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Company Name	Mahindra Rural Housing Finance Ltd.
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1. Policy Statement

This Anti-Bribery and Anti-Corruption Policy (the ‘Policy’ or ‘ABAC Policy’) provides a framework for ensuring compliance with legislations governing bribery and corruption globally.

Mahindra Rural Housing Finance Ltd. Ltd. (MRHFL or ‘We’) practices a zero-tolerance approach to bribery and corruption. MRHFL is committed to act with integrity. As part of this commitment, any form of bribery and corruption is not acceptable. We prefer foregoing business opportunities rather than paying a bribe or engaging in corrupt practices.

In each of the jurisdictions where we operate, Stakeholders are expected to follow the ABAC Policy or the applicable laws around bribery and corruption, whichever is stricter. No Stakeholder can waive compliance with the Policy.

This Policy should be read in conjunction with the Code of Conduct.

2. Purpose

The purpose of this Policy is to set out responsibilities of Stakeholders and provide guidance on dealings that could pose threat of bribery and corruption, with government and non-government organisations and individuals. The policy includes but is not limited to our entire supply chain and any third party (or their affiliated enterprises conducting business with the Company) on how to recognize and deal with bribery and corruption issues.

We are committed to act professionally and fairly in all our business dealings and in implementing effective systems to counter bribery and corruption in any form.

3. Forms of Bribery that pose the greatest risk.

There are numerous forms of bribery and corrupt practice, but the following areas pose the greatest risk:

A. Engaging Third Parties

MRHFL engages multiple third parties to act on its behalf including vendors, dealers, liaison agents, consultant to interact with government authorities etc.

Every Stakeholder appointed to act on behalf of Mahindra must be selected on the basis of their commercial and technical expertise and MRHFL's need for the products or services.

Stakeholders are prohibited from fulfilling any corrupt offer, request, demand or promise for payment to be made or received directly or through any third party. Further, margins, trade discounts or other incentives paid to third parties engaged by Mahindra must always be bonafide, reasonable and on market terms.

To minimize the risk of doing business with third parties with corrupt antecedents, appropriate Due Diligence checks on Third Parties shall be conducted in accordance with the laid down process.

B. Gifts, Hospitality, and Business Promotion Expense

Stakeholders shall not accept or offer gifts to any Government official or any private person. Refer MRHFL's Policy on Gifts and Entertainment for further detailed guidelines.

C. Political Contributions

We are committed to not supporting any specific political party or having any political affiliation. No contribution shall be made by Stakeholders on behalf of MRHFL either directly or indirectly to any political party or for any political purpose without the prior approval of the Board of Directors. No stakeholder shall use their job title or affiliation with Mahindra in connection with political activities.

D. Charitable Contributions and sponsorships

MRHFL shall ensure that charitable contributions and sponsorships are not used as a vehicle for bribery or corruption. Any such charitable contribution/ sponsorship must be in accordance with the laid down process.

Also, we shall publicly disclose all our charitable contributions and sponsorships and ensure that all such transactions are legal and ethical under local laws and practices.

Stakeholders may make donations and charitable contributions in their personal capacity, provided they are legal and ethical and not used as schemes to conceal any bribery or other corrupt practice.

E. Facilitation Payments

We prohibit facilitation or grease payments of any kind. It is also our policy that we work to ensure that our Stakeholders do not make facilitation payments on our behalf.

F. Kickbacks

MRHFL prohibits kickbacks of any kind. It is also our policy that we work to ensure that our Stakeholders – including third party and partners do not make kickbacks on our behalf.

G. Employing / Engaging Public Officials

Any employment or engagement of former public officials or their relatives by MRHFL requires a thorough background check of the individual. In addition to the above, any such relationship requires pre-approval of Head – HR for the respective entity and Sector Chief Human Resources Officer.

The prospective individual should adhere to the cooling-off period prescribed by applicable laws.

4. Getting Help

Employees shall notify their Ethics Officer, HR, or Code of Conduct Committee, or seek counsel with Head - Legal as soon as possible if they have a reason to believe or suspect, that a breach of this Policy has occurred or may occur in the future.

5. Record Keeping

MRHFL's books and records shall be fair and accurate and reasonably detailed.

We shall keep financial records and have appropriate internal controls in place, which shall evidence the business reason for making payments to third parties.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers, and business contacts, shall be prepared and maintained with strict accuracy and completeness. Also, such records must be submitted for periodic evaluation to respective authority in accordance with Mahindra's authority matrix. No accounts shall be kept off-book to facilitate or conceal improper payments.

6. Whistle – Blower Policy

Stakeholders who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions.

MRHFL shall not tolerate retaliation in any form against anyone for raising concerns or reporting what they genuinely believe to be improper, unethical, or inappropriate behaviour. All reports shall be treated confidentially. For more information, please refer to the Whistle-blower Policy.

7. Enforcement – Disciplinary Approach

MRHFL's ABAC Policy shall be promoted and enforced consistently amongst Stakeholders with clear and consistent disciplinary consequences to anyone who violates the Policy. We reserve the right to terminate a contractual relationship with any Stakeholder if they breach this, Policy. Failure to ensure compliance with this ABAC Policy could lead to serious consequences for Stakeholders, including but not limited to:

- Dismissal/ termination of employment
- Termination of business relationship
- Reputational damage
- Reporting to regulatory authorities
- Conviction of offender under the applicable laws and regulations
- Personal criminal liability including fines and/ or imprisonment.

8. Training and Communication

As part of the prevention, identification, and detection of bribery and corruption issues, trainings, and risk assessments shall be conducted.

Training on this Policy shall form part of the induction process for new Employees at all levels working in areas that are susceptible to ABAC risk. Post joining and completion of induction process, such new appointees must undergo the same trainings as scheduled for existing Employees. Existing Employees at all levels, shall receive regular, relevant trainings on how to implement and adhere to this Policy throughout the term of their relationship with Mahindra.

Stakeholders may be required to give an annual certification confirming their compliance with this Policy.

9. Stakeholder and Responsibility

The Board of Directors of the Company shall have the overall responsibility for ensuring this Policy complies with our legal and ethical obligations and that all those under our control comply with it. The Code of Conduct Committee has primary responsibility for implementing this Policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Managers

at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy and are given adequate and regular training on it. Every person to whom this Policy applies is responsible for the success of this Policy and shall ensure that they use it to disclose any suspected activity or wrongdoing.