ANTI-CORRUPTION POLICY

Digamber Capfin Limited

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INTRODUCTION

Digamber Capfin Limited ("DCL") believes in conducting its business in an honest and ethical manner. DCL has a zero approach to corruption and is committed to act professionally with integrity in all its business dealings and relationships wherever it operates and to that effect is inclined towards implementing and enforcing effective systems to prevent / countercorruption.

Consistent with its core values, DCL is committed to complying with applicable anti-corruption and sanction laws. DCL has adopted Anti-Corruption Policy ('Policy') to prohibit its personnel, and any other entity or person acting for or on behalf of DCL from offering, providing or receiving prohibited gratuities, bribes, gifts, entertainment, facilitating payments, or anything of value to or for the benefit of a government official or any other person contrary to anti-corruption laws or engaging in activities or transactions with sanctioned or blacklisted countries or individual parties contrary to applicable sanction laws or engaging in any corrupt, fraudulent, coercive or collusive practice.

PURPOSE, SCOPE AND APPLICABILITY

DCL is required to develop and implement effective procedures as may be appropriate and adequate considering applicable laws in force from time to time.

The Policy is designed to enhance and provide further guidance to the standards of conduct regarding bribery and corruption which are to be followed at DCL. This Policy outlines acceptable and non-acceptable behaviors to ensure compliance with anti-corruption and sanction laws. This includes compliance with all anti- corruption and sanction laws, prohibiting improper payments, gifts or inducements of any kind to and received from any person, including officials in the private or public sector, customers and suppliers.

This Policy shall apply to the Company, all DCL Personnel and all Business Representatives / Business Associates as defined in this Policy and all are required to act as necessary to safeguard and ensure compliance with this Policy at all times. DCL requires its personnel and all entities that are owned or controlled by DCL, its affiliates,

associates and all persons employed by or acting on behalf of any of these companies to comply with this mandate, to take actions necessary to ensure that DCL complies with relevant anti-corruption and sanction laws at all times.

DEFINITIONS

(1) "Anti-corruption and Sanction Laws" shall mean and include The Prevention of Corruption Act, 1988 including The Prevention of Corruption (Amendment) Act, 2018, the Indian Penal Code, 1860, The Prevention of Money Laundering Act, 2002, any other law, made under the Constitution of India, related to prohibition of corruption and sub-legislations made under such Acts/Codes, for the time being applicable and in force.

(2) "Bribe" shall include promising, offering or giving, receiving or soliciting an undue advantage to a person or entity, either directly or through an intermediary, by use of improper means, in order that the person or entity should perform, or refrain from performing, an act in breach of their business or public duties. This is regardless of whether the activity is linked to past, present or future business transactions. Bribery includes the provision or receipt of:

- Cash or other forms of illicit payment to secure a contract or obtain a license;
- Facilitation payments;
- Gifts or entertainment intended to illicitly influence the recipient to undertake a particular course of action;
- Donations with an ulterior motive; or
- Payment of travel expenses or accommodation for any person when there is no justifiable underlying business purpose for such travel or accommodation.

(3) "DCL Personnel" shall mean and include Directors and Employees who are in full time employment of the Company whether or not on the payroll of the Company, respectively.

(4) "Corruption" means any act intended to result in the misuse of entrusted responsibility and/or authority for improper personal or corporate gain, including bribery, facilitation payments conflicts of interest and misuse of Company assets;

(5) "Compliance Officer" shall mean any person as may be appointed in his/her place, from time to time, as Compliance Officer, and shall be assisted in the application and monitoring of this Policy by other employees of the compliance team of the Company;

(6) "Company" or "DCL" shall mean Digamber Capfin Limited;

(7) "Business Representatives" or "Business Associates" shall include any individual or organization, whether private or public, employed by or acting on behalf of DCL engaged in the business of or in the name of DCL and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, consultants and experts;

(8) "Facilitation Payments" shall include token unofficial payment made to secure or expedite a routine service or other necessary action to which the payer of the facilitation payment has legal or other right to receive.

COMPLIANCE

For the purpose of this Policy the Compliance Officer shall be the person defined as Compliance Officer under this Policy. The Board shall nominate any other person in the Company to act as the Compliance Officer for the purpose of this Policy during the absence of the Compliance Officer.

The Compliance Officer shall be vested with senior responsibility for oversight and implementation of this Policy, including the development and implementation of effective safeguards, practices and procedures to conform to this Policy.

It is the responsibility of each of DCL Personnel, to at all times, abide by all applicable Anti-corruption and Sanction Laws. Lack of knowledge about applicable rules and regulations is never an excuse and each DCL Personnel must keep them self-updated with and act according to the requirements in this Policy and Anti- corruption and Sanction Laws.

STANDARDS OF CONDUCT

The following areas are identified as potential risk areas for corruption and include "Standards of Conduct" that are intended as principles and guidance to assist in identifying and dealing with situations of potential corruption:

A. Business Representatives / Business Associates

DCL engages for its transactions with a number of individuals / organizations and they are responsible to conduct business according to this Policy in the same manner as DCL Personnel, as DCL may find itself liable for their actions.

Standards of Conduct:

- It is never appropriate for a Business Representative / Business Associate to carry out an act on DCL's behalf that would be a breach of this Policy if done by DCL directly. Authorizing, encouraging or knowingly allowing (which includes having a reasonable suspicion of their intention) any third party to pay or receive bribe or engage in other sanction able practice on DCL's behalf would tantamount to a serious violation of this Policy and applicable Anti- corruption and Sanction Laws;

- All DCL Personnel who are involved in any aspect of relationship with a Business Representative/ Business Associate shall make disclosure of such relationship to the Company before engagement with such Business Representative / Business Associate;

- An evaluation of the Business Representative / Business Associate must be performed prior to any engagement with them. The general principle is to perform background check, research and interviews to ensure that the Business Representative / Business Associate will behave in a manner consistent with this Policy. The research shall include any potential conflicts of interest and any prior or current administrative, civil or governmental proceedings against such Business Representative / Business Associate;

- Any Business Representative / Business Associate must be engaged pursuant to a written contract on the terms and conditions in the best interest of the Company;

- Compensation paid to a Business Representative / Business Associate must be appropriate, reasonable and justifiable in return for legitimate services / goods provided according to the written agreement. Compensation will only be paid following receipt of a valid invoice.

B. Gifts, Hospitality and Expenses

Exchange of reasonable and courtesy business gifts and hospitality as part of business practices are allowed if they are transparent, proportionate, reasonable and of a bona fide nature, unless the action violates this Policy or applicable Anti-corruption and Sanction Laws. They should be modest in nature and value and not exceed any amounts, if any, specified by Anti-corruption and Sanction Laws. Particular care and caution should be taken in dealing with public or government officials and employees.

General Standards of Conduct:

All DCL Personnel are prohibited from receiving, offering or providing gifts and hospitalities whenever they can be perceived to illicitly affect the outcome of a business transaction or potentially expose our business to undue influence.

Gifts

Gifts include items given professionally without any expectation of compensation or value in return generally made to maintain / initiate genuine business relations and for business promotions.

Standards of Conduct:

- A gift should be of modest value and must never leave the recipient into a position of obligation. Common and acceptable gifts include Company promotional items, seasonal gifts accepted / offered at the time of Diwali/Holi/achievements / corporate events, etc.;

- A gift shall never consist of money, currency or financial benefit;

- A gift made or received to maintain / initiate any genuine business relations in the manner generally prevalent in the industry as a practice is not prohibited in terms of this Policy.

Hospitality

Hospitality typically includes travel arrangements, meals and/or entertainment (e.g., music, sports or theatre events) when a company intends to initiate or develop its business relationships with existing or prospective customers, business partners and other stakeholders.

Standards of Conduct:

- Hospitality in connection with a justifiable business meeting where the business content is predominant is permitted;

- Hospitality should be fairly provided and must be modest in value;

- Hospitality for maintaining / initiating any genuine business relations shall not be prohibited in terms of this Policy;

- Hospitality must never be perceived as excessive or luxury and must never leave the recipient into a position of obligation;

- Hospitality must not be offered / received on an overly frequent basis.

C. Charitable Donations & Political Contributions

As part of its corporate citizenship activities or in order to comply with statutory requirements of fulfilling corporate social responsibility, as may be applicable, the Company may make charitable donations that are legal and ethical without any ulterior motive of corruption. Charitable support and donations are acceptable and are

encouraged whether of in-kind services, knowledge, time or direct financial contributions. However, care must be taken that the charitable donations are not used as a scheme to conceal bribery. Further, no donation must be offered or made without the approval of the Corporate Social Responsibility Committee of the Board of Directors of the Company, whenever applicable.

In case any Political Contribution is proposed to be made on behalf of the Company, then, in addition to the abovementioned, such contribution shall also confirm to the provisions of the Companies Act, 2013 and Rules made there under, relevant in this regard and for the time being in force.

D. Facilitation Payments

Facilitation payments shall be permitted only if it is made in compliance with the laws as may be applicable to a particular transaction.

Standards of Conduct:

- DCL Personnel shall not directly or indirectly make a facilitation payment unless such payment is in compliance with the laws as are applicable to that particular transaction.

E. Payments made under duress

- DCL recognizes that in some exceptional instances payments may be demanded under threat of violence, personal harm or harm to body or limb of any individual. In the event any payment is made under duress or asked for, this must be documented and reported to the Compliance Officer and other Regulatory Body (ies) / Agency (ies) / Authority (ies) as may be required under any law for the time being in force.

F. Merger, Acquisitions and Joint Ventures

When undertaking any merger, acquisition or joint venture, DCL must ensure that the due diligence process is carried out will identify if the target company presents any actual or potential risks in relation to Anti-corruption and Sanction Laws.

Standards of Conduct:

The anti-corruption due diligence shall include any actual or perceived potential conflicts of interest, the reputation and past conduct of the target company (involvement in any sanction able practice), details of the target company's anti-corruption policy/ program and any prior, current or threatened administrative, civil or governmental proceedings in this regard.

RECORD-KEEPING

DCL shall keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to Business Representatives / Business Associates.

All accounts, invoices, memoranda and other documents and records relating to dealings with Business Representatives / Business Associates shall be prepared and maintained with strict accuracy and completeness. No accounts shall be kept "off-book" to facilitate or conceal improper payments.

PENALTIES FOR NON-COMPLIANCE

Violation of this Policy and/or violation of any Anti-corruption and Sanctions Laws can result in administrative, civil and criminal investigations and prosecution that could lead to the imposition of severe penalties (including imprisonment and fines) on the Company and any person involved in related activities. Violation of relevant Anti- corruption and Sanctions Laws could also result in severe and damaging limitations on the Company's ability to engage in international commerce, access to international capital markets, foreign commercial and qualification for government approvals / sanctions. In addition, violation of Anti- corruption or Sanctions Laws could significantly damage the Company's public image, reputation, business relationships and market position.

Such actions can also impact DCL Personnel as many of the laws include criminal sanctions which means imprisonment and fines are a real possibility, not only for the

senior management team of DCL but also for the individuals involved in or with knowledge of the corruption, no matter what level they are at.

All DCL Personnel must consequently always exercise good judgment and never put themselves or others into a position of being under undue influence or even the suspicion thereof.

All DCL Personnel are individually expected and responsible to do their part to ensure that the Company complies with these laws at all times and to safeguard the Company against related risks. Failure to comply with applicable Anti-corruption and Sanctions Laws or the specific requirements of this Policy constitutes potential grounds for disciplinary action by the Company up to and including possible termination of employment.

GUIDANCE AND REPORTING

This Policy is intended to ensure that DCL Personnel and Business Representatives / Business Associates are aware of relevant Anti-corruption and Sanctions Laws affecting the Company's business and DCL's approach towards corruption. The Compliance Officer will be a resource for further guidance on this Policy and Anti-corruption and Sanctions Laws in general. The Company may provide training to personnel in positions most affected by this Policy and related concerns. All queries related to interpretation or implementation of this Policy / Anti-corruption and Sanction Laws by DCL Personnel or Business Representatives / Business Associates through DCL Personnel shall be addressed at mail id info@digamberfinance.com

The Anti-corruption and Sanctions Laws that can affect the Company's business are complex subject to change over time. DCL Personnel should not self-advise on any matters of interpretation of these laws. Rather, DCL Personnel are required to request guidance on questions of interpretation or application of such laws either through their immediate supervisor / contact person at DCL or by directly contacting the Compliance Officer.

DCL Personnel are responsible for understanding and complying with applicable Anti-corruption and Sanctions Laws within the scope of their engagement with the

Company. DCL Personnel are under an obligation to make clear to all Business Representatives / Business Associates with whom they deal on behalf of the Company, that they are required to comply with this Policy, and that sanctions and termination of the relationship may be a result in the event of any violation.

DCL Personnel are expected to seek guidance as necessary to understand and comply with the Anti-corruption and Sanction Laws and this Policy from time to time and promptly report actual or suspected possible violations of the said laws or this Policy to the Compliance Officer. DCL Personnel or Business Representatives/ Business Associates also may report related concerns, anonymously, as they may prefer, to the Compliance Officer. The Company prohibits retaliation against any person for making a good faith reports of actual or suspected violation of this Policy, the Company's Code of Conduct, laws, regulations or other Company policy (ies).

CONTENT ON THE WEBSITE

- Appropriate disclosure regarding this Policy shall be made on the Company website at https://www.digamberfinance.com/corporate-governance/
- The information published in the website should be updated whenever there is a change in this policy.

AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

In case of any amendment(s), clarification(s), circular(s), etc. issued by the relevant authorities not being consistent with the provisions laid down in this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions herein and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

POLICYREPEALABLE

This policy constitutes the entire document in relation to its subject matter. In the event that any term, condition or provision of this policy being held to be a violation of any

Applicable Law, statute or regulation, the same shall be Repealable from the rest of this policy and shall be of no force and effect, and this policy shall remain in full force and effect as if such term, condition or provision had not originally been contained in this Policy.

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Digamber Capfin Limited

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