

### A. Purpose & Objectives:

1. To define & communicate expected behaviour from employees for clarity & adherence
2. To encourage people into desirable set of performance, conduct & behaviour
3. To enumerate the consequences of deviations in the matters of ethics & governance

### B. Scope

These guidelines are applicable to all employees (in O1 & above grades) across all entities of Adani Cement Business viz. Ambuja Cements Ltd., ACC Ltd and their subsidiaries

### C. Applicability

These guidelines are being published in addition to set of Code of Conduct as applicable to employees in Ambuja Cements Ltd. & ACC Ltd. These are integral part of Code of Conduct, Discipline & Appeal framework and applicable to all Executives per se. Provisions of this charter will have same enforcement gravitas as in case of CoC. In case of specific procedure or other provisions in conflict with existing policy, these set of guidelines will prevail.

### D. Expected conduct, behaviour & strive

1. Courage, Trust & Commitment are pronounced Core Value of the Group.  
Every employee is expected to demonstrate it in all aspects of his / her engagement with the organization at the workplace and outside of it.
2. Integrity of thoughts, words & actions beyond doubt - including but not limited to financial, moral & leadership matters
3. Value Centricity – creating value through individual & team efforts in all endeavors
4. Collaborate to create excellence in everything that is pursued
5. Strive – Going beyond contractual requirements to enhance value creation
6. Ownership – taking total ownership of the job / position / outcomes
7. Executive attributes – agility & speed of execution, growth mindset, seizing opportunities, outcome orientation, entrepreneurial spirit, humility-respect-dignity, adaptable, decision making, achievement orientation.

### E. Prohibited conduct, behaviour and / or actions

1. Financial, moral or verbal integrity related matters in any manner. Examples - including but not limited to
  - a. Accepting gifts, gratifications or favors of any nature from any person directly or indirectly related to business of the organization or the Group.  
Procedure for dealing with gifts – In case the gift is small value perishable and/or consumable item, it needs to be deposited with concerned Admin team with proper records. For all other items received, gift may be returned to sender with thanks. Mention of policy limitation in accepting gift may be preferred.
  - b. Extending undue favors at the cost of organization to business associates, vendors, service entities and / or others
  - c. Causing pecuniary loss to the company due to negligence or dereliction of duty
  - d. Use of Company Vehicle or any other resource / asset for personal needs outside of official work
  - e. Decision(s) and / or action(s) with Conflict of interest(s) of any manner
2. Violation of any of the terms of employment in any manner including association/ involvement (direct or indirect) into any business or commercial enterprise owned by self, family or others with or without pecuniary gain, refusal to transfer anywhere within location, company or Adani Group.
3. Participation into rumors, gossips and maligning campaigns in any group(s) and / or social media. Use of employer brand(s) for personal gain / following / favor on social media or use

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- of any inappropriate content associating Adani Brand / business context. Use of official contents, photographs etc. for individual promotion, publicity or fame.
4. Active engagement into political campaigns at any level. Indulging into acts of subversion against Government(s) / local bodies.
  5. Aid, abetment or support (direct / indirect) to collective movements of a group within or outside the organization. Direct or indirect participation of Executives/ Officers / White Collar workforce into union movements with or without being a member
  6. Indulging directly or indirectly into acts detrimental to interest(s) of organization or group.
  7. Sharing of internal communication, any other confidential / proprietary content / document etc. in any form with external recipient(s) / media / social media without authorization of management.
  8. Hiding or suppression of information of any nature from management officials who need to know, (intentional) wrongful declaration or incorrect reporting of performance, cost any other data.
  9. Continue (to) work in unsafe condition(s) knowingly, causing danger to human life, without resolving the root cause
  10. Violation of provision(s) of POSH Act 2013
  11. Ignoring (or not addressing) performance and / or integrity related matters within work Group
  12. Unduly influencing recruitment process of the company for employment of relative (or any other beneficiary) for or without gains of any nature, in any category of employment. Suppressing information related to employment of relatives working in the company or in the Group.

### F. Procedure to deal with matters related to clause E

1. An employee is expected to report a matter through proper channel or to nominated executive(s) or through channels of communication established for the purpose under whistleblower policy or to Internal Audit
2. Concerned head of function / unit / business to carry out preliminary investigation and send recommendation to Ethical View Committee (comprising of CEO, CHRO, CFO & Chief Internal Auditor) within reasonable time period based on complexity of the matter not exceeding 7 days from Dt. of reporting of the incident. Chief IA is members secretary of the committee.
3. Detailed investigation to be carried by nominated team, as required
4. At least one fair & comprehensive opportunity to be provided to concerned employee to present his / her case at either or both stages
5. Based on circumstances, principle(s) of 'preponderance of probability' and / or 'proof beyond reasonable doubt' to be followed to ascertain accountability & magnitude. Act & motive to be considered suitably. Consequence, proportionate to misconduct, to be decided with organization's interest & reputation as paramount criterions.
6. Ethical View Committee is final review authority and its decision(s) to have final & binding effect for implementation by all concerned.
7. Labelling of false allegations against innocent Executive(s) with or without ulterior motive(s) to be dealt with suitably through administrative mechanism to prevent toxicity at the workplace.
8. Ethical View Committee to decide actions. Concerned Executive to implement action.

### G. Ownership & Implementation:

Every Manager, Head of Department, Head of Function and Head of Business Unit is responsible for enforcement of these guidelines through preventive & consequential actions in their respective Work Group, domain or area of control. In case of exceptions/ deviations, swift course correction measures are to be planned & executed in consultation with concerned teams.