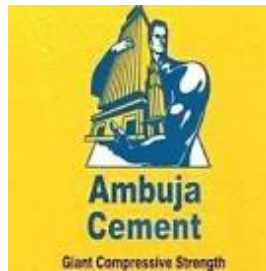

Conduct Rules for Management Grade Employees



NOVEMBER 25, 2020

AMBUJA CEMENTS LIMITED

Head Office – Elegant Business Park, Andheri East, Mumbai 400059

Objective:

These Conduct Rules are an integral part of the service conditions for employment in the Company and describes general duties, responsibilities and Management's expectations regarding behaviour/conduct of its employees. These Conduct Rules are to be read in conjunction with and not in substitution of the Ambuja - Code of Business Conduct and other rules, regulations and policies, including LH Policies (as amended from time to time).

Scope of Service of Management Grade Employees:

The Management Grade employees (herein after called as "Employees") shall be expected to serve the Company in its business in such capacity and at such place/location as he/she may, from time to time be directed and as situation warrants.

Employees to promote the Company's interest:

Employees shall serve the company honestly and faithfully. He/she shall use his/her utmost endeavours to promote the interest of the Company and shall devote necessary attention in all transactions & matters allocated to him/her by the supervisor and/or being handled by him/her in his independent capacity or as a part of a team.

No employee shall engage himself/herself or participate in any activity, which is prejudicial to the interest, business or reputation of the Company. He/she shall not work for or advise any individual or organization or hold any office (Honorary or remunerative) unless prior permission from the Management of the company is obtained in writing.

Connection with Press, Radio or TV:

No employee shall, except with the previous sanction of the Managing Director, own wholly or in part or conduct or participate in the editing or managing of any newspaper or other periodical/publication.

No employee shall, except with the previous sanction of the Managing Director, participate in a radio or television broadcast or contribute any article or write any letter either anonymously or in his/her own name or in the name of any other person to any newspaper or periodical touching the business interest or internal working or reputation of the Company.

Note: The sanction of Managing Director is not mandatory for taking part in Radio/TV broadcasts of purely cultural and musical in nature.

Guidelines for Social Media Participation:

No employee shall, except with the previous sanction of the Managing Director or in accordance with Ambuja - SOP on Management of Digital Media (available on the intranet at <https://drive.google.com/file/d/1bM5o4k1Y-BTmuqDRdl0rdSNaVLAefYFA/view>), make use of any social media platform such as facebook, whatsapp, twitter, any other messaging platform etc., for disclosing any confidential/proprietary data or information relating to the internal workings of Ambuja.

No employee (including an ex-employee) shall do or cause to be done anything that is derogatory or defamatory to Ambuja or any of the employees or business partners of Ambuja by means of social media.

No employee shall, without having exhausted all the recourse within the Company Ethical View Reporting system including but not limited to filing an online report through integrity line, write any letter/ raise a concern either anonymously or in his/her own name or in the name of any other person to any government authority or public official.

Note: Employees are permitted and encouraged to retweet information posted on the official Ambuja social media platforms. However, employees shall not retweet/reshare any derogatory/disparaging posts relating to Ambuja whether copied or received from any third party's through social media or otherwise.

Note: Employees are also encouraged to monitor the social media for any unauthorized or disparaging information about Ambuja or LH Group and bring it to the notice of the concerned functions immediately. Do not respond to any such remarks without consulting the concerned functions. Ambuja retains the right to monitor the contents, comments & discussions about itself, its employees, clients and industry, posted by any employee or third party on social media & take action (including seeking modification or deletion) as deemed fit.

Trading in Shares or other Securities:

No employee shall deal/trade in Shares or other Securities in contravention of the Code for Prevention of Insider Trading (available on the intranet at [https://www.ambujacement.com/Upload/PDF/Insider Trading Code Website Version 16.9.2015 Latest Forms-2.pdf](https://www.ambujacement.com/Upload/PDF/Insider_Trading_Code_Website_Version_16.9.2015_Latest_Forms-2.pdf))

Unauthorized communication or information:

No employee shall, except in accordance with any general or special order of the Managing Director or in the performance in good faith of the duties assigned to him/her in accordance with the Ambuja - SOP on Management of Digital Media, communicate directly or indirectly any official document or confidential or proprietary information to any officer or any other person to whom he/she is not authorized to communicate such document or information.

Habitual Indebtedness and Insolvency:

It will be the responsibility of the employees to avoid habitual indebtedness or insolvency. If however any staff is involved in any legal proceedings for debt recovery/insolvency etc., he/she is required to report immediately with full facts to the Management through his/her reporting manager and/or the compliance officer.

Patent for an Invention:

No employee of the Company assigned for carrying out the scientific or technical research work shall obtain, cause or permit any other person to apply for a patent for an invention made by him/him, with or without the permission of the Management. All rights in such works shall vest in the Company without requirement of any assignment or other documentation for the same & the author will not claim

any intellectual property rights in such works. The Management will fully exercise its rights to impose any other conditions in this regard.

Copyright for any creative/artistic/literary work:

No employee of the Company assigned for carrying out any artistic or creative or literary work in the course of his/her employment / day-to-day job, shall obtain, cause or permit any other person to apply for a copyright or other intellectual property for such artistic/creative/literary work created by him/her, with our without the permission of the Management. All rights in such works shall vest in the Company without requirement of any assignment or other documentation for the same & the author will not claim any copyright in such works. The Management will fully exercise its rights to impose any other conditions in this regard.

Office/Work Place Decorum:

To maintain a good Company image, all employees are encouraged to follow the Office/ workplace decorum including but not limited to the below:

- (a) Speak politely and softly (audible);
- (b) Avoid loud conversation and gossip;
- (c) Avoid unrequired strolling;
- (d) Keep the workplace neat and clean;
- (e) Ensure that all papers, files, etc. are kept in proper place and not left out on the tables while leaving office for the day. The concerned employee will be entirely responsible for loss of any paper or files, which are in his/her possession;
- (f) Switch off the lights, computer and any other electrical/electronic gadgets while not in use;
- (g) Consciously avoid/discourage wastage of Company's stationery. Re-use stationery where possible or inter-company correspondence;
- (h) Knock on the door of the senior executives before entering their rooms;
- (i) Switch off or the mobile phone when visiting any senior executives or during a meeting. In the event there are some urgent calls expected, please request for permission from the senior concerned to keep the phone switched on;
- (j) Inform colleagues/HOD about his/her whereabouts when he/she are not at the seat or going out of the office / work place during work hours;
- (k) Receive and interact with visitors in a friendly and helping attitude;
- (l) Do not smoke within the office/work premises;
- (m) Ensure all health and safety measures as stipulated by the Company from time to time.

Use of Identity Cards:

Employee shall carry with them at all times their I-Cards provided to them by the Company, within the workplace and office premises, in accordance with Company's directives or instructions.

Discipline and Appeals:

(I) General: Employees shall comply with the Code of Business Conduct & these Conduct Rules in force from time to time, violation of which will render him/her liable for disciplinary action, he/she shall also render himself/herself liable for disciplinary action on commission or omission of acts constituting misconduct.

Misconducts: The following is the list of misconducts. However, this list is illustrative and not exhaustive. The competent authority/persons shall have discretion to classify other acts similar or dissimilar to those listed below as misconduct both on and off the premises which are considered to be such as would affect the proper, smooth and efficient working of the Company, its discipline, public image or interest: -

- (a) Displaying disrespectful and/or inappropriate behaviours and/or using abusive/foul language towards colleague or supervisor;
- (b) Refusing to do assigned work or failing to carry out the reasonable assignment of a Supervisor, Manager or Functional Head;
- (c) Being inattentive to duty/negligence of duty, including sleeping on the job;
- (d) Soliciting any other business for personal gains, monetary or whatsoever during office hours *viz.* Insurance Policies, Mutual Funds, etc. or selling products of other companies;
- (e) Falsifying a time in/out records, or other Company's records or giving false information to anyone whose duty is to make such record;
- (f) Being repeatedly or continuously absent or late, being absent without notice or reason satisfactory to the supervisor/organization or leaving one's work assignment without appropriate authorization;
- (g) Conducting oneself in any manner which is offensive, abusive or contrary to common decency or morality; carrying out any form of harassment including sexual harassment;
- (h) Having an unauthorized weapon, firearm or explosive on office premises or any act/behaviour that endangers the life of fellow employees or puts risk to Company equipment/facility/property;
- (i) Misusing or wilfully neglecting Company's property, funds, materials, equipment or supplies;
- (j) Tampering with Company records/documents on paper or on computerized systems;
- (k) Unlawfully distributing, selling, possessing, using or being under the influence of alcohol or drugs when on the job or subject to duty;
- (l) Fighting or acting in any manner which endangers the safety of oneself or others. This includes acts of violence as well as threats of violence;
- (m) Stealing or possessing without authority any equipment, tools, materials or other property of Company or attempting to remove them from the premises without approval or permission from the appropriate authority.
- (n) Marking or defacing walls, fixtures, equipment, tools, materials or other Company property, or wilfully damaging or destroying property in any way;
- (o) Posting unauthorized material on bulletin boards, walls or Company website;
- (p) False accusation (s) against fellow employees, supervisor or management;
- (q) False information about self at the time of employment or at any time during employment;
- (r) False declarations about expenses / other particulars to avail Company benefits/reimbursements including Travel expenses;
- (s) Distribution, exhibition or pasting of poster, newspapers, pamphlets, etc. in the premises of the Company without the previous permission of the competent authority/person;
- (t) Financial fraud/ misappropriation of Company's funds;
- (u) Smoking within no-smoking areas or no-smoking operations;
- (v) Conviction of a felony or offence involving moral turpitude;
- (w) Wilful violation of safety rules or Company Policies;
- (x) Knowingly admitting an unauthorized person or persons into any restricted area (including at plant locations);
- (y) Violation of Information Systems User Directive;

- (z) Violating Code of Business Conduct and Ethics and/or any other policy as applicable to the employees from time to time;
- (aa) Misconduct committed in previous or earlier employment if the misconduct was of such nature as has rational connection with the present employment and renders the employee unfit or unsuitable for continuance in service;
- (bb) Forcing or threatening any employee / worker to get involved in Union related activities / anti-company activities or to enroll as a Union Member.
- (cc) Ignorance of these Conduct Rules, Company CoBC, Policies, Rules, Regulations, SOPs, etc., as amended from time to time, is not an excuse. During the course of employment / engagement / association with the Company it is expected that the employees keep themselves updated on the same;
- (dd) Failure to follow Company Privacy Policy;
- (ee) Violation of local, state or central laws.

Any other act subversive of discipline. Disciplinary actions can take place in following forms; -

1. Verbal Counselling actions;
2. Written Counselling actions;
3. Enquiry/Investigations;
4. Suspensions/Dismissals.

Employee would be given an opportunity to present his/her case during the disciplinary proceedings.

Note: When an employee engages in conduct in violation of these Conduct Rules and the conduct is committed off-duty and not in office premises/at job, the Company may discipline the employee, up to and including discharge, if in violation of law.

Conduct that is off-duty but on Company property or that is directed toward fellow employees, representatives or property is always connected to employment with the Company & the Company retains the right to take any actions as stipulated herein.

Suspension Pending Investigation:

An employee can be suspended pending investigation into charges against him/her. During the period of suspension pending enquiry/investigation, employee shall be paid subsistence allowance as given below-

- (a) At the rate of 50% wages/salary which the employee was entitled to immediately precede the date of such suspension, for the first ninety days of suspension.
- (b) At the rate of 75% of such wages/salary for the remaining period of suspension if the delay in the completion of disciplinary proceedings against such employee is not directly attributable to the conduct of such employee.

Penalties/Punishments:

For any act of misconduct, if proved, any of the following punishments, can be inflicted:

- (a) Censure/Warning;
- (b) Suspension for four or more days without wages/salary;
- (c) Stoppage of increments and/or bonuses upto three years or as deemed fit by the management;
- (d) Reduction to lower grade or lower stage in the grade;

- (e) Reduction of salary and/or other benefits of non-statutory nature;
- (f) Transfer, discharge or dismissal or removal with immediate effect;
- (g) Reporting to the local police or other authorities, as may be required.

Termination without enquiry/Notice:

The company will be entitled to terminate the services of an employee without enquiry or notice under the following circumstances.

- (a) If the Company prima facie comes to a conclusion that charges of misconduct are by and large proved or the employee has committed breach of any of the terms of the agreement of employment or general disciplinary rules including Code of Business Conduct & Ethics or the conduct of an employee is such that it would damage the reputation of the Company or will put the Company to a monetary loss.
- (b) In the event of any employee being adjudged insolvent or convicted of an offence involving moral turpitude.
- (c) In case an employee is physically or mentally unfit to attend to duties for a period exceeding six months. The Company's opinion based on medical evidence obtained by the Company in this behalf will be regarded as final.
- (d) If the Company desire to dispense with the services of an employee in accordance with the termination clause of his or her appointment letter.
- (e) In any other case of termination without notice/enquiry, Company will pay the salary in lieu of notice as per the contract of employment.

Review, Amendment & Modification:

These Conduct Rules may be reviewed amended, modified by the Management as & when required or deemed necessary.

Ambuja Cements Limited

*Note – Employee Conduct Rules are extremely important. The location of these provisions in this document and the order of the provisions should in no way be construed as prioritizing any of the provisions over the others.

** Note – Any information of breach/violation of these Conduct Rules shall be immediately reported to the HR dept. for appropriate action. This reporting may also be done through the available channels available on the intranet at <https://www.ambujacement.com/Upload/PDF/Ethical-View-Reporting-Policy-June-2020.pdf>.