



**ANTI-BRIBERY
AND
ANTI-CORRUPTION POLICY
("ABAC POLICY")
V.02**

**DOCUMENT CONTROL:**

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TABLE OF CONTENTS

1. PURPOSE	4
2. SCOPE AND APPLICABILITY	4
3. DEFINITIONS.....	4
4. ROLES AND RESPONSIBILITIES	7
5. COMMUNICATION AND TRAINING	8
6. REPORTING AND INVESTIGATION:.....	8
7. REGULATORY COMPLIANCE AND PRECEDENCE	9
8. POLICY REVIEW.....	9
ANNEXURE A.....	10



1. PURPOSE

Mufin Green Finance Ltd (MGFL or the Company) committed to operating businesses conforming to the highest moral and ethical standards. We do not tolerate bribery or corruption in any form. This commitment underpins everything we do.

This policy emphasizes MGFL's zero tolerance approach to bribery and corruption. It establishes the principles with respect to applicable Anti-Bribery and Anti-Corruption. The policy provides information and guidance on how to recognise and deal with bribery and corruption issues. It guides us to act professionally, fairly and with utmost integrity in all our business dealings and relationships, wherever we operate.

2. SCOPE AND APPLICABILITY

This Policy is applicable to our Company and all activities undertaken for or by the Company directly or indirectly. Our Company shall recommend adoption of this Policy to the Boards of its subsidiaries, associates and joint ventures.

This Policy is applicable to all individuals working at all levels and grades, including directors, senior managers, officers, other employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, interns, seconded staff, casual workers and agency staff, agents, third parties associated with the Company or any other person associated with our Company and such other persons, including those acting on behalf of our Company, as designated by the Compliance Officer from time to time (all of the aforesaid being collectively referred to as “**Designated Person(s)**”).

3. DEFINITIONS

a. *Bribery*

Bribery includes the offer, promise, giving, demand or acceptance of an undue advantage as an inducement for an action which is illegal, unethical or a breach of trust. Bribes often involve payments (or promises of payments) but may also include anything of value - providing inappropriate gifts, hospitality and entertainment, inside information, or sexual or other favours; offering employment to a relative; underwriting travel expenses; abuse of function; or other significant favours. Bribery includes advantages provided directly, as well as indirectly through an intermediary. Bribery also includes any attempt to do any of the foregoing.

b. *Corruption*

Corruption includes wrongdoing on the part of an authority, or those in power, through means that are illegitimate, immoral, or incompatible with ethical standards. It is usually designed to obtain financial benefits or other personal gain. For example, bribes offered or promised in the form of money, a privilege, an object of value, an advantage to exert improper influence on decisions of an individual in his official capacity.

c. *Gift, Hospitality and Entertainment*

A gift is anything of value and would encompass any gratuitous monetary or non-monetary benefit. It includes tangible items such as cash, precious metals and stones, jewellery, art, and any of their equivalents, and intangible items such as discounts, services, loans, favours, special privileges, advantages, benefits and rights that are not available to the general public. Hospitality generally



includes refreshments, meals, travel and accommodation. Entertainment generally includes vacation, trips, use of recreational facilities, ticket or pass for plays/concerts/sports events. Hospitality and entertainment may also qualify as a gift unless they fall within reasonable bounds of value and occurrence.

d. Public Official

“Public Official” would include the following:

- i. any person holding a legislative, executive or administrative office of the government, or acting in the official capacity for or on behalf of a legislative, executive, or administrative office of the government, whether appointed or elected, whether permanent or temporary, whether paid or unpaid;
- ii. any person in the service or pay of the government or of a corporation established by or under a central, provincial or state statute, or an authority or a body owned or controlled or aided by the government or a government company or is remunerated by the government by fees or commission for the performance of any public duty;
- iii. any judge, including any person empowered by law to discharge, whether by himself/herself or as a member of any body of persons, any adjudicatory functions;
- iv. any person authorised by a court of justice to perform any duty, in connection with the administration of justice, including a liquidator, receiver or commissioner;
- v. any person who performs a public duty, including for a public agency or public enterprise, or provides a public service, as defined in the domestic law of the country and as applied in the pertinent area of law;
- vi. any other person who is considered as public official according to applicable laws and regulations.

e. Facilitation payment or kickbacks

“Facilitation Payments” are unofficial payments made to Public Officials in order to secure or expedite the performance/ non-performance of a routine or necessary action. They are sometimes referred to as 'speed' money or 'grease' payments or 'good-will money'. The payer of the facilitation payment usually already has a legal or other entitlement to the relevant action. “Kickbacks” are typically payments made in return for a business favour or advantage.

f. Third party

The term “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 (including academic institutions), contractors, suppliers or service providers who work for and on behalf of the Company.

g. Relevant Regulation

We uphold all laws, relevant to countering bribery and corruption, as applicable to us in the conduct of our business across all the jurisdictions in which we operate including India. Further, different statutes adopt different yardsticks to determine whether a particular act or omission is an offence thereunder. The key aspects of Prevention of Corruption Act, 1988, as applicable to the Company, is provided as “Relevant Regulation” under Annexure A.



PREVENTION OF BRIBERY:

MGFL never offer, promise, give, demand, or accept directly or indirectly, money or anything else of value for the purposes of improperly influencing a government official, third party, client, or any other persons or an entity for obtaining any improper benefit. Anything of value, includes but is not limited to gifts, entertainment, meals, hospitality, employment, charitable contributions, donations, sponsorships, travel, accommodation, and personal favours.

A kickback is a type of bribe where two individuals collude with each other so that they both gain improperly from the exchange. A kickback can be anything of value, including monetary reward, fee, commission, credit, gift, gratuity, loan, entertainment, service, or compensation of any kind that is provided in exchange for a favour.

To maintain the highest ethical standard and to comply with global anti-corruption laws, MGFL also prohibits bribery in the private sector, otherwise known as commercial bribery. Making improper payments to third parties who are not government officials or receiving improper payments from any third party is a violation.

FACILITATION PAYMENTS:

A facilitation payment is a bribe, usually of a small amount, made to a government official to speed up routine, non-discretionary activity that the government official is required to perform, such as granting permits, licenses, or other documents that allow companies to conduct business in a country. Employees from whom facilitation payments are solicited should politely but clearly decline to make such payments, citing this, Policy.

GIFTS, ENTERTAINMENT, MEALS HOSPITALITY AND TRAVEL:

Proper management of offering and accepting meals, entertainment, gifts, hospitality, and travel is key to avoiding the risks they present whether actual or perceived bribery or corruption. Small courtesies, such as a token of gift of nominal value, done in good faith or a reasonably priced meals, are not bribes. Under certain circumstances, MGFL may pay for travel and accommodation expenses for clients and government officials, to attend meetings or events that promote our products or services.

CHARITABLE CONTRIBUTIONS:

MGFL may donate for purposes of charity in the form of in-kind services or products, knowledge, time, or direct financial contributions. Charitable contributions are acceptable, provided such contributions to any organization, is not made to unduly influence or to gain an improper advantage. MGFL acknowledges legitimate request received from customer, vendor, and partners to support social causes.

SPONSORSHIPS:

Sponsorship is an arrangement under which MGFL obtains the right to associate MGFL brand with an activity, event, or organization, or other lawful benefits for consideration. It helps to promote MGFL brand, reputation and our products or services and is considered legitimate provided it serves the business purpose.

EMPLOYMENT DECISIONS:

All decisions to offer employment (including internships, whether paid or unpaid) should be made based on merit and in accordance with MGFL policies.

ENGAGEMENT OF THIRD PARTIES THAT INTERACT WITH GOVERNMENT OFFICIALS:

MGFL employees have an obligation to carefully select every third party that acts on our behalf, and they should comply with all applicable anti-bribery laws. MGFL employees should not allow any third parties to provide, offer or accept bribes, kickbacks, corrupt payments, facilitation payments either directly or indirectly, or inappropriate gifts. MGFL performs due diligence of existing and prospective third parties to determine their commitment to anti-bribery laws. MGFL may either mitigate the risks or not enter a relationship (or choose to terminate such business relationship if one already exists), if they identify any non-compliance to anti-bribery laws.

PAYMENTS MADE IN RESPONSE TO THREATS TO HEALTH AND SAFETY:

MGFL values the health and safety of all its employees. Payments made to a government official in the official capacity, to ensure personal safety in response to imminent threat of physical harm, are generally not prohibited by anti-corruption laws, and they are not prohibited by this Policy as well. When such payment is made to a government official in connection with a medical or safety emergency, the circumstances of the payment should be immediately reported to the Office of Integrity and Compliance. If paid for, will be reimbursed by the Company, the date, location, amount, purpose, circumstances that led to a fear of physical harm and nature of any such payments should be accurately recorded in our books and records. Payments made in response to ‘threat of loss of business’ such as cancellation of a contract, are considered bribery and are prohibited by anti-corruption laws and this Policy.

4. ROLES AND RESPONSIBILITIES

a. Audit Committee / Board of Directors

- 1) The Audit Committee/ Board of Directors of the Company (“**Board**”) 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.
- 2) The Audit Committee will monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy and effectiveness.
- 3) All directors, employees and any person associated and engaged by MGFL that they read, understand, and comply with this policy.
- 4) The prevention, detection and reporting of acts and conduct constituting bribery corruption shall be the responsibility of all directors and engaged by MGFL.
- 5) The directors, employees and any person associated and engaged by MGFL required to avoid any activity that might lead to or suggest a breach of this policy
- 6) The directors, employees and expected to immediately report actual or suspected or possible violations of this policy to the Compliance Department
- 7) Compliance Department will be responsible for practices to support adherence of this ABAC policy. They can also review any incidents/ transactions having a potential integrity conflict and brought appropriate decisions.



- 8) Directors, or employees or any person engaged by MGFL can also raise concerns through the Whistle Blower mechanism if they believe or suspect that a breach of or conflict with this policy has occurred or may occur in the future.

b. Compliance Officer

- i. 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 Designated Person(s).
- ii. Compliance Officer should ensure that regular and relevant on-going training and awareness sessions are made available to Designated Person(s) in relation to this Policy.
- iii. All reports, complaints, doubts or concerns in relation to this Policy shall be raised to the Compliance Officer. Any query, concerns or complaint received by any Designated Person(s) including regarding bribery or corruption issue should be promptly reported to the Compliance Officer.
- iv. Every query or concern raised in relation to any suspected violation of this Policy shall be reviewed/investigated by the Compliance Officer. Any action required to be undertaken shall be taken by the Compliance Officer in accordance with this Policy.
- v. The Compliance Officer shall have a functional reporting to the Managing Director of the Company in the event any non-compliance are noted so that necessary action can be taken by the Company promptly to mitigate the risks and other consequences arising therefrom. The following designated employee shall be Compliance Officers for the purpose of this Policy:

- a. Chief Compliance Officer of the Company

5. COMMUNICATION AND TRAINING

- a. Regular training and awareness sessions shall be made available in relation to this Policy. The details of Company's whistleblowing procedures will be disseminated throughout the Company on a regular basis.
- b. Training will be conducted either on-line or in-person or a combination of both and will be administered by the Compliance Officer. The training will be required to be conducted periodically. Training programs must not treat as a 'one-time' event and it shall be conducted at regular intervals. The training provided by in-house trainer or a professional from outside of the organisation.
- c. Our Company may also extend training programs to third parties, if it is envisaged that the work profile allocated to them carries a significant risk as per this Policy.

6. REPORTING AND INVESTIGATION:

It is the duty of all those covered under anti with this policy and report any concern or information that they may have in relation to the violation of the provision of this document in respect of anti-bribery. The report may be submitted to the Chief Compliance Officer (CCO). Alternatively, concerns on the violations of the policies may be reported through the Whistle Blower mechanism of the Company.

The Company takes all potential violations of this policy and applicable anti seriously. Thus, all allegations will be kept confidential and proper investigation will be conducted as directed by the CCO.

A quarterly report on the findings under this Policy will be submitted to the Audit Committee of the Board for information by the Chief Compliance Officer.



If any question arises as to the application or interpretation of any of these regulations, it shall be referred to the Chief Compliance Officer for a decision in the matter.

i An individual can report at two levels, as indicated below:

- Chief Compliance Officer at primary level.
- Managing Director at secondary level

ii. Investigation:

- Managing Director will form a committee to investigate.

Non-Executive Directors will have the discretion to form a committee to investigate, in such a case where any Compliance Officer/Managing Director or any executive or members of committee involved in the act.

7. REGULATORY COMPLIANCE AND PRECEDENCE

In the event of any conflict or inconsistency between the provisions of this Policy and the applicable laws, rules, regulations, notifications, circulars or directions issued by the Reserve Bank of India (RBI) or any other competent authority, the provisions of the applicable law or regulatory requirements shall prevail.

8. POLICY REVIEW

This Policy shall be reviewed periodically, and at least once every year, or earlier, if required due to any change in applicable laws, regulations, RBI Directions or the business requirements of the Company. Any amendments to the Policy shall be placed before the appropriate authority for review and approval.



ANNEXURE A

RELEVANT REGULATION

The Prevention of Corruption Act, 1988 (“PCA”) and other Anti-Bribery and Corruption laws and regulations around the world make it clear that bribery and corruption is prohibited and illegal. Violation of these regulations lead to fines, penalties, reputational damage, and in some cases criminal liability. The key provisions of aforesaid act have been summarised below. For more information on these regulation and prevalent regulation(s) in the geography of operations, it is advisable to refer to the relevant government websites jurisdiction wise or seek guidance & opinion from legal professionals.

I. Prevention of Corruption Act-1988, India

The Prevention of Corruption Act, 1988 was enacted to prevent corruption in government departments and to prosecute and punish public servants involved in corrupt practices. An amendment was enacted (Amendment Act) and brought into force on 26 July 2018.

The Amendment Act provides that any public servant who obtains or accepts or attempts to obtain from any person, any ‘undue advantage’, either for himself or for any other person, with the intent to perform or cause performance of public duty improperly or dishonestly or to forbear or cause forbearance to perform such duty, shall be punishable with imprisonment and liable to fine as per the act.

The Amendment Act prescribes the offence relating to bribing a public servant by a commercial organisation, wherein a commercial organisation has been defined to include not just a body or partnership incorporated and carrying on business in India, but also a body or partnership incorporated or formed outside India but carrying on business in India. The Amendment Act has a specific provision for offences committed by commercial organisations and persons associated with it. It provides that if a commercial organisation commits any of the offences listed out in the Prevention of Corruption Act, then every director, manager, secretary or other officer with whose ‘consent or connivance’ the offence was committed, is to be made liable as specified under the Prevention of Corruption Act 1988.