

KFIN TECHNOLOGIES LIMITED (“KFINTECH”)

Document Name **Anti-Bribery and Anti-Corruption Policy**

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ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

SIGNATORIES

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VERSION CONTROL

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PURPOSE OF THE POLICY

KFin Technologies Limited including its subsidiaries, joint ventures and branches (collectively referred to as “Company”/ “KFintech”) is committed to conduct business with the highest standards of integrity, transparency, and ethical standards; thereby complying with all applicable anti-bribery and anti- corruption laws and regulations including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Anti-Bribery and Anti-Corruption Policy (“ABAC Policy”) has to be read in conjunction with the Code of Conduct and Business Ethics Policy (Please refer to the said Policy here <https://investor.kfintech.com/wp-content/uploads/2023/10/Code-of-Conduct-and-Business-Ethics.pdf>).

This ABAC policy does not endorse or encourage the giving, receiving, or exchange of gifts, benefits, offers, or any form of bribery or corrupt practice. Rather, its purpose is to ensure that any such exchanges occur only in justified circumstances and are conducted with the highest standards of ethics, integrity, and transparency.

SCOPE AND APPLICABILITY

This Policy applies to all employees (full and part time), directors, officers, consultants, contractors, agents (together referred to as “employees” in this document), intermediaries, vendors, business partners, and any other third parties acting on behalf of KFin Technologies Limited globally.

At all times, all KFintech employees must comply with the anti-bribery and anti-corruption laws of the country they are in, where applicable. In addition, irrespective of local legal requirements or the absence of such laws, employees must always adhere to the principles and standards set out in this Policy.

DEFINITIONS

- a. **Anti-bribery and Anti-Corruption Laws** mean all applicable Anti Bribery and Anti-Corruption Laws / statutes / regulations / guidelines / codes, etc., stipulated by relevant authorities with whom KFintech has business relation and association.
- b. **Bribery** is an act of offering, promising, providing, accepting, or soliciting, whether directly or indirectly anything of value to influence the actions of an individual in a position of trust or to obtain an improper business advantage.
- c. **Corruption** means the abuse of entrusted power for private gain, including bribery, kickbacks, facilitation payments or any unethical practices, directly or indirectly associated with the persons entrusted with such power. It is usually designed to obtain financial benefits or other personal gain.
- d. **Defaulting Employee** means any employee who violates, disregards, or fails to comply with the obligations, standards, controls, or requirements prescribed under this Policy or any related internal regulation, whether through action, omission, negligence, or wilful misconduct.

- e. **Entertainment** includes leisure activities such as vacations, trips, access to recreational facilities, or tickets/passes to cultural, sporting, or entertainment events.
- f. **Facilitation Payments** shall mean any small unofficial payments made to expedite or secure the performance of routine governmental actions.
- g. **Gift** refers to anything of value that is offered without any expectation of payment or contractual obligation. This includes both monetary and non-monetary items. Gifts may be tangible, such as cash, precious metals, jewellery, artwork or similar valuables, or intangible, such as discounts, services, loans, favours, special privileges, benefits, or rights that are not ordinarily accessible to the general public.
- h. **Hospitality** means and covers refreshments, meals, travel, and accommodation provided in a business context.
- i. **Kickbacks** are typically payments made in return for a business favour or advantage.
- j. **Relevant Regulations** shall mean all the laws relevant to countering bribery and corruption as applicable for the conduct of the Company’s business across all the jurisdictions in which it operates. Different statutes adopt different yardsticks to determine whether a particular act or omission is an offence thereunder. The list and key aspects of “Relevant Regulations” are provided in **Annexure A**.
- k. **Third party** includes any individual or organization, who/which comes into contact with the Company or transacts with the Company and also includes actual and potential clients, vendors, consultants, retainers, agents, advisors, distributors, business associates, partners, contractors, suppliers or service providers who work for and on behalf of the Company.
- l. **Undue Advantage** refers to any benefit, gain, or favor obtained improperly, unlawfully, or unfairly, often through coercion, fraud, abuse of power, or corruption. It typically arises in contexts such as bribery, conflicts of interest, or abuse of authority.

POLICY STATEMENTS

4.1 Prohibition of Bribery and Corruption:

- i. KFintech does not tolerate bribery or corruption in any form or manner. The Company is committed to implementing and enforcing adequate procedures to prevent, deter, detect and counter, bribery and corruption in any form or manner.
- ii. As a part of this commitment, offering, promising to offer, or accepting bribes, directly or indirectly, and being involved in corruption is prohibited. This commitment is reflected in every aspect of KFintech’s business.
- iii. The Company is committed to maintaining detailed and accurate books of account of all transactions, which will aid in detection of bribery or corruption.
- iv. Any violation of this ABAC Policy by a KFintech Personnel will be regarded as a serious matter and shall result in disciplinary action. In addition, most countries’ legislations impose a strict liability and, in some cases, even criminal liability on the Personnel and Directors, that fail to prevent bribery within their business. Depending on the jurisdiction in which the violation occurs, KFintech reserves the right to take appropriate disciplinary or legal action in accordance with applicable local laws and internal procedures.
- v. This ABAC Policy constitutes a minimum standard that must be complied within all countries of the Company’s business and operations. These minimum standards are

applicable even when this ABAC Policy is stricter than the anti-bribery and anti-corruption laws that are prevailing in any country. However, when the applicable anti-bribery and anti-corruption laws are stricter than this ABAC Policy then such laws must be complied with.

- vi. No employee shall be involved in offering or receiving any bribe or its equivalent in any form. It shall be the responsibility of every employee to bring any such incident to the notice of the Control Group.
- vii. Facilitation payments are strictly prohibited irrespective of local customs or practices.

4.2 Gifts and Hospitality

- i. No employee shall give or receive gifts unless prior approval for the same is taken from the Head of Human Resources, except sweets, dry fruits of reasonable value as customary Diwali gifts. Such an act should not compromise the interests of the Company in any manner whatsoever. Following are broad guidelines:
 - a. All Gifts received by any employee shall be reported to the Head of Human Resources. Such Gifts shall be entered in a Gifts Register and maintained by Department of Human Resources and released only if is not prejudicial to the interests of the Company and value of which should be within the threshold as prescribed by the Company from time to time.
 - b. All Gifts so intended to be given to the clients should be pre-approved by the Reporting Line Manager and should mandatorily be entered in the Gifts Register maintained by the Department of Human Resources.

4.3 Political and Charitable Contributions

- i. Political contributions on behalf of the Company are prohibited unless expressly authorized by the Board as per applicable laws.
- ii. Charitable contributions must be transparent, legitimate, and not used as a conduit for bribery.

4.4 Third Parties and Business Partners

- i. Every agreement entered with the vendors or service provider shall carry suitable provisions mentioning that it shall not involve itself in offering or receiving any bribe or its equivalent in any manner whatsoever.

4.5 Record Keeping

- i. All accounts, invoices, and records must accurately reflect the nature of transactions.
- ii. False or misleading entries are strictly prohibited

ROLES AND RESPONSIBILITIES

i. Employees:

- All Employees must read, understand, and comply with this Policy. It is the responsibility of all employees to prevent, detect, and report bribery and other forms of

corruption. Any suspected breach or any Red Flag indicators (Refer **Annexure B**) of this Policy must be reported to the Head of Human Resources as soon as possible or to the Control Group to mitigate the risks and other consequences arising therefrom.

- The email of the Control Group shall be controlgroup@kfintech.com
- Any breach occurring under this Policy may result in disciplinary action, including immediate dismissal for gross misconduct. Company reserves the right to terminate relationships with other employees or organizations that breach this policy.
- All employees shall be provided regular training on this policy as part of employee induction and during Company's routine trainings on policies

ii. Board of Directors

- The Board of Directors of the Company ("Board") shall have oversight of governance and compliance with this ABAC Policy.
- Serious or aggravated violations shall be escalated to the Board for immediate review.
- The Board shall periodically review and ensure the Policy's suitability, adequacy, and effectiveness.
- The Board shall ensure appropriate controls and resources are in place to prevent and detect bribery and corruption.
- Any political contributions require prior Board approval and may be made only in compliance with applicable laws.
- Based on recommendations from the Compliance Officer and Head of HR, the Board may decide to initiate civil and/or criminal proceedings against an employee where warranted under applicable laws.

iii. Compliance Officer

- The Company shall designate a suitably senior, competent, and independent employee as the Compliance Officer, and notify all employees of such appointment.
- The Compliance Officer shall ensure regular and ongoing training and awareness on this ABAC Policy for all employees.
- All reports, complaints, doubts, or concerns relating to this ABAC Policy must be raised directly to the Compliance Officer, and any employee receiving such information shall promptly forward it.
- The Compliance Officer shall review and investigate all suspected violations and take appropriate action in accordance with this ABAC Policy.
- Depending on the nature and scale of the violation, the Compliance Officer— in consultation with the Head of Human Resources— may recommend to the Board that civil and/or criminal proceedings be initiated against the concerned employee under applicable law.

ENTERPRISE -WIDE RISK ASSESSMENT (EWRA)

KFintech shall establish and maintain an Enterprise-Wide Risk Assessment ("EWRA") framework to identify, assess, document, and periodically reassess bribery and corruption risks across its

operations in India. The EWRA shall provide a structured and entity-wide view of the inherent and residual bribery and corruption risks associated with the KFinTech's business activities, operating environment, and stakeholder interactions, and shall serve as a key foundation of this Anti-Bribery and Anti-Corruption policy.

The EWRA shall take into account relevant internal and external risk factors, including but not limited to the nature and scale of KFinTech's operations, geographic exposure, degree of interaction with government and public officials, reliance on third parties, agents, intermediaries and business partners, procurement and contracting activities, sales and marketing practices, and the use of gifts, hospitality, donations, sponsorships, facilitation payments, or other benefits. The assessment shall also consider applicable legal, regulatory, and enforcement trends relevant to bribery and corruption risks in India.

The EWRA shall be conducted on a periodic basis, at least annually, and additionally whenever there are material changes to KFinTech's business model, organizational structure, ownership, geographic footprint, regulatory landscape, or risk profile that may impact bribery and corruption exposure. The methodology, assumptions, risk scoring or categorisation, and conclusions of the EWRA shall be appropriately documented in a manner that allows for effective oversight, review, and auditability.

The outcomes of the EWRA shall be used to design, implement, and enhance KFinTech's ABAC framework, including policies, procedures, internal controls, training and awareness programs, third-party due diligence, and monitoring and assurance activities, to ensure bribery and corruption risks are managed effectively and remain within KFinTech's risk appetite. Records relating to the EWRA shall be retained in accordance with applicable laws and KFinTech's record retention requirements.

MONITORING THE EFFECTIVENESS OF THE POLICY

KFinTech shall maintain a structured and risk-based process to monitor and assess the ongoing effectiveness of its Anti-Bribery and Anti-Corruption ("ABAC") policy. This process shall include periodic reviews and oversight activities designed to evaluate whether ABAC policies, procedures, and internal controls are operating as intended and remain effective in practice. The scope and focus of such monitoring shall be informed by the results of the Enterprise-Wide Risk Assessment ("EWRA") and other relevant compliance observations. The outcomes of effectiveness assessments, including identified control weaknesses or opportunities for enhancement, shall be documented and reported to Senior Management and, where applicable, the Board of Directors or the Control group thereof, and shall be used to support timely remediation and continuous improvement of the ABAC policy.

REPORTING OF CONCERNS AND INVESTIGATIONS

- i. All employees and third parties are encouraged to report any suspected bribery, corruption, or ethics violations without fear of retaliation. Reports can be made confidentially through the Company's Whistleblower and Vigil Mechanism (Please refer to the Policy here https://investor.kfintech.com/wp-content/uploads/2022/07/KFintech_Whistle-Blower-and-Vigil-Mechanism-Policy.pdf)
- ii. The Company shall extend protection to whistleblowers against any adverse consequences.
- iii. For the reported concern(s) of potential or actual violation(s) of this ABAC policy, the Compliance Officer shall take appropriate steps such as:

A. Investigation:

- Enquire or investigate the reported concern for potential violation of this ABAC Policy with the objective to determine the facts.
- The principles of natural justice shall be followed to ensure that all the relevant KFintech Personnel are provided with an opportunity to make their case before the investigation team.
- Experts with the right knowledge and skills may be appointed to investigate the reported concern.
- The investigation process and the report should be kept confidential and shall be shared only with such persons on "need to know" basis under applicable law or Company's standard investigation process.

B. Corrective Action: If necessary, corrective actions shall be prescribed or suggested to appropriate managers, officers and employees for implementation by the Compliance officer.

C. Disciplinary Action:

- The Compliance Officer shall after considering the inputs from relevant stakeholders recommend appropriate disciplinary action, including but not limited to suspension and termination of service of such a defaulting employee.
- The Compliance Officer shall also recommend if the violation is potentially criminal in nature and the same should be notified to the relevant law-enforcement or anti-corruption authorities of the country in which the act has taken place, in accordance with the applicable laws and regulations.
- In the event of criminal or regulatory proceedings, the defaulting employee shall cooperate with relevant authorities.
- Depending on the nature and scale of default, the Compliance Officer in consultation with the Head of Human Resource Department may also recommend to the Board to commence civil and/or criminal proceedings against such employee in order to enforce remedies available to the Company under applicable laws.

ANNEXURE A – RELEVANT REGULATIONS

The table below lists the key laws that are mandatorily required to be complied with in relation to anti-bribery, anti-corruption, governance, and anti-money-laundering obligations. These laws form part of the binding requirements referenced under Clause [3(j)] –Relevant Regulations of this Policy.

Law / Regulation	Scope & Coverage	Key Offences / Requirements	Penalties / Corporate Liability
Prevention of Corruption Act, 1988 (as amended 2018)	India's principal anti-corruption law; applies to public servants, individuals, and commercial organisations, including foreign bodies doing business in India.	<ul style="list-style-type: none"> • Prohibits offering/accepting undue advantage • Criminalises bribery by and to public servants • Covers bribery by commercial organisations. 	<ul style="list-style-type: none"> • Bribe-givers: up to 7 years + fine; safe-harbor for coerced reporting. • Corporate liability for acts done with consent/connivance of management.
Bharatiya Nyaya Sanhita, 2023 (replacing the IPC)	India's current criminal code covering offences such as dishonest misappropriation, breach of trust, cheating, and election-related bribery.	<ul style="list-style-type: none"> • Addresses fraud -related conduct not covered under the Act. • Supports enforcement in private-to-private corruption cases. 	<ul style="list-style-type: none"> • Penalties vary by offence; includes imprisonment, fines, and general corporate criminal liability.
Prevention of Money Laundering Act, 2002 (PMLA)	Criminalises laundering of proceeds of crime including corruption -related funds; applies to individuals and entities.	<ul style="list-style-type: none"> • Mandatory KYC, record-keeping, and reporting. • Powers to attach /confiscate tainted assets. 	<ul style="list-style-type: none"> • Imprisonment for laundering offences; attachment of properties; penalties for non-compliance with AML duties.
Foreign Contribution (Regulation) Act, 2010 (FCRA)	Governs acceptance/use of foreign contributions and hospitality; restricts certain classes such as public servants and political actors.	<ul style="list-style-type: none"> • Requires registration/permission for foreign contributions. • Strict accounting and disclosure rules. 	<ul style="list-style-type: none"> • Criminal prosecution, cancellation of permission, and confiscation for violations.

ANNEXURE B- RED FLAG INDICATORS

(Refer Clause 4.5(A)- Roles and Responsibilities of employees)

While an exhaustive list cannot be provided, set out below are indicative questionable transactions or situations that the employees should be careful about – which, when appearing together or individually, should raise a ‘Red Flag’ to the Reporting Manager or the Compliance Officer:

- i. A contract requires the use of a third-party consultant where the third party’s principal or owner is a government official;
- ii. The business lacks qualifications or resources i.e. the potential business partner does not appear capable of performing the services being offered. Sham service contracts, under which corrupt payments are disguised using a consulting agreement or other arrangement are typical modalities for indulging in bribery or corrupt activities;
- iii. Any potential partner who provides guarantees of success or claims to have the ability to obtain licenses or other government approval without providing a description of a legitimate manner by which those goals will be accomplished;
- iv. Transactions involving unusual payment patterns or financial arrangements. Accordingly, a request to pay unusually high commissions is a warning sign of possible corruption. A request to deposit commissions in multiple bank accounts, perhaps in offshore banks, also justifies additional scrutiny;
- v. A potential third party who refuses to accept an ABAC or anti money laundering clause in the proposed contract;
- vi. Based on pre-acquisition due diligence, it becomes apparent that the potential counterparty has a reputation for offering bribes or violating other laws or indulging in unusually structured transactions;
- vii. Inflated payouts to, or questionable role in the project of potential counterparty or its affiliate;
- viii. A proposed third-party resist or fails to provide details of parentage or has undisclosed principals, associates or subcontractors with whom it splits fees;
- ix. A third-party counterparty refuses access to its books and records where requested under the proposed contract.
- x. A Public Official suggests, requests, urges, insists or demands that a particular third party, company or individual be selected or engaged, particularly if the official has discretionary authority over the business at issue.
- xi. The third party insists on dealing with government officials without the participation of the Company.
- xii. The fee, commission or volume discount provided to the third party is unusually high compared to the market rate.
- xiii. Third party has a reputation for paying bribes or requiring that bribes be paid to them or has a reputation for having a "special relationship" with government officials.