



RUPA & COMPANY LIMITED

ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

Effective- May 24, 2023

[As approved by Board of Directors on May 24, 2023]

Rupa & Company Limited

CIN: L17299WB1985PLC038517

Registered Office: 1, Ho Chi Minh Sarani,
8th Floor, Metro Tower, Kolkata- 700 071,

Ph- 033 4057 3100, Fax- 033 2288 1362

Email- investors@rupa.co.in

Website- www.rupa.co.in



ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

1. Purpose of this Policy

The Company values its reputation for conducting business in an ethical and transparent manner. It also recognises that it would suffer tangible and intangible losses including reputational losses, if there is an involvement in bribery at a corporate level and / or by any employee, agent, representative, vendor or business partner of the Company.

The Company has designed this Anti-Bribery Policy to ensure adherence to the highest ethical standards, in compliance with the applicable local anti-bribery laws. This Policy will also enable employees, agents, representatives, vendors and business partners to identify and effectively report a potential breach. Any breach of this Policy will be treated seriously by the Company and is likely to result in disciplinary action, which may even include termination of employment of employees and the immediate termination of any vendor or business partner arrangements.

The Company has a “zero tolerance” policy towards bribery.

2. Policy coverage

All employees representing the businesses, agents, representatives, vendors and business partners must become familiar and comply with the Policy.

3. What is Bribery?

Bribery is an inducement or reward received, offered, promised, or provided to gain a personal, commercial, regulatory or contractual advantage. An inducement or reward could be in the nature of cash, gifts, entertainment, hospitality, loans, inflated commissions, unauthorized rebates, political / charitable donations or other advantages to which the person is not normally entitled to.

Common business practices, if abused, can be construed as improper or corrupt payments. In some cases, the offer of an inducement is unlawful, even if it is not accepted. Giving, offering, requesting and receiving such an advantage can be construed as a bribe, even if it is made indirectly through a third party.

4. Key Prohibitions

The key prohibitions as part of this Policy are:

1. Offering, promising, or giving a financial or other advantage to another person to induce a person or organization to perform improperly a relevant function or to reward a person or organization for the improper performance of such a function or activity
2. Requesting, agreeing to receive or accepting a financial or other advantage to perform improperly a relevant function or activity
3. Making facilitation or “grease” payments, even if this represents local practice or custom
4. Offering or accepting gifts to or from public officials (a public sector, state or central government employee)



5. Guidance on specific areas:

a. Gifts and Entertainment

It might be customary, at times, to give or exchange unsolicited gifts during the traditional festive seasons or during certain corporate events. In addition, it may be business custom to accept and/or provide entertainment to a third party. 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 the company's image, present our products and services, or establish cordial relations.

b. Political contributions

The Company prohibits receiving or offering (directly or indirectly) remuneration, gifts or making any payments or donations or providing comparable benefits to any political party or candidate on its behalf. In order to make a political contribution, prior approval of the Board of Directors will be required.

c. Charitable contributions

Charitable contributions should not be used as a scheme for bribery. Such contributions must always meet high ethical standards and avoid even the perception of impropriety. There should be no solicitation for participation in employee or company sponsored charitable or quasi charitable endeavours. The purpose of charitable contribution must not be directly or indirectly linked with business interest.

d. Facilitation payments

Facilitation payments (made to expedite the performance of a routine action by any person or organization) are prohibited.

e. Government officials

Payments to Government officials are prohibited.

f. Expense reimbursements

All expenses must be presented along with all relevant supporting documentation such as invoices or receipts. Any inaccurate or misleading claims are strictly in breach of this Policy.

g. Third Parties

The business is required to conduct a risk based due diligence on third parties it has business dealings with. Any payment which is improper in nature (including bribes) must not be routed through a third party.

6. Reporting Concerns

The prevention, detection and reporting of bribery is the responsibility of all employees, agents, representatives, vendors and business partners. The Company is committed towards ensuring that all of us have a safe, reliable, and confidential way of reporting any suspicious activity. Each and every



member of staff, agents, representatives, vendors and/or business partners is required to know how they can raise concerns.

The Company is committed to ensuring that no one suffers detrimental treatment through refusing to take part in bribery, or because of reporting a concern in good faith.

Any concerns regarding bribery can be reported at cs@rupa.co.in. This facility is available to employees, agents, representatives, vendors and business partners for raising their concerns. They can report concerns in confidence and without fear of retribution. The Company prohibits retribution against any complainant and if this were to arise, appropriate penal action will be taken against the individuals involved in such retribution. All reports raised are taken seriously and, where appropriate, will be investigated fully.
