

# Kosha

Fine Jewels Ltd.

(Formerly known as Kosha Fine Jewels Pvt. Ltd.)

## ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

**Kosha Fine Jewels Limited (Formerly known as Kosha Fine Jewels Private Limited)** recognizes and follows all applicable laws and regulations and respects lawful customs of the regions where we operate and transact. In India, under the provisions of Prevention of Corruption Act, 1988 (PCA), acceptance or attempted acceptance of any form of illegal gratification (i.e., anything of value other than a legal entitlement) by a public servant is a punishable offence. Companies Act, 2013 also has provisions to prevent corruption in corporate sector.

In addition to the Prevention of Corruption Act, 1988, Prevention of Money Laundering, 2002, Central Vigilance Commission Act, 2003, Lok Ayukta Acts of various states shall also apply to offences relating to or resulting in corruption and bribery and resolutions available.

In conformity with that, we are committed to acting and building relationships based on integrity and fairness in all our dealings. Hence, Kosha Fine Jewels Limited (Formerly known as Kosha Fine Jewels Private Limited) has adopted a "Zero Tolerance" approach to bribery and corruption. Our Code of Conduct also articulates this intent in clear and express terms.

### 1. SCOPE AND APPLICABILITY:

This policy shall be applicable and binding on all employees, or any other person associated with Kosha Fine Jewels Limited (Formerly known as Kosha Fine Jewels Private Limited) (hereinafter referred as "Company") and for the purposes of this document includes all employees and associates with subsidiaries and affiliate companies and such other persons, including those acting on behalf of our Company, including directors, who in turn shall ensure that financial consultants, insurance intermediaries (corporate agents, brokers etc.), distributors, vendors, consultants, advisors, suppliers, contractors or other third parties engaged with company are aware of and adhere to these standards, across all locations. This policy should be read in conjunction with our Code of Conduct, Partner's Code of Conduct, Malpractice matrix and Operational guidelines on accepting gifts and entertainment.

The purpose of the policy is to safeguard and promote legitimate business throughout the organisation and to prevent and prohibit corruption, bribery and similar acts in connection with the organisation.

Company will communicate the policy and practical procedures and its approach for the implementation of the policy to its employees and will publish this policy on its corporate



# Kosha

Fine Jewels Ltd.

(Formerly known as Kosha Fine Jewels Pvt. Ltd.)

website. Every employee is bound to comply with anti-bribery policy, as part of the Code of Conduct.

## 2. ANTI-BRIBERY & CORRUPTION

Under no circumstances, any employee may offer, promise or grant anything of value to

- a) Government Official
- b) Any person, or members of their family
- c) A third party
- d) Charitable organization
- e) Or any other entity and/or individual, directly or indirectly related and having a conflict of interest with the employee.

For influencing the recipient to take or refrain from taking any official action, or to induce the recipient to conduct business with the company.

## 3. ACCEPTING GIFTS AND ENTERTAINMENT

In general, employees may not accept gifts or the conveyance of anything of value (including entertainment) from current or prospective clients of the company and its financial consultants or agents, partners, vendors, any other entity, any other entity or individual, directly or indirectly related and having a conflict of interest with the employee.

Employees may never accept a gift under circumstances in which it could even appear to others that the business judgment may be compromised. Similarly, employees may not accept or allow a close family member to accept gifts, services, loans or preferential treatment from clients, agents or others in exchange for a past, current or future business relationship with the company.

Cash gifts or their equivalent (e.g., gift cards or vouchers) may not be accepted under any circumstances. Non-cash gifts may be accepted when permitted under applicable law if they are (1). Nominal in value (e.g. diaries, planners and similar stationery, inexpensive food items or any other items up to a maximum of approx. INR 5000); (2) appropriate, customary and reasonable meals and entertainment at which the giver is present, such as an occasional business meal or sporting event; or (3) appropriate, customary and reasonable gifts based on family or personal relationships, and clearly not meant to influence the company. If employees have any questions about the appropriateness of accepting a gift, invitation, raffle or other prize, employee should disclose and discuss the matter with their manager prior to participation or acceptance.



# Kosha

Fine Jewels Ltd.

(Formerly known as Kosha Fine Jewels Pvt. Ltd.)

## 4. GIVING GIFTS AND PROVIDING ENTERTAINMENT

In certain circumstances, giving gifts and providing entertainment may be seen as a conflict of interest by others, or in extreme cases, bribery. Appropriate gifts and entertainment may be offered to clients, by person authorized to do so, subject to the procedures applicable for **Kosha Fine Jewels Limited (Formerly known as Kosha Fine Jewels Private Limited)**.

## 5. RESPONSIBILITY

As a part of engagement with **Kosha Fine Jewels Limited (Formerly known as Kosha Fine Jewels Private Limited)** and as an ethical responsibility, all the stakeholders such as Board of Directors, senior management, managers and all other employees shall be responsible for the enforcement of and compliance with this policy on business conduct to ensure awareness and compliance.

Employees need to be alert about possible violations of this policy and report them to the HR/ Legal/ Audit department or the Managing Director of **Kosha Fine Jewels Limited (Formerly known as Kosha Fine Jewels Private Limited)**, Business Head or the Head of Department. Employee must cooperate in any internal or external investigations of possible violations. If one is asked to make a payment on the Company's behalf, one should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. One should always ask for a receipt, which details the reason of the payment. If one has any suspicions, concerns or queries regarding a payment, one should raise these with the HR/ Legal/ Risk department /Compliance Officer, wherever possible, prior to taking any action.

## 6. BREACH

Violation of any of the orders, laws, rules and regulations under this policy may subject the employee to criminal or civil liability, including potential prosecution, fines and other penalties for improper conduct, as well as imprisonment or may result in corrective/ disciplinary action by **Kosha Fine Jewels Limited (Formerly known as Kosha Fine Jewels Private Limited)**, including termination from the employment.

Following is a list of "**RED FLAGS**" that may indicate the possible existence of corrupt practices and should be kept in mind by those subject to this Policy:

- a. Use of an agent with a poor reputation or with links to the government
- b. Unusually large commission payments or commission payments where the agent does not appear to have provided significant service



# Kosha

Fine Jewels Ltd.

(Formerly known as Kosha Fine Jewels Pvt. Ltd.)

- c. Cash payments, or payments made without a paper trail or without compliance with normal internal controls
- d. Payments to be made through third party countries or to offshore accounts
- e. Private meetings requested by public contractors or companies hoping to tender for contracts
- f. Unexplained preferences for certain sub-contractors
- g. Invoices rendered or paid in excess of contractual amounts
- h. This list is not exhaustive and one should be alert to other indicators that may raise a suspicion of corrupt activity.

## 7. COMPLIANCE OFFICER:

The compliance of this Policy shall be with the Whistleblower committee and the chairperson of the Whistleblower committee shall be the compliance officer.

All reports, complaints, doubts or concerns in relation to this policy. Every query or concern raised by any person/s mentioned above in relation to any suspected violation of this policy shall be investigated as per Whistleblower process.

The Whistleblower team has the right to close the case on non-receipt of the evidence or required information.

Any representation concerning lowering of action taken for a bribery/corruption case shall be made through the respective executive committee member. Final opinion on the commission of any breach under the policy shall be taken by the Whistleblower committee / MD & CEO.

## 8. BRIBERY/CORRUPTION COMPLAINT AGAINST ANY KEY MANAGEMENT PERSONNEL AND / OR MEMBER OF THE EXECUTIVE COMMITTEE, INCLUDING MD & CEO:

In continuation with clause 7 above, in case a complaint is received against any key management personnel and / or member of the executive committee, the Whistle blower team would forward the email to the chairman of the audit committee within 2 days of the receipt of the complaint.

Based on the gravity of the case, the Audit committee chairman may decide to advise the Whistle blower committee on the future course of investigation, as mentioned below:

- a) In case the complaint is of a \*serious nature, as interpreted by the Audit committee chairman:



# Kosha

Fine Jewels Ltd.

(Formerly known as Kosha Fine Jewels Pvt. Ltd.)

- He will be required to keep the chairman of the Board informed about the same
- He may, in consultation with the chairman of the Board decide to appoint a third party investigator and/or a law firm and/or expert, to investigate the case. The lead investigator in such cases will be appointed by the Audit committee chairman, as felt appropriate.
- Matters if any, related to management of the external stakeholders including the media, regulator etc. would be decided by the chairman of the Audit committee, in consultation with the chairman of the Board.

The MD & CEO's suggestion regarding the investigation may be sought by the Chairman of the Audit committee, in cases where the complaint is not against the MD & CEO.

\*Note: A complaint of a serious nature would mean any complaint that may involve serious questions related to the governance standards adopted by the organization and/or matters that may pose significant operational/financial/reputation risk or loss to organization as interpreted by the Audit committee chairman.

- b) In all other cases, he may advise the Whistleblower committee to carry out the investigation as per the usual defined process. In such cases, the lead investigator will be appointed by the Audit committee chairman, as deemed fit.

The MD & CEO's suggestion regarding the investigation may be sought by the Chairman of the Audit committee, in cases where the complaint is not against the MD & CEO.

## 9. CHANNEL FOR COMPLAINT:

Complaint can be made by any employee or any other person associated with our Company and such other persons, including those acting on behalf of our Company and includes directors, financial consultants, corporate agents, brokers, distributors, vendors, consultants, advisors, suppliers, contractors or other third parties.

The complainant may send a communication through email or directly in writing through a letter to,

**The Compliance Officer**  
Kosha Fine Jewels Limited



# Kosha

Fine Jewels Ltd.

(Formerly known as Kosha Fine Jewels Pvt. Ltd.)

(Formerly known as Kosha Fine Jewels Private Limited)  
15, Floor-5th, Plot-523, Kutch Castle,  
Sardar Vallabhai Patel Road, Opera House,  
Mumbai – 400004.

Or

**Chairman of the Board of Directors**

Or

**Statutory Auditor**

Or

**Chairman Audit Committee**

**For Kosha Fine Jewels Limited**  
(Formerly known as Kosha Fine Jewels Private Limited)

*N. N. Kothari*

**Viral Navinchandra Kothari**  
**Managing Director**  
**DIN: 09011478**



**Place: Mumbai**  
**Date: 22/09/2025**