LLOYDS ENTERPRISES LIMITED

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(CIN) L27100MH1986PLC041252

ANTI BRIBERY AND ANTI CORRUPTION POLICY

Introduction

Lloyds Enterprises Limited ("**The Company**") has a policy to conduct all the business in an honest and ethical manner. The Company takes a zero-tolerance approach to bribery and corruption and commits to act professionally, fairly and with integrity in all business dealings and relationships, wherever the company operates. The designated personnel of the Company are strongly prohibited from engaging in any form of unethical activities. This includes a prohibition against direct bribery and indirect bribery, including payments that can be routed through third parties. If any employee, partner vendor, supplier, stakeholder suspects or becomes aware of any potential bribery involving the employee, it is incumbent upon the person to report it to the Compliance Officer.

The most prevalent forms of bribery and corruption stem from:

i) Payments to the Company's employees or their relatives, or to a third party, to secure an advantage in business transactions.

ii) Political contributions made to secure advantage in business transactions.

iii) Sponsorship used to secure advantage in business transactions.

iv) Facilitation payments made to secure or accelerate routine or necessary business actions.

v) Gifts, hospitality, and expenses payments made to secure advantage in business transactions.

Definitions

- **"Bribery"** means to obtain or accept or attempt to obtain or promise for giving, receiving, soliciting or accepting of financial or other advantages, or any other thing of value, to influence or reward the behaviour of a person who is in a position of trust to perform a public, commercial or legal function to retain or obtain a commercial advantage. Bribes are payments made in the form of money or anything else of value in return for a business favour or advantage.

- **"Bribe"** A bribe is an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to directly or indirectly offer a bribe or receive a bribe. It is also a separate offence to bribe a government/ public official.

- **"Corruption"** is dishonest, improper and usually unlawful conduct intended to secure a benefit undertaken by a person or organization entrusted with authority to attain illicit benefit or abuse power for one's private gain.

- **"Conflict of Interest"** – A Conflict of Interest arises when any relationship (whether personal or professional), influence or activity may impair or appear to impair the ability of designated persons to
  a) make fair and objective decisions when performing their jobs, or
  b) act in the best interests of the Company.

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

- **‘Gift’** means any item of considerable value, given to/received from a party that has business dealings with the organization.

- **“Government/ public official”** includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory.

- **“Political Contribution”** is any gift, loan, advance or deposit of money or anything of value made for the purpose of influencing any state, country, or local election for political office or ballot initiative; and/or to pay debt incurred in connection with any an election or ballot initiative.

- **“Third party”** means any individual or organisation that an associate 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 associates and government and public bodies including their advisors, representatives and officials, politicians and political parties.

Objective

The purpose of this policy is to:

a) Set out responsibilities to comply with laws against bribery and corruption.
b) Provide guidance on how to recognize and deal with bribery and corruption issues.

The Company undertakes 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.

Scope

This policy applies to all dealings, transactions, and expenses for and on behalf of the Company. It also applies to all stakeholders working for or acting on behalf of the company or any of its subsidiaries.

Policy

A bribe may be anything of value and not just money - 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 can pass directly or through a third party.

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.

The Company may make a charitable donation for humanitarian needs and other factors, including all kind of Corporate Social Responsibility. All such contributions must be made aligning with Lloyds Group’s internal Policies. Such donations shall be made without demand or expectation, so that our donations would not be considered as bribes, as this would be a violation of the anti-corruption laws and Company’s Code of Conduct.

What is not acceptable?

It is not acceptable for any designated persons to involve in the following activities: -

a) Accept an offer of a gift of any size from any Third Party which is in negotiation with, or is submitting a proposal with the company.

b) Give, promise to give or offer, any payment, gift, hospitality or advantage with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given.

c) Give, promise to give or offer, any payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure.

d) 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.

e) Threaten or retaliate against, another employee who has refused to commit a bribery offence or who has raised concerns under this Policy.

f) Engage in any activity that might lead to a breach of this Policy.

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

Procedure

a) How to raise a concern

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 lloydsenterprises@lloyds.in.

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

It is his/her responsibility to inform/report it to their respective Managers and the Compliance Officer via lloydsenterprises@lloyds.in as soon as possible if you are offered a bribe by a third party, you are asked to make one, suspect that this may happen in the future or believe that you are a victim of another form of corruption or other unlawful activity.

You must refuse to accept or make the payment from or to a third party, explain our policy against accepting or making such payment and make it clear that the refusal is final and non-negotiable because of this Policy. If you encounter any difficulty making this refusal,
you should seek assistance from your manager.

c) Protection

Those who refuse to accept or offer a bribe or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Company encourage openness and will support anyone who raises genuine concerns in a good faith under this Policy, even if they turn out to be mistaken.

The Company is committed to ensure that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in a 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 treatment, he/she should inform his/her manager or the Compliance Officer via lloydsenterprises@lloyds.in 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 in 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 the 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 for the same.

Investigation

The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

He shall have a duty to co-operate with the Compliance Officer / the Chairman of the Audit Committee appointed by it in this regard and shall be subject to strict disciplinary action up to and including immediate dismissal, if they fail to co-operate in an investigation, or deliberately provided false information during an investigation.

Subject(s) have a right to consult with a person or persons of their choice, other than the Compliance Officer / and/or members of the Audit Committee and/or the Whistle Blower. He has a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed, or tampered with and witness shall not be influenced, coached, threatened, or intimidated by him.

Unless there are compelling reasons not to do so, he will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong-doing against him shall be considered as maintainable unless there is good evidence in support of the allegation. He has a right to be informed of the outcome of the investigations.

If allegations are not sustained, he should be consulted as to whether public disclosure of the investigation results would be in the best interest of him and the Company.

All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Protected Disclosure to appropriate external regulatory authorities.

Breach of this Policy & Penalties.

The breach of this policy by the designated persons of the Company may lead to disciplinary action being taken in accordance with the Company's Disciplinary Procedure. Serious breaches may be regarded as a gross misconduct and can lead to an immediate dismissal.

All employees are expected to fully co-operate in any investigation into suspected breaches of this policy or any related processes or procedures.

If any part of this policy is unclear, clarification should be sought from the Compliance Officer who is responsible for this policy.

If necessary, the corrective actions shall be prescribed or suggested to appropriate managers, officers and employees for implementation.

Penalty

The Chairman of the Audit Committee shall, after considering inputs, if any, from the Compliance Officer shall have the discretion to recommend appropriate disciplinary actions, including suspension and termination of service of such a defaulting Designated Person.

The Compliance Officer shall also recommend if any of the violation is potentially criminal in nature and should be notified to the authorities.

In the event of criminal or regulatory proceedings, the Designated Persons shall co-operate with the relevant authorities. Depending on the nature and scale of default by the defaulting Designated Person, the Compliance Officer may also recommend to the Board to commence civil or criminal proceedings against such a Designated Person in order to enforce remedies available to our Company under applicable laws.

Gift Hospitality and Entertainment

This policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest, and bona fide corporate hospitality, and if its purpose is to improve our company image, present our products and services, or establish cordial relations.

Gifts, Hospitality & Entertainment must be:

a) Legal under all the applicable anti-corruption laws.

b) Must be duly approved. Under the Normal business hospitality must always be approved at the appropriate level of management.

c) Not cash or a cash equivalent.

d) Never given or accepted if any improper action is expected in return.

e) Modest promotional gifts are permitted. It is acceptable to offer modest promotional materials to contacts e.g. branded pens. Use of one’s position with the company to solicit a gift of any kind is not acceptable.

However, the Company allows associates occasionally to receive unsolicited gifts of a very low intrinsic value from business contacts provided the gift is given unconditionally and not in a manner that could influence any decision- making process.

Our Expectations

The Company’s reputation depends on the conduct of the employees as well as the conduct of those with whom we do business. It is our goal to ensure that employees and the third parties, with whom we work, reflect the same high ethical standards and demonstrate a commitment towards compliance with all the applicable laws.

We further expect our third parties to ensure that their employees and subcontractors understand and comply with this Anti-Bribery & Anti -Corruption Policy.

Failure to comply with this Anti-Bribery & Anti - Corruption Policy or any applicable anti-bribery laws, which may result in civil or criminal penalties, as well as termination of the employment or business relationship.

Responsibilities

a. Audit Committee / Board of Directors

i. The Audit Committee/ Board of Directors of the Company shall have oversight of governance and compliance with this Policy. Aggravated cases of breach of this Policy shall be escalated immediately to the Audit Committee or Board.

ii. The Audit Committee will monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy and effectiveness.

b. **Compliance Officer**

The Company shall, from time to time, designate an employee of adequate seniority, competence, and independence as the Compliance Officer to ensure compliance with the provisions of this Policy and the same shall be notified to the organization. The Company Secretary & Compliance Officer will be responsible for the purpose of this Policy.

Every person to whom this policy applies is responsible for the success of this Policy and should ensure that he /she should use it to disclose any suspected activity or any wrong-doing.

Display and Communication of Policy

- The Policy shall be displayed to all employees through the internet portal and website of the Company.
- Policy Awareness shall be conducted regularly through various discussion and communication forums.

Periodic Review and Evaluation.

- Our Board of Directors will monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy and effectiveness.
- The Company reserves the right to vary and/or amend the terms of this Policy from time-to-time basis.

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This Policy was amended by the Board of Directors on 11th November, 2025