage the Bribery and Corruption risk.

Before entering into an agreement with a third party that will act on behalf of or otherwise represent CC Entities before or with regard to a government entity or Government Official, the CC Entities' must try to include under its contracts with the Third-Party Representatives that the:

1. Third-Party Representatives agree to abide by the FCPA.
2. Third-Party Representatives agree to refrain from engaging in any activity that the firm or its employees are prohibited from doing under the FCPA, including making any offer, payment or promise to pay anything of value to any Government Official with the intent or purpose of unlawfully influencing such Government Official in his official capacity or to do any act or take any decision in violation of FCPA

VI. Charitable Donations

Before making charitable donations, you must refer the following guidelines:

1. Such charitable contributions are not dependent on, nor made to secure, a business deal.
2. Appropriate due diligence must be conducted before donating funds in the name of any CC Entity for charitable purposes, especially to ensure that the charity does not act as a conduit to fund illegal activities in violation of anti-money laundering laws, antiterrorism laws and other applicable laws.

3. The contribution is always made directly to a recognized charitable organization and not to any individual.
4. Contributions should be given to entities where the end use of the contribution is preferably known and/or controlled.

VII. Political Contributions

The CC Entities should not make any political contributions from their funds, properties or other resources except political contributions approved by their Compliance Officer, and which are in compliance with applicable laws.

VIII. Facilitations Payment

Any kind of facilitation payments, even if they are legal or common practice in a particular jurisdiction are strictly forbidden.

IX. Communication And Compliance Training

The CC Entities commit to undertake all essential measures against risks and threats associated with antibribery and corruption. To achieve this objective, they shall provide regular training to all CC Entities in relation to the Policy, employees and Third-Party Representatives (where relevant).

X. Questions

You are strongly encouraged to ask any questions that you may have regarding the FCPA or an action that you feel might be in violation of the FCPA. These questions should be directed to the Compliance Officer. You should feel free to contact any such person by telephone, facsimile or by e-mail. It is particularly important that you always use your best judgment and ask for advice from any such person before taking any action that you feel could be a violation of the FCPA. We encourage you to always err on the side of caution.

XI. Reporting

If a co-worker or a third-party Agent is taking actions or is considering taking actions that are suspicious and that you think could be in violation of the FCPA or this FCPA Policy, it is your obligation to report this to the Compliance Officer or a Senior Director. Such reporting will be maintained in the highest confidential standards as required to further investigate the matter at hand, subject to the CC Entities' legal obligations. Keep in mind that you may have additional reporting obligations imposed by other policies of the CC Entities.

CHRYS CAPITAL

— ChrysCapital Advisors LLP

— 502 Ceejay House, Dr. Annie Besant Road,
Worli, Mumbai 400 018. INDIA.

— +91 22 4066 8000

— www.chryscapital.com

