

CapitalXB Finance Pvt Ltd. Anti Bribery and Anti Corruption Policy

Table of Contents

A. Abbreviations	4
B. Background	5
1. Introduction	6
2. Scope and Applicability	7
2.1 Who is Covered by this Policy	7
2.2 Jurisdiction	7
2.3 Third-Party Compliance	8
2.4 Accountability	8
3. Definitions	9
3.1 Bribery	9
3.2 Corruption	9
3.3 Facilitation Payments	9
3.4 Kickbacks	9
3.5 Public Official	9
3.6 Conflict of Interest	10
3.7 Third Party	10
3.8 Undue Advantage	10
3.9 Improper Performance	10
3.10 Gifts and Hospitality	10
4. Key Principles and Standards	11
4.1 Prohibition of Bribery and Corruption	11
4.2 Zero Tolerance for Facilitation Payments and Kickbacks	11
4.3 Ethical Business Conduct	11
4.4 Conflict of Interest Prevention	11
4.5 Prohibition on Political Contributions	12
4.6 Restrictions on Charitable Donations and Sponsorships	12
4.7 Gifts, Hospitality, and Entertainment	12
4.8 Due Diligence on Third Parties	13
4.9 Responsibility and Accountability	13
5. Responsibilities	14

CAPITALXB FINANCE PRIVATE LIMITED

5.1 Employee Responsibilities	14
A. Awareness, Compliance, and Training.....	14
B. Reporting of Suspected Bribery or Corruption	14
C. Adherence to the Code of Conduct.....	14
D. Prohibition of Personal Gains (Kickbacks, Personal Favors, etc.).....	14
5.2 Third-Party Responsibilities.....	14
A. Compliance Requirements for Vendors, Consultants, and Agents	14
B. Due Diligence on Business Partners and Intermediaries.....	15
C. Disclosure of Conflicts of Interest	15
6. Prohibited Actions and Behaviors	16
6.1 Offering or Accepting Bribes	16
6.2 Improper Business Gifts, Hospitality, or Entertainment.....	16
6.3 Facilitation Payments and Kickbacks	16
6.4 Unethical Recruitment or Promotion Practices.....	16
6.5 Political Contributions and Charitable Donations as a Means to Influence	16
7. Internal Controls and Record Keeping.....	17
7.1 Accurate Record Maintenance of Transactions	17
7.2 Approval and Documentation for Business Gifts, Travel, and Entertainment Expenses	17
7.3 Regular Audits and Monitoring of Financial Records	17
7.4 Register for Gifts and Hospitality	17
8. Training and Communication.....	18
8.1 Mandatory Anti-Bribery and Anti-Corruption Training	18
8.2 Training for Employees and Third Parties	18
8.3 Ongoing Awareness Programs.....	18
8.4 Public Communication and Policy Availability on Website	18
9. Raising Concerns and Reporting Violations	19
9.1 Whistleblower Mechanism.....	19
9.2 Reporting Channels (Chief Compliance Officer, Supervisors, HR).....	19
9.3 Confidentiality and Protection Against Retaliation	19
9.4 Escalation Process and Handling of Reports	19
10. Enforcement and Disciplinary Actions.....	20
10.1 Investigation Process.....	20

10.2 Penalties for Breach of Policy (Termination, Legal Consequences)	20
10.3 Accountability of Individuals Involved in Bribery or Corruption	20
10.4 Corrective Actions and Legal Proceedings.....	20
11. Monitoring and Auditing.....	21
11.1 Compliance Monitoring by Chief Compliance Officer and Compliance Team	21
11.2 Surprise Audits and Virtual Tests	21
11.3 Independent Review of Third-Party Transactions	21
11.4 Quarterly and Annual Reporting to the Board of Directors	21
12. Policy Exceptions and Amendments	22
12.1 No Exceptions Clause	22
12.2 Amendments Based on Changes in Law or Internal Policies	22
12.3 Annual Review and Re-adoption by the Board of Directors	22
C. Relevant Regulations:	23

A. Abbreviations

CapitalXB	CapitalXB Finance Pvt Ltd.
RBI	Reserve Bank of India.
CSR	Corporate Social Responsibility.
PMLA	Prevention of Money Laundering Act, 2022
FCPA	Foreign Corrupt Practices Act.
UK	United Kingdom.
KYC	Know Your Customer.
KYB	Know Your Business.
PII	Personally Identifiable Information.
PHI	Protected Health Information.
HR	Human Resources.

B. Background

CapitalXB, as a Non-Banking Financial Company (NBFC) regulated by the Reserve Bank of India (RBI), is committed to maintaining the highest standards of integrity, transparency, and ethical conduct in all its business operations. In line with our corporate values, this Anti-Bribery and Anti-Corruption Policy has been developed to enforce a zero-tolerance approach towards bribery and corrupt practices across all levels of the organization and in all jurisdictions where we operate.

Corruption in any form—whether bribery, facilitation payments, kickbacks, or unethical business practices—poses significant risks not only to CapitalXB's reputation but also to its legal and operational integrity. Bribery and corruption can lead to severe financial penalties, legal consequences, and long-term damage to our business relationships and stakeholder trust. Therefore, CapitalXB recognizes the need for a robust policy framework to prevent, detect, and respond to such threats.

This policy is aligned with key regulations and global anti-corruption laws, including the Prevention of Corruption Act, 1988, Prevention of Money Laundering Act, 2002, the Prevention of Corruption (Amendment) Act, 2018, the Foreign Corrupt Practices Act (FCPA), and the UK Bribery Act, 2010, ensuring compliance with both Indian and international standards. It establishes a clear set of guidelines for employees, agents, business partners, and all stakeholders to ensure that business is conducted ethically, fairly, and free from any form of corrupt influence.

CapitalXB acknowledges that in today's dynamic business environment, interactions with public officials, government bodies, vendors, and third-party intermediaries create opportunities for bribery and corruption risks. This policy aims to minimize such risks by clearly defining prohibited activities, responsibilities, and control mechanisms while fostering a culture of accountability and transparency.

By implementing this policy, CapitalXB reinforces its commitment to ethical business practices, in alignment with the core values of honesty, integrity, transparency, and fairness. This policy serves as a cornerstone of our corporate governance framework, ensuring that our growth and success are built on strong ethical foundations.

1. Introduction

At CapitalXB, integrity, transparency, and ethical conduct are the cornerstones of how we conduct business. As a regulated Non-Banking Financial Company (NBFC) under the Reserve Bank of India (RBI), we are committed to adhering to the highest standards of ethical behavior and ensuring that all our operations comply with local and international laws against bribery and corruption.

This **Anti-Bribery and Anti-Corruption Policy** reflects CapitalXB's zero-tolerance approach towards any form of bribery, fraud, or corrupt practices, whether direct or indirect, in the course of our business dealings. We recognize that bribery and corruption can have a detrimental impact on our organization, leading to legal, financial, and reputational risks. Hence, it is critical that all employees, agents, vendors, and business partners strictly adhere to this policy to uphold the company's integrity.

This policy is established in alignment with the following key regulatory frameworks:

- **The Prevention of Corruption Act, 1988**
- **Prevention of Money Laundering Act, 2002**
- **UK Bribery Act, 2010**
- **Foreign Corrupt Practices Act (FCPA), USA**
- **RBI Guidelines on Internal Vigilance for NBFCs**

The policy's primary objective is to ensure that CapitalXB conducts all of its business dealings fairly and transparently, without any improper influence through bribery or corrupt practices. This applies to all interactions, including those with government officials, regulators, business partners, vendors, clients, and any other stakeholders across jurisdictions.

The scope of this policy extends to all CapitalXB employees, directors, officers, consultants, contractors, vendors, third-party agents, and any other individual or entity acting on behalf of CapitalXB. Non-compliance with the provisions of this policy is considered a serious violation and may lead to disciplinary action, including termination, and may also result in legal proceedings.

The Company strictly prohibits its employees, directors, agents, independent consultants and representatives from engaging in transactions or activities that may involve the concealment, placement, layering, or integration of funds obtained through illicit means, or any manner of laundering of proceeds received illegally. If any such action is detected, it will result in disciplinary action and legal consequences under PMLA and other applicable laws.

This policy is designed to not only prevent instances of bribery and corruption but also to promote a culture of transparency, honesty, and accountability within CapitalXB. All employees and stakeholders are expected to familiarize themselves with the provisions of this policy and ensure strict compliance in all business dealings.

CAPITALXB FINANCE PRIVATE LIMITED

2. Scope and Applicability

This **Anti-Bribery and Anti-Corruption Policy** applies to all individuals and entities involved with CapitalXB, regardless of their position, location, or contractual relationship. The policy outlines CapitalXB's commitment to preventing bribery and corruption in all business dealings and is binding on all persons who are directly or indirectly associated with Capital XB.

2.1 Who is Covered by this Policy

The policy is applicable to:

- **Employees:** This includes all full-time, part-time, and temporary employees of CapitalXB, as well as directors, officers, interns, and trainees, across all locations and jurisdictions where the company operates.
- **Vendors and Service Providers:** All third-party entities that provide goods or services to CapitalXB, including suppliers, consultants, contractors, and agents acting on behalf of CapitalXB.
- **Third-Party Intermediaries:** This includes any individual or organization that acts on behalf of or represents CapitalXB, such as distributors, brokers, advisors, and other intermediaries.
- **Joint Venture Partners:** Entities with which CapitalXB has entered into joint venture agreements, partnerships, or alliances.
- **Clients and Customers:** All current and prospective customers of CapitalXB who are involved in business transactions with CapitalXB..
- **Other Stakeholders:** Any other individuals or organizations that engage with CapitalXB in any capacity, including regulators, government officials, and external auditors.

2.2 Jurisdiction

This policy is applicable in all jurisdictions where CapitalXB operates. It must be complied with in conjunction with local and international anti-bribery and anti-corruption laws, including but not limited to:

- **The Prevention of Corruption Act, 1988 (India)** and its amendments
- **The Foreign Corrupt Practices Act (FCPA), USA**
- **The UK Bribery Act, 2010**
- Any other applicable laws in regions where CapitalXB conducts business.

In cases where local laws impose stricter anti-bribery or anti-corruption standards than this policy, the stricter standard must be followed.

2.3 Third-Party Compliance

CapitalXB expects all third parties, including vendors, service providers, agents, and consultants, to fully comply with the provisions of this policy. Third-party intermediaries are required to ensure that they do not engage in or facilitate any form of bribery or corrupt practices in their dealings with or on behalf of CapitalXB. Failure to comply with this policy may lead to termination of contracts or business relationships and potential legal action.

2.4 Accountability

All employees and associated parties are responsible for understanding and adhering to this policy. It is the responsibility of each individual and entity associated with CapitalXB to avoid any behavior that could be perceived as bribery, corruption or money laundering. In the event of a violation or suspected violation, it must be reported immediately through the appropriate channels, as outlined in the policy.

3. Definitions

For the purpose of this **Anti-Bribery and Anti-Corruption Policy**, the following definitions apply:

3.1 Bribery

Bribery is the offering, giving, receiving, or soliciting of anything of value (such as money, gifts, or favors) to influence the actions or decisions of an individual in a position of trust. Bribery can be either direct or indirect, through third parties, and is considered illegal under Indian law (Prevention of Corruption Act, 1988) as well as international statutes like the UK Bribery Act, 2010, and the Foreign Corrupt Practices Act (FCPA), USA.

3.2 Corruption

Corruption refers to dishonest or fraudulent conduct by those in power, typically involving bribery or other illicit actions, with the intent of securing personal or business gains. Corruption may also include other practices like extortion, fraud, money laundering, and colluding..

3.3 Facilitation Payments

Facilitation payments are small, unofficial payments made to public officials to expedite or secure the performance of a routine action to which the payer is already entitled. These payments, also known as "speed money" or "grease payments," are strictly prohibited under this policy, regardless of their legality in certain jurisdictions.

3.4 Kickbacks

Kickbacks are a form of bribery in which a person or entity returns a portion of the money or goods received as part of a business transaction in exchange for favorable treatment. This typically involves a secret commission paid to someone in a position of trust to secure or retain business advantages.

3.5 Public Official

A **Public Official** is broadly defined and includes any individual who:

- Holds a legislative, executive, judicial, or administrative position, whether appointed or elected, at any level of government (local, state, national, or foreign).
- Works for or on behalf of a government department or agency, state-owned enterprise, or public international organization (e.g., the United Nations or World Bank).
- Acts in an official capacity for any government or public body, or is considered a government official under applicable laws.

CAPITALXB FINANCE PRIVATE LIMITED

- Includes officials in both private and public sectors who are entrusted with performing public duties or functions.

3.6 Conflict of Interest

A conflict of interest arises when an individual's personal interests or relationships influence, or appear to influence, their ability to act in the best interest of CapitalXB. This can occur when employees, contractors, or agents use their position for personal gain or to benefit friends or family members, compromising their objectivity in decision-making.

3.7 Third Party

The term **Third Party** refers to any individual or entity that is not an employee of CapitalXB but interacts with or acts for or on behalf of CapitalXB. This includes vendors, suppliers, contractors, consultants, agents, intermediaries, distributors, joint venture partners, or any other person or organization providing services to or acting on behalf of CapitalXB.

3.8 Undue Advantage

Undue advantage refers to any form of benefit, monetary or otherwise, that is offered, promised, given, or received to influence a decision or action improperly. This can include money, gifts, services, discounts, hospitality, or any other benefit that is considered beyond what is legitimate or fair in the normal course of business.

3.9 Improper Performance

Improper performance occurs when an individual fails to perform their duties impartially, honestly, or in accordance with a position of trust, often as a result of bribery or corruption. This can include decisions influenced by personal gain or external pressure, rather than by what is lawful or in the best interest of the company or stakeholders.

3.10 Gifts and Hospitality

Gifts refer to anything of value, whether tangible or intangible, that is given or received without payment or with a favor attached. This includes items like money, jewelry, electronics, or travel packages. **Hospitality** refers to any offer of meals, entertainment, or lodging provided to an individual. While reasonable gifts and hospitality may be acceptable as part of regular business practices, they must not be given or accepted to influence decisions or gain improper business advantages.

4. Key Principles and Standards

CapitalXB upholds a **zero-tolerance approach** to bribery and corruption in any form, whether direct or indirect. The following principles and standards define the ethical framework that all employees, business partners, and third parties must adhere to when representing or acting for or on behalf of CapitalXB.

4.1 Prohibition of Bribery and Corruption

CapitalXB strictly prohibits the offering, giving, receiving, or soliciting of any form of bribe, whether in the form of cash, gifts, hospitality, or other benefits. This applies in all situations, whether dealing with government officials, regulators, customers, vendors, or any third party. The policy also covers:

- Bribery in both public and private sectors.
- Payments or benefits offered to secure business or gain an improper advantage.
- Promises or offers of employment to relatives or associates of individuals in positions of influence.

4.2 Zero Tolerance for Facilitation Payments and Kickbacks

Facilitation payments, also known as "grease payments" or "speed money," are strictly prohibited. These are payments made to government officials or other individuals to expedite routine services or administrative processes to which CapitalXB or its business partners are already entitled. Similarly, **kickbacks**, or payments made in return for preferential treatment, are forbidden in all transactions.

4.3 Ethical Business Conduct

All business dealings must be conducted ethically, fairly, and with transparency. CapitalXB is committed to ensuring that no employee or third party acts in a way that could be perceived as unethical or corrupt. This includes maintaining honesty in negotiations, transparent communication with stakeholders, and the fair treatment of all parties involved in business transactions.

4.4 Conflict of Interest Prevention

Employees and third parties must avoid situations where personal interests conflict, or appear to conflict, with the interests of CapitalXB. This includes:

- Using one's position or influence to gain personal or financial benefits.
- Engaging in business with family members or friends without full disclosure and approval.

CAPITALXB FINANCE PRIVATE LIMITED

- Accepting gifts or favors that could compromise objective decision-making.

All conflicts of interest must be disclosed to the relevant authority within CapitalXB, and appropriate steps should be taken to mitigate any risks arising from such conflicts.

4.5 Prohibition on Political Contributions

CapitalXB prohibits employees and third parties from using company resources to make political contributions, whether monetary or in-kind, to political candidates, parties, or causes as a means of securing favorable treatment or business advantages. Any political contributions made in the personal capacity of employees must comply with local laws and not be linked to CapitalXB's business activities.

4.6 Restrictions on Charitable Donations and Sponsorships

While CapitalXB supports charitable donations and sponsorships as part of its corporate social responsibility (CSR) initiatives, such contributions must be:

- Made transparently, with no expectation of business advantage in return.
- Directed to legitimate, registered charitable organizations, and fully documented.
- Approved by senior management in compliance with CapitalXB's internal guidelines.

Donations and sponsorships must not be used as a subterfuge for bribery or to improperly influence any party.

4.7 Gifts, Hospitality, and Entertainment

Gifts, hospitality, and entertainment must only be offered or accepted when they are:

- Reasonable and proportionate.
- Given in good faith without any intention to influence decisions.
- Consistent with local business customs and laws.
- Fully transparent and approved by relevant authorities within the company, particularly when involving public officials or high-value items.

Gifts or hospitality that exceed value of Rs. 5000/- or such other amount as approved by the Board, that could be construed as an attempt to influence a decision, are strictly prohibited and must be reported immediately.

Invitation to attend a programme, seminar or a session will not be considered as a gift.

4.8 Due Diligence on Third Parties

CapitalXB is committed to working only with third parties, including vendors, suppliers, agents, and intermediaries, who uphold the same ethical standards. The company will conduct thorough due diligence on all third-party partners to ensure that they are not engaged in corrupt practices, including:

- Screening for any history of bribery, corruption, or unethical behavior.
- Including anti-bribery and anti-corruption clauses in contracts.
- Requiring third parties to comply with CapitalXB's standards and provide evidence of their own anti-bribery programs.

Any third-party relationship that presents significant bribery or corruption risks will be terminated immediately.

4.9 Responsibility and Accountability

All employees, directors, officers, consultants, contractors, and third parties working with CapitalXB are responsible for adhering to this policy. Each individual is expected to act with the highest levels of integrity and must not engage in or facilitate any corrupt practices. Any breach of this policy will result in disciplinary action, which may include termination of employment or contracts, as well as legal consequences.

5. Responsibilities

5.1 Employee Responsibilities

A. Awareness, Compliance, and Training

All employees, directors, and officers of CapitalXB are expected to be fully aware of the provisions of this policy and comply with its terms at all times. Employees must participate in mandatory training sessions designed to increase awareness of bribery and corruption risks and understand their obligations under this policy. CapitalXB will conduct training sessions upon employment and at regular intervals thereafter to ensure employees are equipped to identify and prevent bribery and corruption.

B. Reporting of Suspected Bribery or Corruption

Employees are responsible for reporting any suspected or actual instances of bribery, corruption, or violations of this policy. Any suspicion of such practices must be reported immediately to supervisors, the Chief Compliance Officer, or through CapitalXB's whistleblower mechanism. Employees who fail to report known violations may be subject to disciplinary action.

C. Adherence to the Code of Conduct

All employees must adhere to CapitalXB's Code of Conduct, which reinforces the principles of integrity, fairness, and transparency. Any behavior that undermines these principles, such as engaging in bribery or corruption, is strictly prohibited.

D. Prohibition of Personal Gains (Kickbacks, Personal Favors, etc.)

Employees are prohibited from seeking or accepting any form of personal gain, such as kickbacks, personal favors, or other benefits, in exchange for performing their duties. Any employee found accepting or soliciting such personal gains will face disciplinary action, including possible termination.

5.2 Third-Party Responsibilities

A. Compliance Requirements for Vendors, Consultants, and Agents

All vendors, consultants, and agents acting on behalf of CapitalXB are required to fully comply with the provisions of this policy. CapitalXB expects third parties to conduct their business with the same level of integrity, transparency, and ethical behavior that the company upholds. Any violation of these requirements will result in immediate termination of the business relationship.

B. Due Diligence on Business Partners and Intermediaries

CapitalXB will conduct thorough due diligence before entering into agreements with third-party intermediaries, such as agents, consultants, or vendors. This includes checking for any history of corrupt or unethical behavior and ensuring that third-party partners align with the company's anti-bribery and anti-corruption standards.

C. Disclosure of Conflicts of Interest

Third parties are required to disclose any conflicts of interest that may arise in the course of their business with CapitalXB. Any undisclosed conflicts that are discovered will be treated as a violation of this policy and may lead to the termination of the business relationship.

6. Prohibited Actions and Behaviors

6.1 Offering or Accepting Bribes

Under no circumstances should employees or third parties offer, give, receive, or solicit bribes in any form. This includes monetary payments, gifts, favors, or anything of value intended to influence the recipient's actions or decisions.

6.2 Improper Business Gifts, Hospitality, or Entertainment

CapitalXB prohibits offering or accepting business gifts, hospitality, or entertainment that could be perceived as influencing business decisions. Gifts and hospitality must be reasonable, proportionate, and transparent, and should not exceed prescribed value limits without appropriate approval.

6.3 Facilitation Payments and Kickbacks

Facilitation payments and kickbacks are strictly prohibited. These are payments made to expedite routine services or in return for business favors. Employees and third parties must not engage in such practices under any circumstances.

6.4 Unethical Recruitment or Promotion Practices

No employee or third party should offer employment, promotions, or other career benefits as a means of securing business or personal advantages. All recruitment and promotion decisions must be based on merit and follow CapitalXB's standard procedures.

6.5 Political Contributions and Charitable Donations as a Means to Influence

Political contributions and charitable donations must not be used as a means to influence business decisions. Any contributions or donations made by CapitalXB must be transparent, legitimate, and approved by the appropriate authority within the company.

7. Internal Controls and Record Keeping

7.1 Accurate Record Maintenance of Transactions

All financial and business transactions must be accurately recorded in CapitalXB's books and records. Any transaction that involves gifts, hospitality, or business expenditures must be fully documented and properly classified in the company's accounting system.

7.2 Approval and Documentation for Business Gifts, Travel, and Entertainment Expenses

Employees and third parties must obtain prior approval and provide full documentation for all gifts, travel, or entertainment expenses. This includes maintaining records of recipients, reasons for the expenses, and evidence of compliance with company policy.

7.3 Regular Audits and Monitoring of Financial Records

CapitalXB will conduct regular audits and reviews of financial records and transactions to ensure compliance with this policy. Audits will be used to identify any potential areas of concern and to maintain the integrity of the company's financial reporting processes.

7.4 Register for Gifts and Hospitality

A formal register will be maintained by the Chief Compliance Officer to document all gifts and hospitality offered to or received by employees or third parties. This register will be reviewed regularly to ensure compliance with policy limits and transparency.

8. Training and Communication

8.1 Mandatory Anti-Bribery and Anti-Corruption Training

All employees are required to participate in regular anti-bribery and anti-corruption training sessions. This training will cover the key elements of this policy, relevant legislation, and best practices for identifying and preventing bribery and corruption.

8.2 Training for Employees and Third Parties

In addition to employee training, CapitalXB will provide training to third-party intermediaries, such as agents and consultants, to ensure they understand and comply with the company's anti-bribery and anti-corruption standards.

8.3 Ongoing Awareness Programs

CapitalXB will implement ongoing awareness programs to ensure that employees and third parties remain vigilant against bribery and corruption. These programs will include workshops, regular updates, and communications from senior management.

8.4 Public Communication and Policy Availability on Website

This policy will be made publicly available on CapitalXB's website, ensuring that employees, stakeholders, and the public are aware of the company's commitment to ethical business practices.

9. Raising Concerns and Reporting Violations

9.1 Whistleblower Mechanism

CapitalXB is committed to creating an environment where employees and third parties feel comfortable raising concerns about potential violations of this policy. A formal whistleblower mechanism is in place to allow individuals to report suspected bribery or corruption anonymously.

9.2 Reporting Channels (Chief Compliance Officer, Supervisors, HR)

Employees and third parties can report any suspected violations of this policy to their supervisors, the Chief Compliance Officer, or the Human Resources department. All reports will be treated confidentially and investigated promptly.

9.3 Confidentiality and Protection Against Retaliation

CapitalXB guarantees confidentiality for anyone who reports a violation of this policy and provides protection against retaliation. Any form of retaliation against individuals who report violations in good faith is strictly prohibited.

9.4 Escalation Process and Handling of Reports

All reports of bribery or corruption will be investigated by the Chief Compliance Officer. Serious violations will be escalated to the senior management and the Board of Directors for further action.

10. Enforcement and Disciplinary Actions

10.1 Investigation Process

The Chief Compliance Officer will oversee the investigation of all suspected violations of this policy. The investigation will involve reviewing relevant records, interviewing involved parties, and assessing evidence to determine if a breach has occurred.

10.2 Penalties for Breach of Policy (Termination, Legal Consequences)

Employees or third parties found in breach of this policy will be subject to disciplinary action, which may include termination of employment or contracts. Additionally, legal proceedings may be initiated where applicable.

10.3 Accountability of Individuals Involved in Bribery or Corruption

Individuals involved in bribery or corruption will be held personally accountable for their actions. CapitalXB will not indemnify individuals against fines or penalties resulting from violations of this policy.

10.4 Corrective Actions and Legal Proceedings

Corrective actions will be taken in response to any breach of this policy, including implementing new controls to prevent future violations. Where necessary, CapitalXB will initiate legal proceedings against individuals involved in serious breaches.

11. Monitoring and Auditing

11.1 Compliance Monitoring by Chief Compliance Officer and Compliance Team

The Chief Compliance Officer and the compliance team will monitor adherence to this policy regularly through reviews, audits, and virtual tests. Monitoring processes will be adjusted as necessary to address emerging risks.

11.2 Surprise Audits and Virtual Tests

CapitalXB may conduct unannounced audits and virtual tests to assess compliance with this policy and detect any breaches. These audits will be conducted independently and reported to senior management.

11.3 Independent Review of Third-Party Transactions

Transactions with third-party intermediaries, such as vendors and consultants, will be subject to independent review to ensure compliance with CapitalXB's anti-bribery and anti-corruption standards.

11.4 Quarterly and Annual Reporting to the Board of Directors

A quarterly and annual report detailing compliance with this policy will be submitted to the Board of Directors. This report will include details of any violations, corrective actions taken, and recommendations for policy improvements.

12. Policy Exceptions and Amendments

12.1 No Exceptions Clause

There are no exceptions to the Anti-Bribery and Anti-Corruption Policy. All employees, third parties, and stakeholders are expected to fully comply with its provisions.

12.2 Amendments Based on Changes in Law or Internal Policies

This policy will be amended as necessary to reflect changes in relevant laws, regulations, or internal procedures. Any amendments will be communicated to employees and third parties.

12.3 Annual Review and Re-adoption by the Board of Directors

The Anti-Bribery and Anti-Corruption Policy will be reviewed and re-adopted by the Board of Directors annually to ensure its continued effectiveness and relevance.

C. Relevant Regulations:

S.No.	Regulation	Ref. Link	Accessed on
1	Reserve Bank of India (Non-Banking Financial Companies – Responsible Business Conduct) Directions, 2025	https://rbidocs.rbi.org.in/rdocs/notification	30-03-2026