INDIA INTERNATIONAL DEPOSITORY IFSC LIMITED

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Version 1

Owner: Risk Management Department

Document Control

Version	Prepared by	Checked by	Reviewed by	Approved by	Date
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TABLE OF CONTENT

1. **Introduction:**
   India International Depository IFSC Limited (IIDI) is committed to conducting its business ethically, with honesty, integrity, and transparency. This Policy reflects the IIDI's zero-tolerance approach towards bribery and corruption in any form and reaffirms its commitment to maintaining the highest standards of ethical conduct and corporate governance. The Policy provides guidance to Directors, Employees, and other associated persons on identifying, preventing, and appropriately addressing bribery and corruption risks in the course of business activities.

2. **Scope:**

   a) This Policy is applicable to all Stakeholders of IIDI.

   b) The Policy sets out the minimum standards that must be followed at all times. Where any local regulations are stricter than this Policy, they will take precedence over this Policy.

   c) The Policy also applies globally. If travelling outside of India, IIDI's Stakeholders are subject to the laws of the country they are in. The principles of this Policy must be followed regardless of whether or not that country has specific anti-bribery and anti-corruption laws in place or has any other procedure to determine anti-bribery and anticorruption laws.

3. **Definitions**

   i. Anti-Bribery and Anti-Corruption Laws mean all applicable anti-bribery and anti-corruption laws / statutes / regulations / guidelines / codes, etc., stipulated by the applicable governmental, legislative, judicial or regulatory authority(ies) in India, from time to time.

   ii. Board means the Board of Directors of IIDI.

   iii. Bribe - A bribe is an act of offering, promising or providing an inducement or reward or payment , made either directly or indirectly in order to influence a decision of the recipient in an improper manner or to induce improper performance from the recipient, all of which may result in a business, financial or other kind of undue advantage to the offeror. A bribe may be anything of value and not just money - gifts, insider information, any type of favors, offering of business contracts, corporate hospitality or entertainment, offering employment, payment or reimbursement of travel expenses, charitable donations or social contribution, abuse of function and can pass directly or through a third party acting as an agent.

   iv. Corruption - It is the abuse of entrusted power for a private gain or for gain of any person or organization which is directly or indirectly associated with the person who is entrusted with such power.

   v. Employee(s) - Includes all permanent, probationary, temporary, or fixed term contractual employees, management trainee irrespective of their function, level or standing.

   vi. Director(s) - All members of the Board of Directors of IIDI including Public Interest Directors and Non-Independent Directors.

vii. Policy shall mean this "Anti-Bribery and Anti-Corruption Policy" together with all the schedules and annexures hereto, as the same may be amended, modified, re-stated, or substituted from time to time in accordance with the terms hereof.

viii. Stakeholder(s) - Includes Employee(s), Director(s), of IIDI, as defined above.

ix. Undue Advantage - Refers to any benefit, gain, or favour 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.

4. GIFTS

a. IIDI strictly prohibits soliciting any gifts or favours from any associates or agencies and their representatives; with whom IIDI's Stakeholder(s) deal on an official basis.

b. Notwithstanding the above, the Human Resource Department of IIDI may issue advisory on gifts from time to time, which should be adhered to by all Stakeholders of IIDI.

5. Bribery and Corruption Practices

IIDI prohibits all forms of bribery and corruption practices involving, but not limited to, public official or a private sector person or company.

6. Sensitive and Confidential Information

All Stakeholder(s), unless otherwise required by law, shall maintain confidentiality, and shall not divulge / disclose any information obtained in the discharge of their duty and no such information shall be used for personal gains.

7. Reporting of violations

a. When Stakeholder(s) suspect that act of bribery or corruption has occurred, he/she can report this to Risk Management Department at riskdepartment@iidi.co.in. He/she can also report to the Chairperson of Audit Committee at chairpersonac@iidi.co.in.

b. The Risk Management Department may communicate such incident to relevant functionaries, depending upon exigencies. The reporting person's identity in any follow up discussion or enquiries should be kept in confidence to the extent appropriate and permitted by law.

c. Officer receiving input about any suspected bribery or corruption should ensure that all relevant records, documents, and other evidence are being immediately taken into custody and being protected from being tampered, destroyed, or removed.

d. A mischievous or malicious allegation of bribery or corruption will constitute a breach of the code of conduct. Any reprisal, retaliation, or disciplinary action against Stakeholder(s) for reporting the act in good faith shall be prohibited.

8. Investigation Process

i. The Chief Risk Officer / Risk Management Department before initiating any investigative action at IIDI, should consult Managing Director & Chief Executive Officer for determining the course of action. Other departments to be consulted on need-to-know basis only.
ii. The means to carry out investigations shall be within the bounds established by law within dedicated and reasonable timeline.
iii. Investigations shall be conducted diligently with high professional standards without any bias.
iv. All investigations shall be carried out in an independent manner with due regard for the individual's rights but without regard to length of service, position held or relationship with IIDI.
v. All investigations must be kept confidential. Information may be revealed only on a need-to-know basis.
vi. Care must be taken in all investigations to avoid mistaken accusations or alerting suspected individuals that an investigation is underway.
vii. The result of investigations must be disclosed by the investigating officers to only those individuals who require the information to perform their roles.
viii. Submission of comprehensive report to the Risk Management Committee giving details, including details of the act committed, parties who committed the act, gaps in the systems & processes, gaps in adherence & compliance and suggestions for strengthening the systems & plugging the gaps, etc.
ix. The report should be, wherever necessary supported & substantiated by evidence disclosures, confession statements, statement by witnesses. All the material & documents collected prior & during the investigation should be kept confidential & under proper custody.
x. Malicious complaints will be dealt strictly, and the accused will be exonerated without any prejudice.
xi. The findings of the investigation need to be discussed out with all concerned for ensuring cross sectional views and for addressing the other requirements.
xii. Incidents of bribery or corruption should be reported to appropriate regulatory and /or law enforcement agencies as per the requirement.
xiii. History of all the investigations needs to be maintained & tracked.

a. Any complaint against Executive Committee Group (ECG) including those against Managing Director & Chief Executive Officer shall be investigated as per the directions given by the Chairperson of Audit Committee.

b. Any complaint against the Chairperson of IIDI's Audit Committee or against the Chairperson of IIDI's Board shall be investigated as per directions given by the Chairperson of IIDI's Board or by IIDI's Board, respectively.

9. Action in case of violation

If, at the conclusion of its investigation, IIDI determines that a violation has occurred, IIDI will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of IIDI's Policy.

10. Training and Audit

IIDI provides appropriate training to its Stakeholders on prevalent Anti Bribery & Anti-Corruption laws, their role and importance, in order to be in conformance with legal requirements and be in compliance thereof.

The Anti-Bribery and Anti-Corruption Policy shall be subject to an independent review and audit at least annually to evaluate its adequacy, effectiveness, and compliance with applicable laws and best practices. Based on the findings and recommendations arising from such review, the Policy and related procedures shall be updated, where necessary, to ensure their continued relevance and effectiveness.

11. Roles and Responsibilities of Stakeholders of IIDI.

It is the duty of every Stakeholder(s) of IIDI to go through this Policy and adhere to its tenets.

12. Amendments and Modifications

The decision of IIDI's Board of Directors with regard to any or all matters relating to this Policy shall be final and binding on all concerned. The Board of Directors shall have the power to modify, amend or replace this Policy in part or full, as may be thought fit from time to time in their absolute discretion.