



ANTI-CORRUPTION POLICY

About VBHC

VBHC Value Home Pvt. Limited (formerly Value and Budget Housing Corporation and henceforth referred to as VBHC) is a private company headquartered in Bangalore, India. VBHC prides itself for operating at the highest level of industry standards in a safe and environmentally responsible manner.

VBHC is fully committed to the highest standards of business conduct and operates in full compliance with the applicable laws.

This Anti-Corruption Policy is a guide for the organization to ensure that VBHC conducts its business with integrity - consistent with sound business practices and fostering relationships of trust.

Entered into Force

October 2016

Policy

This Anti-Corruption Policy ("Policy"), can be amended from time to time by VBHC without notice. It is not an employment contract in any form, although adherence to this Policy is a condition for employment or service in VBHC. This Policy does not give any Stakeholder (as defined hereunder) rights of any kind.

Applicability of the Policy

This Policy applies to VBHC, its direct or indirect, wholly and majority or minority owned subsidiaries and each of their directors, officers, and full, part time or temporary employees, (collectively referred to as "**Stakeholders**") in accordance with the agreements executed between such Stakeholders and VBHC.

Any waiver of the Policy for executive officers or directors requires the prior written approval of VBHC's Board of Directors.

OBJECTIVE

VBHC's objective is to prevent the occurrence of illegal or unethical behavior. If any illegal or unethical behavior occurs, to as soon as reasonably possible after its discovery, discipline those who violate the Policy.

Duty to report concerns

It is every Stakeholder's responsibility to report, in good faith any and all actual or potential violations of this Policy, VBHC's other policies or applicable laws, including and especially complaints as to accounting or auditing irregularities or fraud and corruption ("**Concerns**"), to any of the following resources:

- Respective administrative or functional supervisor;
- VBHC's most senior manager in the department, location, function or region;
- VBHC's most senior local, regional, or corporate Human Resources or Internal Audit representative; or
- VBHC's Compliance Officer.

If someone wishes to remain anonymous can contact the Compliance Committee of VBHC by phone **(+918043479500)** or e-mail to ginni.singhal@vbhc.com, or mail to "Attn: Compliance Committee, VBHC, VBHC House, 74 & 75, Millers Road, Vasanthnagar, Bengaluru.

Confidentiality for persons who choose to remain anonymous will be maintained to the fullest extent possible.

Guiding Principles

This Policy elaborates on four guideposts to apply when analyzing business issues that may arise in the course of work:

Obey the Law

A. Generally

- VBHC is headquartered in India and conducts business internationally, and is therefore subject to the laws and regulations of many jurisdictions. It is an individual's duty to comply with applicable laws.



- Where local laws are less restrictive than this Policy, this Policy must be complied with. On the other hand, if local laws are more restrictive than this Policy, then, at a minimum, local laws must be complied with.

B. Improper Payments (Anti-bribery and Anti-Corruption)

- VBHC prohibits , its direct or indirect, wholly and majority owned subsidiaries and each of their directors, officers, and full, part time or temporary employees, from offering, promising, authorizing making, soliciting, or accepting bribes, kickbacks or other improper payments, regardless of local practice or perceived customs.
- A bribe means anything of value and not just money -- gifts, inside information, sexual favors, payment or reimbursement of travel expenses.
- Hospitality Expenses: Individuals are not allowed to give or receive extravagant meals, gifts or entertainment; values should always be reasonable. Such gifts should be given and received in a transparent manner appropriate to the business relationship.
- Government officials: Interactions with government officials present heightened corruption risk and require special attention. Government officials include any elected or appointed official (executive, legislative or judicial) of a local, state, provincial, regional or national government; any government employee, part-time government worker, unpaid government worker, or anyone empowered to act on behalf of a government; any official or employee of a public international organization such as the World Bank or United Nations; and any official, representative, or employee of a company that is under even partial ownership or control by a government, e.g. State Owned Enterprises (“SOEs”). This means that all employees of government-owned companies and instrumentalities are officials for purposes of the Policy, even if the companies are operated like privately owned corporations.
- Individuals are discouraged to enter into any transaction on behalf of VBHC with any government official to perform legal, consulting, or other services related to a matter within the scope of his/her official duties or the duties and/or the responsibilities of the government body by which s/he is employed. Any other contracts or other arrangements to be entered into on behalf of VBHC with a government official, (or one

of their immediate family members), even if not related to the scope of his/her official duties, must have the Compliance Officer's prior written approval. Political and charitable contributions: Contribution of any company funds or other assets directly or indirectly to any political party or to the campaign for or against any candidate for political office is not allowed. It is advised that any participation be done in an individual capacity in any political and charitable affairs and with the individual's own time and resources.

C. Money Laundering Prevention

Although VBHC is not a financial institution subject to various anti-money laundering legislations, in order to ensure that we do not enter into a transaction that may trigger the application of such laws, Stakeholders shall not accept any unaccounted cash payment for any services rendered or products sold. Suspicious or unusual payment activity should be reported to VBHC Compliance Officer. This regulation is not applicable regarding lawful cash transactions, like making payment into government treasury, etc.

D. Restricted Countries and Parties

- **Restricted Countries.** VBHC abides by various international sanctions regimes. For example, the United States and many other countries, including the EU member countries, Canada, Japan and Australia, maintain laws that restrict VBHC dealings with certain countries, entities, and individuals. Prior to engaging in business, Stakeholders must ensure that their planned activity does not involve "Restricted Countries" or "Restricted Persons." For questions on this section, consult the VBHC Compliance Officer.
- Consistent with these economic sanctions laws, VBHC is precluded from engaging in nearly all activities involving Crimea, Cuba, Iran, Syria, and Sudan. In addition, VBHC is also precluded from engaging in certain activities involving North Korea and Russia. The foregoing countries are referred to collectively as "Restricted Countries." Stakeholders should never engage directly or indirectly in business with, or with citizens of, Restricted Countries without first contacting the Compliance Officer.



- **Restricted Parties.** VBHC also abides by certain economic sanctions laws that restrict dealings with various individuals and entities located around the world, such as certain government officials, government agencies, and state-owned entities, and terrorists and drug traffickers. These individuals and entities are designated on lists maintained by the U.S. Department of Commerce, U.S. Department of State, and U.S. Department of Treasury. The EU maintains similar lists. Individuals and entities designated on these lists are referred to collectively as “Restricted Parties.”

Prior to entering into relationships with new customers, suppliers, and third parties, VBHC requires that all such parties are screened through the Office of Foreign Assets Control (“OFAC”) list search tool site at http://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/fuzzy_logic.aspx, to confirm that none are Restricted Parties. If there is a questions about whether a customer, supplier, or third party to has been screened, contact the Compliance Officer.

3) **Anti-Boycott Laws.** U.S. based companies and individual employees of that company, regardless of their location, are prohibited from cooperating with certain boycotts imposed by the laws of other countries, such as the Arab League boycott of Israel. Please contact the Compliance Officer regarding following requests: (i) refuse, or agree to refuse, to do business with or in Israel or with a national of Israel; (ii) refuse to employ, or otherwise discriminate against, a person based on race, religion, sex, or national origin, in response to a boycott request; (iii) furnish information about the race, religion, sex or national origin, or the past, ongoing, or proposed future transactions or relationships of a party where the information is sought for boycott-related purposes; and (iv) pay, honor, confirm or otherwise implement a letter of credit or other commitment that contains any prohibited boycott requirement or request.



Avoiding Conflicts of Interest

- A. An employee must devote professional attention to the interests of VBHC and its customers above their own personal interests or interests of others. A 'conflict of interest' exists when an individual's personal interest or position in a transaction or situation interferes or has the potential to interfere in any way with VBHC's interests.

B. Personal Business Relationships

An employee should avoid financial, business or other relationships or activities directly or indirectly – whether as an investor, lender, board member, employee, volunteer, or other service provider – that might conflict with VBHC's interests or the performance of their duties or loyalty, or result in activities that would jeopardize or compete with VBHC's business. For example, avoid accepting outside employment with, borrowing from or lending funds to, or acquiring or maintaining a direct or indirect ownership interest in any business enterprise of a competitor, customer, or supplier of goods, services or credit to VBHC.

C. Company Opportunities

Business opportunities are company assets, and any business opportunities that an employee discovers or work on while using company resources belong to VBHC. It is the employee's duty and responsibility to advance VBHC's legitimate business interests whenever possible.

D. Public Service

An employee may not serve as a public official in any capacity without the prior written approval of the Compliance Committee after a thorough review to determine whether such service complies with conflict of interest laws and applicable anti-corruption laws.

Keep Accurate, Complete, And Honest Records

A. Creating and Managing Business Records

This section shall be applicable to the employees, offices and directors of VBHC.

- All communications generated or received for work may be considered business records, including emails, phone calls and notes, expense reports, time sheets, memoranda, contracts, etc. The employee is responsible for maintaining necessary records related to VBHC's business. These should always be complete and truthful, since VBHC relies upon their accuracy to make required reporting to shareholders and appropriate regulatory entities.
- All business records must always reflect the true nature of transactions and events. Intentionally falsification of records or trying to disguise what actually happened and avoiding unnecessary exaggeration, colorful language and legal conclusions is important. It is always possible for business records to become public through litigation, media, investigations, etc.

B. Financial Statements and Controls

- Shareholders, creditors and other stakeholders rely upon the accuracy of VBHC's financial information. It is used to prepare government returns, tax filings, and other performance measurements. VBHC complies with the Applicable Accounting Standards and all applicable tax and other financial reporting laws. VBHC maintains books and records in accordance with the laws of the relevant jurisdiction.
- VBHC is committed to transparency and accuracy in all dealings while respecting privacy and confidentiality obligations. For financial and tax purposes, the employees, directors and officers of VBHC shall ensure that the information provided is timely, complete, fair and accurately reflect in reasonable detail VBHC's assets, liabilities, revenue and expenses and all other pertinent transactions.
- The employees, directors and officers of VBHC shall not make or receive payments without adequate supporting documentation or establish or maintain undisclosed or unrecorded funds or assets ("off the books") for any purpose.
- Dealing with Auditors: When dealing with VBHC's internal or external auditors or government regulators about VBHC's financial statements, accounting practices or internal controls and processes, the employees, directors and officers of VBHC shall



never (i) unduly or fraudulently influence, coerce, manipulate or mislead them, or (ii) make false or misleading statements or conceal information that would make statements not misleading.

Honor Business Obligations

A. Relationships between VBHC and its customers and suppliers are founded on the principles of fairness, loyalty and mutual respect. Our business relationships are a key to our enduring success. VBHC shall not misrepresent material facts in order to gain a personal or business advantage.

B. Suppliers and Sales Representatives

The suppliers and sales representatives should be selected based on objective criteria such as price, quality, and prior performance. Competitive bids and fair evaluation of all proposals for work should be maintained where appropriate,

V. No Workplace Harassment or Violence:

All Stakeholders will be governed by VBHC Workplace Harassment Policy.

VI. Compliance is Every Stakeholder's Responsibility

All Stakeholders must:

- Comply with the Policy, to the extent applicable
- Report actual or suspected violations

VBHC's Leadership (Directors, Managers and Supervisors) should:

- Lead by example and set the tone by maintaining the highest ethical standards
- Encourage Stakeholders to come forward with questions or concerns
- Ensure awareness of the Policy and need for compliance by overseeing an adequate training initiative at least annually to avoid violations due to lack of information
- Ensure adequate policies and procedures are implemented and resources are dedicated to implement the Policy and referenced policies

VBHC's Compliance Committee should:

- Keep apprised of developments in compliance
- Periodically assess compliance risks facing the VBHC and its operations and the effectiveness of the Policy and other policies to manage that risk
- Update the Policy as and when necessary upon instructions of the Board of Directors of VBHC or suo moto
- Facilitate annual and periodic training for the Policy and applicable policies and procedures

- Be the primary point of contact for questions or concerns about the Policy and potential violations
- Report to the Board of Directors periodically and at least quarterly on the status of the VBHC's compliance with this Policy and any practical issues that have arisen in connection with administration of compliance policies
- Investigate possible violations of the Policy unless the Board of Directors determines that an independent investigation is warranted
- Immediately report to the Board of Directors any material violations of the Policy that appear to have occurred

VBHC reserves the right to change and modify this Policy at any time, and to adapt it reasonably to new circumstances and the evolution of laws, rules and regulations.