ANTI BRIBERY & ANTI MONEY LAUNDERING POLICY

AUGUST 2025



Introduction

SAMHI Hotels Limited and its affiliates (collectively, referred to as "**SAMHI Group** or the "**Company/SAMHI**") values its reputation, is compliant with anti-bribery, anti-corruption and anti-money laundering laws and is committed to maintaining the highest level of ethical standards in the conduct of its business affairs.

This policy outlines the principles and responsibilities that guide our efforts to prevent bribery, corruption, and illicit financial activities, in all aspects of our operations.

Part A: Anti-Bribery Policy

Anti-bribery and anti-corruption laws refer to:

- The United States Foreign Corrupt Pratices Act (FCPA)
- UK Bribery Act, 2010
- India's Prevention of Corruption Act of 1988

Purpose

The purpose of this document is to:

- Set our responsibilities, and of those working for us, in observing and upholding our zero-tolerance position on bribery and corruption.
- Provide information and guidance to those working for us on how to recognize and avoid bribery and corruption.

The policy should be read in conjunction with the code of conduct as mentioned in the Employee Handbook of the Company.

The policy applies to everyone working for SAMHI regardless of location, role or level of seniority. This includes all employees, managers, officers, and directors of the Company. SAMHI requires that temporary and contract employees, consultants, agents and any other third party which acts on behalf of the Company, comply with the principles of this policy.

Policy Requirements

"SAMHI has a zero tolerance policy towards bribery and corruption."

A. Definition

Bribery is offering, promising or giving, as well as demanding or accepting any pecuniary or other advantage, whether directly or indirectly, in order to obtain, retain or direct business to a particular enterprise or to secure any other *improper advantage* in the conduct of business.

"In the eyes of law, even the intent to bribe is sufficient to prosecute."

B. Forms of Bribery and Corruption

Bribery and corruption can take many forms including cash or gifts to an individual or family members, inflated commissions, fake consultancy agreements and unauthorized rebates/discounts, political or charitable donations. Intangible benefits such as favors can be termed as bribe, if offered to influence decision of the recipient.

Example: Offer a job to relative of government official with intention to influence the decision of that authority

C. Prohibited payment to Government Officials

The Company, its employees, and its third-party agents, representatives or consultants are
prohibited from giving, promising to give, offering, or authorizing to give anything of value, either
directly or indirectly, to any foreign or domestic government official, employee or agent.

Example: Arranging for an additional payment to be made to a customs official to speed up the administrative process

D. Prohibited payment to Third Parties

- No employee shall offer any bribe or similar consideration to any person or entity in order to obtain business or to influence their policies or decisions, or for any other reason, is prohibited.
- The making of any "kickback" or the sharing of fees with those who represent partners/customers or suppliers of the Company is also prohibited.

E. Receiving a bribe

- SAMHI prohibits its employees and third parties from demanding or accepting bribe or similar consideration.
- SAMHI prohibits its vendors, suppliers and contractors from offering bribe or similar consideration to employees and third parties acting on behalf of the Company.

"SAMHI prohibits corruption in both commercial dealings and dealings with government authorities, including government officials, and if breached may lead to severe disciplinary action, including but not limited to termination".

Ensuring Compliance

SAMHI can be held liable for the actions of third parties, who act as links for and on behalf of the Company in the conduct of business dealings with public or private officials or organizations. In the eyes of the law, payment of bribe through a third party or a supplier has the same effect as making the bribes directly. Accordingly, it is essential to understand the methods adopted by third parties to conduct their business and ensure their commitment to SAMHI's values. SAMHI has developed third party engagement procedures, and it is very important for the employees of the Company to abide by the same. These procedures are set out in the Third-Party Program of the Company.

The Program adopts a risk-based approach and has outlined additional procedures for specific categories of third parties termed as "High Risk Third Parties". High Risk Third Parties may include, but not specific to debt liasioning agents, custom clearance agents, tax consultants, project consultants, real estate agents, and consultants appointed for obtaining government approvals. Certain key elements of the program include:

- Contracts with third-party agents doing business with government officials on behalf of the Company shall be in writing and shall specifically require that the agent comply with the terms of this Policy.
- Engagement of Third Parties must never be used to create an incentive or reward for rendering SAMHIs services or to secure any improper business advantage for SAMHI.

Ensuring Compliance

Working with

Government

officials

During the normal course of business, it may be required to meet with government officials for the purpose of discussing legitimate business. It is required that these meetings must be held in an open and transparent manner in order to minimize the risk of it being perceived as corrupt activity.

SAMHI Group discourages engagement of government officials, whether in duty or retired, for performance of its business activities.

Definition

Gifts include anything of value, e.g. money, goods, services, loans, tickets and prizes, given apparently as a mark of friendship or appreciation or as customary on occasions, without expecting anything in return.

What is Acceptable

SAMHI doesn't promote the culture of giving and accepting gifts. On an exceptional basis, gifts may be given or accepted, if the gift is of nominal value and could not be viewed as lavish or excessive in any respect, and is

- Imprinted with the Company's logo,
- Appropriate for the occasion
- Perishable, or consumable and that an entire office can share instead of just one individual.
- Of reasonable value not exceeding INR 1,000/-, with prior approval from designated CO
- Infrequent
- Does not include cash or cash equivalents.

Example: Items of nominal value, such as cab fare, reasonable meals and entertainment expenses, or company promotional items, are unlikely to improperly influence an official

Ensuring Compliance

- If the gift or hospitality given or received is more than a token gift or modest meal in the ordinary course of business, then there must be prior written approval from Compliance Officer (here-in after referred as "CO") and it must be recorded in the gift and hospitality register.
- On an exceptional basis, gifts may be given to government officials, where it is legal, would be considered respectful as per local customs and made in good faith.
- The gift & hospitality register shall be a written record settling out full details of the gift or hospitality given or received, to be maintained by the CO of SAMHI

Example: A client offering a five star, six day holiday in Thailand for you and your partner shall be declined by explaining that you cannot accept such as offer.

Entertainment

The Company may entertain government officials (host them for meals, charitable or sporting events, parties, plays, concerts, etc) if:

- Entertainment is modest and infrequent and could not be viewed as excessive in any respect; and
- The entertainment is not prohibited by any applicable local law, contract requirement or regulation.

Gifts
Hospitality
And

Entertainment

"For gift, hospitality and entertainment policy for private officials refer Gifts and travel policy as mentioned in the Employee Handbook of the Company"

Ensuring Compliance

SAMHI Group discourages payment of expenses relating to travel and accommodation of government officials except when the payment is for legitimate business purpose, has appropriate documentation, and is in accordance with the following guidelines:

- The expense is approved by CO
- The travel, lodging and meals relate directly to the official's participation in a promotion, demonstration, or exhibition of the Company's products or services or the performance or execution of a contract with the Company.
- The expenses doesn't include that of spouse, family or friend of the Government official.
- The expenses are reasonable and the travel, lodging and meals could not be viewed as lavish or expensive in any respect.
- The expenses are bona fide and properly documented
- It is not prohibited by any applicable local law, contract requirement, or regulation
- No "per diem" payment to be made to a government official
- No payment is made directly to a government official either through an advance or reimbursement of expenses (the Company should directly purchase travel or lodging, utilizing a travel agent or other third party if possible)

"For travel and accommodation policy for private officials refer travel policy as mentioned in the Employee Handbook of the Company"

Donations and Charitable contributions

It is imperative for us to exercise due caution, when making donations, so that it is not considered as inducements, leading to violation of law.

Donations and charitable contributions can only be given with prior approval from the CO, provided the Company doesn't stand to gain tangible benefit in return.

Charitable Contributions

Travel

And

Accommodation

Charitable

Political Contributions

Political Contributions Any contribution, whether monetary or non-monetary, to political parties, or any person who is an office bearer or working for a political party or is an elected leader, whether holding a public position or not, is prohibited as per Company policy, as it may be seen as improper influence for obtaining business favors'.

Facilitating
Payments

Facilitating payment is defined as small, unofficial payments to an individual to secure or expedite the performance of a routine governmental action that involves non-discretionary acts.

"SAMHI Group doesn't permit facilitating payments."

Example of "routine government action" include processing visas, customs, invoice, etc.

Ensuring Compliance

Ensuring Compliance

The company requires that all books, records and accounts of the Company be kept in reasonable detail to accurately and fairly reflect all transactions and disposition of assets. Adequate internal controls must be maintained to provide reasonable assurance that management is aware of, and directing, all transactions ethically and in compliance with Company policies. False, misleading, incomplete, inaccurate, or artificial entries in the Company's books and records are strictly prohibited.

The Company's employees must adhere to the following rules at all times:

 All accounting records, expenditures, expense reports, invoices, vouchers, gift business entertainment, and any other business records must be accurately and reliably reported and recorded in accordance with generally accepted accounting

- principles and must accurately and fairly reflect the transactions and the disposition of the Company's assets.
- No payment may be made with the intent that the payment is for any purpose other than that described by the documents supporting the payment.
- No false, artificial, or misleading entries may be made in the books and records of the Company for any reason. This also includes omitting, falsifying, disguising entries, or otherwise creating misleading or incomplete entries in any of the Company's books, records or accounts of any third party with whom the Company conducts business.
- Payments by or behalf of the Company may be made only upon appropriate authorization and documentation and only for the purpose specified in the documentation.
- Authorizing or funding any transaction that is undisclosed or unrecorded in the Company's books, records and accounts for any purpose that is prohibited.
- Personal funds must not be used to accomplish what is otherwise prohibited by the Company's policy

Reporting potential violations / Questions regarding Policy

Any employee having information or knowledge of any conduct inconsistent with this policy must promptly report such matter to the designated management official, as mentioned in the whistleblower section of the Employee Handbook. It is the Company's policy that such reporting employees will suffer no retribution for reporting potential compliance concerns.

Any questions regarding this policy should be addressed to the CO.

Implementation

SAMHI Group shall designate CO, who shall be responsible for ensuring the implementation of this policy. It would be the responsibility of that authority to deliver this training to all the employees, third parties, agents and consultants working for and on behalf of SAMHI Group and obtain certification or declaration from them.

It is the responsibility of employees, third parties, agents and consultants working for and on behalf of SAMHI Group to know that they are personally responsible for understanding and complying with this Policy.

Penalties and collateral consequences of Non-compliance with this Policy

Violations of anti-corruption laws can result in severe civil and criminal penalties and failure to adhere to this Policy may result in disciplinary action, including termination of employment.

Important Definitions

Anything of Value

The term "anything of value" includes, but is not limited to, cash or cash Equivalents, gifts or gift certificates, services, employment offers, loans, travel expenses, entertainment, political contributions, charitable donations, use of Corporate assets (such as club memberships, apartments or condos), subsidies per diem payments, sponsorships, honoraria or provision of any other asset, Even if of modest value.

Government Official

The term "government official" means:

- Any officer or employee of a government or any department, agency, or instrumentality of a government, including any sovereign wealth fund;
- Any person acting in an official capacity for or on behalf of a government or any department, agency, or instrumentality of a government;
- Any officer or employee of a company or business owned in whole or part by a government unit (an SOE);
- Any officer or employee of a public international organization such as the World Bank or the United Nations;
- Any officer or employee of a political party or any person acting in an official capacity on behalf of a political party; and/or
- Any candidate for political office.

Compliance Officer

The **Compliance Officer (CO)** of a company is the officer primarily responsible for overseeing and managing compliance issues within an organization

Routine
Governmental
Action

Routine governmental action is an action which is under normal course of duty is performed by a government official:

- Obtaining permits, licenses, or other official documents to
- Quality a person to work or business in a country;
- Processing government papers, such as visas and work orders;
- Providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract Performance or inspections related to transit of goods Across country;
- Providing phone service, power and water supply. Loading And uploading cargo, or protecting perishable products or commodities from deterioration; or actions of a similar nature.

Part B - Anti-Money Laundering (AML) Policy

Scope and Applicability

This Anti-Money Laundering (AML) policy applies to SAMHI Hotels Limited and all entities within its promoter group ("SAMHI Group" or the "Company"). It is applicable to all directors, officers, employees, consultants, and third parties acting on behalf of the Company.

Policy Statement

The SAMHI Group maintains a zero-tolerance stance toward all forms of financial crime, including money laundering and terrorist financing. The Company is committed to ensuring that its operations, personnel, and business relationships are not used to facilitate money laundering, terrorist financing or other illicit financial activities.

Legal and Regulatory Compliance

Purpose

SAMHI Group complies with the Indian Prevention of Money Laundering Act, 2002 (PMLA), and aligns its practices with key international frameworks including the U.S. Foreign Corrupt Practices Act (FCPA), UK Bribery Act 2010, and FATF recommendations, wherever applicable.

Key Definitions

Key Definitions

- Money Laundering: The process of concealing or disguising the origins of illegally obtained money.
- **Suspicious Transactions:** Transactions that deviate from expected patterns or raise red flags in the context of the business relationship.
- **Terrorist Financing:** Transactions or use of funds or other assets, directly or indirectly, with the knowledge that they will be utilised to carry out terrorist act, support terrorist organisations or facilitate activities of individual terrorists.

Governance and Responsibility

Governance and Responsibility

- **Board of Directors:** Responsible for overall oversight of AML compliance.
- Compliance Officer (CO): Oversees the implementation and enforcement of this policy, conducts risk assessments, and coordinates training and reporting.
- All Employees, Consultants and Third Parties: Must adhere to this policy, report suspicious activity, and participate in required training.

Counter-**Terrorism**

Financing

Counter-Terrorism Financing (CTF)

The Company is committed to implementing reasonable safeguards to detect and prevent the misuse of its financial systems for terrorism financing purposes. These include:

- Screening transactions against international terrorism watchlists and sanctions listing.
- Maintaining comprehensive records of identification data, transaction details, business correspondences.
- Monitoring for red-flag patterns associated with known financing methods as well as setting in place a protocol for escalation of suspicious cases.

- Cooperating with relevant authorities and complying with mandatory reporting obligations under Indian and international law.
- Conduct due diligence on vendors, suppliers and contractors upon identifying suspicious cases.

AML Program Components

- 1. Risk-Based Approach: A periodic risk assessment will be conducted, deploying both automated and manual processes where applicable, to identify areas of high exposure. Enhanced due diligence will be applied where risk is higher, such as dealings with politically exposed persons (PEPs), jurisdictions with weak AML regimes, or cash-intensive operations. It shall be the endeavour of the SAMHI Group to be proactive in risk assessment and detect risk at onboarding stage and prior to any financial commitment is being made.
- **2. Know Your Customer (KYC):** KYC procedures will be performed on all significant business partners, vendors, and clients. These include:
 - Identity verification
 - Beneficial ownership checks and risk profiling
 - Purpose and nature of the relationship
 - Screening against sanctions lists
 Records of KYC shall be retained in a secure manner.

3. Monitoring and Controls: The Company shall maintain systems to:

- Monitor transactions for unusual patterns and payments from high-risk jurisdictions.
- Identify large cash transactions or third-party payments or sudden change in transaction patterns, inconsistent with or deviation from ordinary course of business.
- Screen against international watchlists and sanction lists.
- Reject or escalate questionable activity to the CO promptly and where required, to the law enforcement agencies.



- **4. Reporting:** All employees are required to report any suspicious activity to the CO, promptly without any delay. Whistleblower protections shall apply to employees reporting such suspicious activity and shall be protected against retaliatory action. The CO may, where required, escalate matters to relevant regulatory authorities.
- relevant employees and will be conducted at time of induction, and at regular intervals. Role-specific training will be provided to departments exposed to higher AML/CTF risks. Training shall include, inter alia, case studies, common red flag indicators of suspicious transactions, practical exercises on identifying and reporting suspicious transactions and updates on regulatory changes. Training records and assessments, if any, shall be maintained by the human resources department and shall be shared with the CO.

AML Program

Components

- 6. Audit and Continuous Improvement: The AML program will be subject to periodic internal audit, with no operational involvement in AML/CFT functions. The CO shall continuously monitor developments to AML/CFT laws, monitoring/surveillance technology, industry specific risks/vulnerabilities, internal reporting and controls shall be updated accordingly.
- 7. Disciplinary Action: The SAMHI Group adopts a zero-tolerance policy for any cases of violation of AML/CFT policy. Violations of this policy may result in disciplinary action including termination, depending on severity, frequency and intent behind wrongdoing and shall be documented with retention of records.

Note: This AML policy is to be read in conjunction with SAMHI Group's Anti-Bribery Policy and Code of Conduct.					