

Policy on Anti-bribery & Anti-corruption

Content Management

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2024_V1	Risk Management Team	21/02/2024	Credit & Business Team	Board of Directors

This policy is subject to changes in accordance with guidelines, directions issued by Reserve Bank of India, BCPL's internal requirements.

1. Introduction

Blacksoil Capital Private Limited (hereinafter referred to as “BCPL”) is a private limited company incorporated under Companies Act 1956 and validly existing under Companies Act, 2013. BCPL is a base layer NBFC as defined under Master Directions - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, RBI/DoR/2023-24/105 DoR.FIN.REC.No.45/03.10.119/2023-24 dated 19 October 2023 registered under section 45-IA of RBI Act, 1934 and is engaged in the business of providing Alternative Debt Facilities, Supply Chain Financing and other related financing activities to the entities that are (a) at the growth stage of their business; (b) startup ecosystem; and (c) in the business of lending as a financial institution.

Definitions:

Bribery - Bribe is anything of value, including money, gifts and entertainment, other business courtesies, hospitality, or personal gratification given, offered, or received in an attempt to influence a person’s behaviour, in order to obtain or retain business, or to secure an unfair benefit or advantage.

Corruption - Corruption is dishonest behaviour by those in positions of power, such as managers or Government Officials. Corruption can include giving or accepting bribes or inappropriate gifts, under-the-table payments or benefits, diverting funds, laundering money, and defrauding investors.

Employee “Employee” includes all directors, officers, employees engaged directly or indirectly, wherever located regardless of grade and position, in terms of all dealings and transactions in all countries where BCPL operates.

Family Member Family Member means spouse, parent, sibling, grandparent, child, grandchild, mother or father-in-law, domestic partner, or other family member who lives with you or who is otherwise financially dependent on you, or on whom you are financially dependent.

2. **Scope & Applicability**

This policy shall be applicable and binding on all employees, or any other person associated with BCPL (including all employees and associates of its subsidiary and affiliate) and such other persons, including those acting on behalf of BCPL, including directors, who in turn shall ensure that financial consultants, intermediaries (corporate agents, brokers etc.), distributors, vendors, consultants, advisors, suppliers, contractors or other third parties engaged with BCPL are aware of and adhere to these standards. Every employee is bound to comply this policy as part of the Code of Conduct.

The purpose of the policy is to safeguard and promote legitimate business throughout the organization and to prevent and prohibit corruption, bribery and similar acts in connection with the organization. BCPL will communicate the policy and practical procedures and its approach for the implementation of the policy to its employees.

3. **Objective**

- a) Set out responsibilities for each personnel working for and on behalf of BCPL, in observing and upholding our position on bribery and corruption in all dealings.
- b) Provide information and guidance to employees including any third party on how to recognize and deal with bribery and corruption issues.
- c) Give highest importance to confidentiality of data in-hand of BCPL & its business relationships.
- d) Identify and address any potential conflicts of interest.
- e) Initiate steps to ensure that no financial or other incentives are offered or accepted by or on behalf of BCPL and to Act with integrity in all business dealings of BCPL.
- f) Encourage employees and Directors to be vigilant and to act diligently in good faith.
- g) Provide ongoing training on business ethics to all our employees at all levels and locations.

4. **Anti-Bribery & Corruption**

Under no circumstances, any employee may offer, promise or grant anything of value to

- a) Any person, or members of their family; or
- b) Charitable organization suggested by such a recipient; or
- c) Or any other entity and/or individual, directly or indirectly related and having a conflict of interest with the employee;

For influencing the recipient to take or refrain from taking any official action, or to induce the recipient to conduct business with BCPL.

5. **Accepting or Giving Gifts and Entertainment**

In general, employees should not accept gifts or conveyance of anything of value (including entertainment) from current or prospective clients of BCPL and its consultants or agents, partners, vendors, any other entity, any other entity or individual, directly or indirectly related.

Employees should never accept a gift under any circumstances in which it could even appear to others that the business ethics may be compromised. Similarly, employees may not accept or allow a close family member to accept gifts, services, loans or preferential treatment from clients, agents or others in exchange for a past, current or future business relationship. Cash gifts or their equivalent (e.g., gift cards or vouchers) may not be accepted under any circumstances.

- a) Non-cash gifts may be accepted when permitted under applicable law if they are:
 - nominal in value (e.g. diaries, planners and similar stationery, inexpensive food items or any other items up to a maximum of approx. INR 15,000/-
 - reasonable meals and entertainment at which the giver is present, such as an occasional business meal or sporting event; or
 - reasonable gifts not meant to influence BCPL business.
- b) reasonable gifts and entertainment may be offered to clients, by person authorized to do so, subject to the required approvals up to a maximum of approx. INR 15,000/-. The limit may be amended subject to required approval on account of special occasion / festive gift.

If employees have any questions about the appropriateness of accepting a gift, invitation or other prize, employee should disclose and discuss the matter with their manager prior to participation or acceptance.

6. Political Contributions

BCPL upholds its commitment to not support any specific political party or have any political affiliation. No political contributions shall be made on behalf of BCPL either directly or indirectly to any political party or for any political purpose without the prior approval of the Board of Directors.

7. Charitable contributions

BCPL shall ensure that charitable contributions and sponsorships are not used as a vehicle for bribery. BCPL shall disclose all our charitable contributions and sponsorships and ensure that all such transactions are legal and ethical under Companies Act, local laws and practices.

8. Responsibility

As a part of engagement with BCPL and as an ethical responsibility, all the stakeholders such as Board of Directors, senior management, managers and all other employees shall be responsible for the enforcement of and compliance with this policy on business conduct to ensure awareness and compliance.

If one is asked to make a payment on the Company's behalf, one should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. One should always ask for a receipt, which details the reason of the payment. If one has any suspicions or concerns regarding a payment, one should raise these with the HR/ Legal /Compliance Officer, wherever possible, prior to taking any action.

Employees need to be alert about possible violations of this policy and report them to the HR, Legal & Compliance department. Employees must cooperate in any internal or external investigations of possible violations.

9. Channel for complaint:

The complainant may send a communication through email or directly in writing through a letter to,

The Compliance Officer
Blacksoil Capital Private Limited
1203, Lodha Supremus, Senapati Bapat Marg,
Lower Parel – West
MUMBAI - 400013
Email: blacksoil.compliance@blacksoil.co.in>

10. Amendments to the Policy

Any Changes to the policy on account of regulatory requirements will be reviewed and approved by the Board of Directors of the Company annually. The Board will give suitable directions/ guidelines to implement the same.

11. Consequences of Breach

Violation of this Policy by any Employee or any other person associated with BCPL will be considered a serious misconduct. Any Employee found in breach of this Policy may face disciplinary action including the possibility of termination from employment.