

**ANTI-BRIBERY AND ANTI-CORRUPTION POLICY  
OF  
THANGAMAYIL JEWELLERY LIMITED**

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## 1. Objective.

Thangamayil Jewellery Limited (the “Company”) is committed to the prevention, deterrence, and detection of fraud, bribery, and all other corrupt business practices. It is the policy of the Company to conduct all its business activities with honesty, integrity, and the highest possible ethical standards and vigorously enforce its business practice, wherever it operates throughout the world, of not engaging in bribery or corruption. The foregoing articulates loudly a zero-tolerance culture at Thangamayil Jewellery Limited whereby the Company maintains a solid reputation with its Third Parties spread across multiple industries.

## 2. Scope.

This anti-bribery and anti-corruption policy (this “Policy”) applies to all Directors, Employees, and stakeholders or third parties of the Company and its Subsidiaries, no matter where they are located (collectively referred to as “you” in this Policy)

## 3. Definitions.

- **“Bribe”** means anything of value and includes, but is not limited to: cash, cash equivalents, gifts, inside information, sexual or other favors, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, political contributions, abuse of function and can pass directly or through a third party.
- **“Government/public official”** means employees and officials, whether elected or appointed, who hold any governmental position, including legislative, administrative, or judicial position of any kind; is a candidate for any governmental position; any official or employee of a company wholly or partially controlled by a government (such as state-owned companies); or an official in a political party, in a country or territory.
- **“Stakeholders”** are individuals or groups concerned or interested with or impacted by the activities of the businesses and vice-versa, now or in the future.
- **“Third Party (ies)”** means any individual or organization you come into contact with during the course of your work for us and includes actual and potential clients, suppliers, business contacts, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures, and government & public bodies (including their advisers, representatives and officials, politicians and political parties)

- **“Senior Management”** means Senior Management as defined under clause (d) of sub-regulation (1) of regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **“Corruption”** includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral, or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery.

#### **4. Prohibitions under the Policy:**

##### **4.1 Bribe:**

You must not engage in any form of bribery, in dealings with any foreign/ public official, private party or any Third party either directly or indirectly, in order to improperly influence any act or decision of a person, or to otherwise gain an improper benefit for the Company.

##### **4.2 Kickback:**

You must not make or accept kickbacks. Kickbacks are typically payments made in return for a business favor or advantage. A kickback is a form of corruption that involves two parties agreeing that a portion of their sales or profits will be kicked back (given back) to the purchasing party, in exchange for making the deal.

##### **4.3 Facilitation payment :**

You must not make facilitation payments. Certain countries may have a practice of ‘facilitation payments’, which are payments to government officials to expedite or ensure routine actions, such as issuing visas, work permits, licenses etc. We do not partake in any of these, nor do we allow Third parties acting on our behalf, such as merchants, vendors, agents, customers, consultants, alliance partners, suppliers and contractors to make any such payments.

##### **4.4 Willful Blindness:**

If you willfully ignore or turn a blind eye to any evidence of corruption or bribery within your department and/or around you, it will be taken seriously against you. Although such conduct may be “passive”, i.e., you may not have directly participated in or may not have directly benefited from, the corruption or bribery concerned, the willful blindness to the same can, depending upon the circumstances, carry the same disciplinary action as an intentional act.

## 5. Gifts & Hospitality:

This Policy does not prohibit normal, reasonable, appropriate, modest and bona fide corporate/ customary gifts & hospitality (given and received), if its purpose is to improve the Company's image, present products and services or establish cordial relations, subject to below approval matrix:

<b>Amount/Limit of Gift/ hospitality*</b>	<b>Approving authority</b>
Up to INR 3,500 (or equivalent foreign currency) per person	Head of Department
INR 3,500 to INR 7,000 (or equivalent foreign currency) per person	Compliance Officer
Over INR 7,000 (or equivalent foreign currency) per person	Prohibited; exceptions may be approved by Compliance Officer

\*Note: The limits prescribed above is applicable for hospitality to an individual/annum.

## 6. Charitable Donations:

As part of its corporate citizenship activities, the Company may support local charities or provide sponsorship, for example, to sporting or cultural events. We only make charitable donations that are legal and ethical under local laws and practices and also within the corporate governance framework of the organization.

Few things, as below, to be kept in mind prior to making any contribution or agreeing to sponsor an event:

- All requests need to be in writing, documenting the nature, purpose, value and recipient of the Charitable Contribution;
- All request must be accompanied by approval from the Whole-time directors to ensure that the Company is not exposed to any risk.
- At the minimum, this process must include a due diligence on the entity and the key individuals and their relationships with government entities and officials, politically exposed persons, if any. The process must also attempt to establish the organization's track record and reputation;

- All contributions will be made by the Company and not by in employees in his/ her individual capacity; and;
- All contributions will be evidenced by a receipt/ acknowledgement that should be documented and maintained on record.

#### **8. Dealing with Third parties:**

We understand that various applicable anti-bribery and anti-corruption laws make the Company responsible for the acts of our Third parties and others acting on our behalf. Therefore, no Third party, acting on behalf of the Company may engage in any act that could be construed as bribery or corruption, whether using the Company's funds or their own personal funds or whether acting directly or through a middleman. The Company expects all those acting on our behalf to abide by our standards of ethics and integrity and, where necessary and appropriate, to follow our procedures. While engaging with Third parties, you should ensure that they comply with the Company's Anti-Bribery and Anti-Corruption Policy. If any of you becomes aware that the Third party is engaged in bribery or corruption, he/ she should immediately report his/her concern following the procedure set out in our "Whistle-Blower Policy".

#### **9. Offset or Similar Obligations:**

Many government contracts require companies to make offset commitments. The purpose of these offset commitments is to invest in the country and create local jobs.

Similarly, a government in a country or a particular state giving a grant or other facilities may require preference to be given to the residents of such country or state in any hiring. All these transactions per se do not violate this, Policy. In case there is any doubt regarding compliance with this Policy at any stage of the transaction, you are strongly encouraged to write to Department of Head or Manager with respect to any such transaction.

#### **10. Procedure to Raise Concerns:**

Every person, to whom this policy applies too, is encouraged to raise their concerns about any bribery issue or suspicion of malpractice at the earliest possible stage. If he/ she is unsure whether a particular act constitutes bribery or corruption or if he / she has any other queries, these should be raised with their respective Manager and/or the Compliance Officer via mail.

## **11. Books, Records and Internal Controls:**

You must follow all applicable standards, principles, laws, regulations, and Company practices for accounting and financial reporting;

- i. All financial transactions should be adequately identified and properly and fairly recorded in appropriate books and accounting records available for inspection by the Board of Directors or other body with ultimate responsibility for the Company, as well as by auditors;
- ii. There are no “off the books” or secret accounts and no documents may be issued which do not fairly and accurately record the transactions to which they relate;
- iii. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness.
- iv. All expenses must be accurately accounted for, include appropriate supporting documentation and be promptly entered into company records before they are reimbursed;
- v. The Finance Department of the Company shall maintain accounting procedures, financial reporting and controls, and the Governance, Risk & Compliance function shall design an internal audit program for the Company. Monitoring and auditing systems are in place to detect violations of Company policy and of applicable laws;
- vi. The Company shall retain all documents related to expenditure for eight (8) years from the date of incurring such expenses.

## **12. Trainings and Communication:**

Training on this Policy forms part of the induction process for all new employees and will be required on an on-going annual basis for all current employees. Records of all trainings on this Policy will be maintained.

## **13. Penalties:**

The AGM, Corporate & Legal affairs shall, after considering inputs, if any, from the Vigilance and Ethics Officer have the discretion to recommend appropriate disciplinary action, including

suspension and termination of service of such a defaulting Person. The Vigilance and Ethics Officer shall also recommend if the violation is potentially criminal in nature and should be notified to the authorities. In the event of criminal or regulatory proceedings, the said Persons shall co-operate with relevant authorities. Depending on the nature and scale of default by the defaulting Person, the Vigilance and Ethics Officer may also recommend to the Board to commence civil and/or criminal proceedings against such a Person in order to enforce remedies available to the Company under applicable laws.

#### **14. Waiver and Amendment of the Policy.**

We are committed to continuously reviewing and updating our policies and procedures based on the learning. This is so even when the Company enters new market/sector/country which may pose a risk under this Policy. The HR Team will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Therefore, this document is subject to modification from time to time. Any amendment or waiver of any provision of this Policy must be approved in writing by majority of members of Senior Management. The Policy will be reviewed from time to time which requires cooperation from all concerned.