



**SKY GOLD AND DIAMONDS LIMITED – ANTI-BRIBERY & ANTI-CORRUPTION
POLICY**

SKY GOLD AND DIAMONDS LIMITED

(Formerly Known as Sky Gold Limited)

CIN: L36911MH2008PLC181989

Registered & Corporate Office:

Plot No. D-222/2 TTC, MIDC Shirawane, Thane, Maharashtra, 400706

1. INTRODUCTION

It is Sky Gold And Diamonds Limited's (SKY) policy to conduct all its business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, and to implementing and enforcing effective systems to counter bribery. Our designated persons (as defined below) are prohibited from engaging in any bribery or potential bribery. This includes a prohibition against both direct bribery and indirect bribery, including payments through third parties.

2. SCOPE

This policy applies to all dealings, transactions, and expenses for and on behalf of SKY. This policy applies to all stakeholders working for or acting on behalf of SKY or any of its subsidiaries (whether India or outside India)

This includes directors, senior managers, officers, employees (whether regular, fixed-term or temporary), consultants, contractors, trainees, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (whether India or outside India) (collectively referred to as "designated persons" in this policy).

In this policy, Third Party means any individual or organisation with whom a Designated Person may come into contact during the course of his/her engagement with SKY, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, business associates, franchisee and government and public bodies including their advisors, representatives and officials, politicians and political parties.

3. DEFINITIONS

- 3.1. **Bribery:** means anything of value that is offered, promised, given or received to influence a decision or to gain an improper or unfair advantage. Bribery may not always be in the form of cash payments and may take many other forms, including offering, providing, receiving, or soliciting any inducement of any kind in order to influence or expedite any decision/action, which affects the business of SKY or for the personal gain of an individual.
- 3.2. **Corruption:** This refers to wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards.
- 3.3. **Facilitation payments:** It refers to unofficial payments made to secure or expedite a routine action by authorized official.
- 3.4. **Kickbacks:** The payments made in return for a business favour/advantage.
- 3.5. **Gift:** Gift means any item, benefit, favour, hospitality or thing of value given to or received from a party having business dealings with the Company.

4. COMPLIANCE WITH APPLICABLE LAWS

The Company and all its designated persons must comply with all anti-bribery and anti-corruption laws and regulations in all jurisdictions in which it operates.

5. PROHIBITED CONDUCT

It is not acceptable for any designated persons to:

- 5.1. Accept any gift or benefit intended to improperly influence a business decision from any Third Party which is in negotiation with, or is submitting a proposal with SKY;
- 5.2. Give, promise to give or offer, any payment, gift, hospitality or advantage with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given;
- 5.3. Give, promise to give or offer, any payment, gift or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure;
- 5.4. Accept or solicit any payment, advantage, gift or hospitality from a Third Party that you know or suspect is being offered with the expectation that it will obtain a business advantage for them;
- 5.5. Threaten or retaliate against, another employee who has refused to commit a bribery offence or who has raised concerns under this Policy;
- 5.6. The use of facilitation payments;
- 5.7. Engage in any activity that might lead to a breach of this Policy

The points stated above are illustrative in nature and in no way intend to limit the applicability of this Policy.

6. ACCEPTABLE PRACTICES – GIFTS, HOSPITALITY & ENTERTAINMENT

This policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest, and bona fide corporate hospitality, and if its purpose is to improve our company image, present our products and services, or establish cordial relations.

- 6.1. Gifts received on festive occasions such as Diwali, Christmas or New Year.
- 6.2. Gifts received on special occasions such as a wedding or an anniversary.
- 6.3. Gifts received in recognition of a professional contribution made by the recipient, such as for making a knowledge sharing presentation, remuneration for guest lecture and related areas.
- 6.4. Gifts received on the occasion of a terminal event such as a transfer or on cessation of employment.
- 6.5. Gifts received during visits to Vendor/Business Associates location.

6.6. Modest promotional gifts are permitted. It is acceptable to offer modest promotional materials to contacts e.g. branded pens. Use of one's position with the SKY to solicit a gift of any kind is not acceptable. However, SKY allows associates occasionally to receive unsolicited gifts of a very low intrinsic value from business contacts provided the gift is given unconditionally and not in a manner that could influence any decision-making process.

In some cultures/ countries, it may be seen as an insult to reject a gift, and refusals may adversely affect business relationships. In these circumstances, and if the gift is anything other than moderate, the gift should be reported to the reporting manager who will decide whether such gift will be retained or returned. If your reporting manager is uncertain how to treat the gift, s/he should seek clarification from his/her relevant Human Resource (HR) contact.

7. MAINTAINING ACCURATE BOOKS AND RECORDS

No payment by or on behalf of SKY shall be approved or made if any part of the payment is to be used for an unlawful or improper purpose, or for any purpose other than that described by valid documents supporting the payment. No false or misleading entries should be made in any books or financial records of the SKY for any reason.

Any expenses that an employee or third party incurs on SKY's behalf or in connection with our business shall not be reimbursable unless they are lawful and supported by detailed documentation including, for example, valid invoices, receipts etc.

8. MONEY LAUNDERING, TERRORISM FINANCING, OTHER FINANCIAL OFFENCES

8.1. SKY GOLD AND DIAMONDS LIMITED recognizes the fact that entities in the gems and jewellery sector have to take on the onus of analysing their potential vulnerabilities to money laundering and implement specific steps that are required for protection against abuse by criminals.

8.2. Strict compliance is required at all times, with all applicable national and, where appropriate, international laws / regulations with respect to money laundering, terrorism financing, bribery, facilitation payments, corruption, smuggling, embezzlement, fraud, racketeering, transfer pricing and tax evasion.

8.3. It is the responsibility of each Designated Person to know and understand the relevant money laundering / financial offences related legal, regulatory and internal requirements as they apply to their jobs. Ignoring or not reporting suspicious activity that appears to be questionable may also be considered as a violation of the Business Principles, depending on the seriousness of the non-conformance.

8.4. The Chief Financial Officer (CFO) shall ensure that all critical steps such as KYC (Know Your Customer) and KYS (Know Your Supplier) Identification of suspicious transaction, reporting to management and record keeping as required by the local act and legislations are complied with.

9. KIMBERLEY PROCESS AND SYSTEM OF WARRANTIES

9.1. **SKY GOLD AND DIAMONDS LIMITED** is fully committed to complying with all the requirements specified in the Kimberley Process Certification Scheme.

9.2. We will not engage in business with any supplier, customer or other participant in the supply chain that deals in 'sconflict diamonds' or not following the System of Warranties Declaration in invoices, either knowingly or unknowingly, will be considered as a violation of the Business Principles.

10. PROCEDURE FOR REPORTING CONCERNS

Every person to whom this policy applies to, is encouraged to raise their concerns about any bribery issues or suspicion of malpractice at the earliest possible stage. If any stakeholder, believes or suspects that any designated persons, or any other person acting for or on behalf of the company, may have engaged in conduct inconsistent with this policy or applicable laws of the land related to bribery, the employee or person associated with the company may raise the concerned Committee at skygoldltdmumbai@gmail.com or investors@skygold.co.in

The members of the concerned Committee shall report any such concerns raised to the concerned Committee.

11. INTERNAL INVESTIGATION

Upon receiving the information, an investigation will be carried out with the utmost confidentiality. The purpose is to determine whether there has been a violation of this Policy or any applicable law. Subsequently, appropriate corrective measures will be implemented based on the findings.

Once the investigation is completed, the decision will be communicated to both parties discretely and during the investigation, both parties shall be given a reasonable opportunity to be heard along with witnesses and to produce any other relevant documents.

12. TRAINING AND AWARENESS

The Company shall provide training to employees on the requirements of this Policy and applicable anti-bribery and anti-corruption laws.

Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend regular training on how to implement and adhere to it. Every person to whom this policy applies is responsible for the success of this Policy and should use the mechanisms provided under this Policy to disclose any suspected misconduct.

For external persons like consultants, advisors agents, sponsors, or any other person associated with business of SKY adherence to this policy and the same policy shall also be displayed at SKY Website <https://skygold.co.in/investor-relations/>

13. CONSEQUENCES OF NON-COMPLIANCE

The BRSR Committee shall, after considering inputs, if any, from the Chairman/ members of the said committee have the discretion to recommend appropriate disciplinary action, including suspension and termination of service of such defaulting Person to the HR Department and finally to the MD & CEO. The BRSR Committee shall also recommend if the violation is potentially criminal in nature and should be notified to the authorities. In the event of criminal or regulatory proceedings, the defaulting Persons shall co- operate with relevant authorities.

Depending on the nature and scale of default by the defaulting Person, the Chairman/ members of the BRSR Committee may also recommend to the BRSR Committee to commence civil and/or criminal proceedings against such a Designated Person in order to enforce remedies available to SKY under applicable laws.

The actions taken by the BRSR Committee shall be placed before the Audit Committee for its review and directions, if any on a periodic basis.

14. CONTINUOUS IMPROVEMENT & REVIEW

To maintain an anti-corruption program that meets regulatory requirements and stakeholder expectations, the Company will periodically change, improve, and communicate its anti-corruption-related policies, practices, and procedures. The policy shall be reviewed & revised by the Board of Directors as and when required. The Audit Committee shall monitor the effectiveness and review the implementation of the compliance principles set forth in this Policy, regularly considering its suitability, adequacy, and effectiveness.

15. ACKNOWLEDGEMENT

By accepting employment or engagement with the Company, individuals acknowledge their understanding of and commitment to comply with this Policy.