

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

G.V. and Associates, Company Secretaries, Coimbatore and Chennai

Version	3.0	Effective from	01 / 10 / 2025
Approved by	Partners	Policy owner	Compliance Partner

1. PURPOSE AND POLICY STATEMENT

- 1.1 G.V. and Associates, Company Secretaries ("the Firm") has always conducted its practice with honesty and integrity. The trust placed in us by clients, regulators and the public depends on our certifications, reports and filings being independent and free from any improper influence.
- 1.2 The Firm has **zero tolerance** for bribery and corruption in any form. No Partner, employee or trainee shall offer, give, ask for or accept any bribe or undue advantage, either directly or through someone else, whatever the amount and whatever the business at stake. Losing an assignment or facing a delay is always preferable to paying a bribe.

2. WHO THIS POLICY APPLIES TO

- 2.1 This Policy applies to all Partners, employees, trainees and interns of the Firm at both its Coimbatore and Chennai offices, and to consultants, agents and other persons who act for the Firm or on its behalf (together, "Firm personnel").
- 2.2 It covers every dealing undertaken on behalf of the Firm, including with clients, prospective clients, government departments and regulators (such as the Registrar of Companies, Regional Director, NCLT, RBI, SEBI, stock exchanges, the Trade Marks Registry and tax authorities), vendors and other professionals.

3. LEGAL FRAMEWORK

- 3.1 This Policy is framed in line with the following laws, as amended from time to time, and with the Company Secretaries Act, 1980 and the ICSI Code of Conduct. Where any law is stricter than this Policy, the law shall prevail.



Law	Relevance to the Firm
The Prevention of Corruption Act, 1988 (as amended in 2018)	Giving or promising an undue advantage to a public servant is an offence (Section 8). A partnership firm is a "commercial organisation" and is liable if any person associated with it bribes a public servant to obtain or retain business for the Firm (Section 9). Partners who consented to or connived at the offence are also liable (Section 10).
Bharatiya Nyaya Sanhita, 2023 (replacing the Indian Penal Code, 1860 from 1 July 2024)	Covers related offences such as criminal conspiracy (S. 61), abetment (S. 49), bribery at elections (S. 170), criminal breach of trust (S. 316), cheating (S. 318), forgery (S. 336) and falsification of accounts (S. 344). Acts committed before 1 July 2024 remain governed by the IPC.
The Prevention of Money Laundering Act, 2002	Bribery under the PCA is a scheduled offence, and handling its proceeds is money laundering (Section 3). Since May 2023, practising Company Secretaries who carry out specified transactions for clients (such as forming or managing companies, acting as or arranging nominee directors or shareholders, or providing a registered office) are reporting entities with KYC, record-keeping and reporting obligations.
The Benami Transactions (Prohibition) Act, 1988	Prohibits holding property, including shares, in the name of another person where the real beneficial owner is someone else. Entering into, abetting or inducing a benami transaction is punishable (Section 53).
The Lokpal and Lokayuktas Act, 2013	The Lokpal and the State Lokayuktas inquire into corruption complaints against public servants and may also proceed against any person who gives a bribe or abets the offence. Making a false or frivolous complaint is itself punishable (Section 46).

4. WHAT THE FIRM PROHIBITS

4.1 A **bribe** or **undue advantage** means any gratification, in cash or in kind, other than lawful remuneration, given or received to make someone act improperly. It may take the form of money, gifts, lavish hospitality, commissions, kickbacks, jobs or internships for relatives, discounts or favours. Firm personnel shall not:

- (a) pay or offer anything to a public servant, or to anyone on their behalf, to get an approval, filing, registration, order or inspection outcome;
- (b) make "speed money" or facilitation payments to expedite routine work at any government office, even where the amount is small or the practice is said to be common;



- (c) accept any benefit from a client or third party in return for issuing a favourable secretarial audit report, MGT-8, compliance certificate, due diligence report or valuation;
- (d) offer inducements, referral commissions or a share of fees to anyone to obtain work, which is also professional misconduct under the Company Secretaries Act, 1980;
- (e) route any such payment through an agent, vendor, client or relative, or show it in the accounts as fees, travel or miscellaneous expenses.

5. DEALINGS WITH GOVERNMENT AND REGULATORS

- 5.1 All statutory fees, stamp duty and filing charges shall be paid only through the official portal or against an official receipt, and in the name of the client or the Firm, as appropriate.
- 5.2 If any official asks for an unofficial payment, the person concerned shall politely refuse and inform the Compliance Partner on the same day. The Firm will support that person in taking the matter up with the authority concerned. Where a person is compelled to give an undue advantage, the matter must be reported within seven days to the Compliance Partner and to the law enforcement authority, as provided in the proviso to Section 8 of the PCA.

6. GIFTS, HOSPITALITY AND DONATIONS

- 6.1 Firm personnel may accept or give modest gifts of a customary nature, such as sweets, diaries or calendars during festivals, provided the value does not exceed **Rs. 2,000** per occasion and nothing is expected in return. Cash, gift cards and vouchers shall never be given or accepted. Gifts above this limit shall be politely declined or handed over to the Compliance Partner if they cannot be refused.
- 6.2 No gift or hospitality of any value shall be offered to a public servant who is dealing with a matter of the Firm or its client. All gifts given or received, other than items of token value, shall be recorded in the Gift Register kept at each office.
- 6.3 The Firm does not make political contributions. Free or concessional services to Section 8 companies, senior citizens and other deserving causes are approved by the Partners and shall never be linked to obtaining any business advantage.



7. CLIENT ACCEPTANCE, MONEY LAUNDERING AND BENAMI SAFEGUARDS

- 7.1 Before accepting a new client or engagement, the Firm shall verify the identity of the client and of its beneficial owners and shall understand the nature of its business and the purpose of the engagement. KYC records shall be kept for at least five years after the engagement ends.
- 7.2 The Firm shall not lend its name, Partners or staff to act as dummy directors or nominee shareholders and shall not help any client hold shares or property in the name of another person to conceal the real owner. Declarations of significant beneficial ownership under the Companies Act, 2013 shall be insisted upon wherever applicable.
- 7.3 Professional fees shall be received through banking channels. Any transaction that appears unusual, unexplained or inconsistent with the client's profile shall be referred to the Compliance Partner, who will decide whether a report is required to the Financial Intelligence Unit (FIU-IND) under the PMLA. The client shall not be told that such a report is being considered.

8. BOOKS OF ACCOUNT AND RECORDS

- 8.1 All receipts and payments shall be recorded fully and accurately in the books of the Firm, supported by proper bills or receipts. No unrecorded account or "off-book" fund shall be kept for any purpose. Falsifying any record, voucher or document to conceal a payment is an offence under the BNS and will be treated as a serious breach of this Policy.

9. REPORTING CONCERNS AND PROTECTION

- 9.1 Any person who suspects a breach of this Policy shall report it to the Compliance Partner or, if the concern involves the Compliance Partner, to any other Partner. Reports may be made in person, by email or in writing, and may be anonymous. Clients and vendors may also raise concerns in the same manner.
- 9.2 Every report will be looked into promptly and kept confidential. No person will face dismissal, demotion, reduced stipend or any other adverse treatment for raising a concern in good faith, even if it turns out to be unfounded. Nothing in this Policy prevents anyone from approaching the Lokpal, the Lokayukta or the police directly. However, deliberately false complaints will be dealt with strictly.



10. CONSEQUENCES OF BREACH

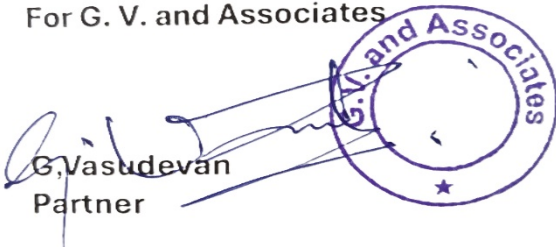
10.1 Any breach of this Policy will result in disciplinary action, which may include termination of employment or training. For a Partner, it may result in action under the Partnership Deed, including removal. Where an offence appears to have been committed, the Firm will report the matter to the appropriate authority and, where required, to the ICSI. Under the PCA, giving a bribe is punishable with imprisonment of up to seven years, or fine, or both, and the Firm itself may be fined.

11. AWARENESS, REVIEW AND ACKNOWLEDGEMENT

11.1 Every new joiner shall be briefed on this Policy at induction and shall sign an acknowledgement. All Firm personnel shall give a declaration of compliance every year in April, and the matter will be discussed at the weekly review meetings whenever required.

11.2 The Compliance Partner shall review this Policy once a year, or earlier if the law changes, and place any changes before the Board of Partners for approval.

For G. V. and Associates



G. Vasudevan
Partner