

ADANICONNEX PRIVATE LIMITED
WHISTLEBLOWING POLICY

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1. POLICY INTRODUCTION

a. Background

We are committed to conducting our business in accordance with the highest ethical standards and to developing a culture built on trust and integrity where you feel able to communicate your concerns. We want you to feel confident that we will take such concerns seriously and investigate them appropriately.

This Policy sets out the procedures through which you can raise questions or concerns, or make reports about any known or suspected violations of:

- i. laws or regulations; or
- ii. Code of Conduct
- iii. internal policies or guidance.

If you wish to raise a concern, we want you to know about your right to remain anonymous, as well as how we will deal with any retaliatory behavior.

b. Scope of application

This Policy applies to the **ACX Group** and to **ACX Group Personnel**.

c. Defined terms

Defined terms in this Policy are in bold. The definitions are found in section 6 below.

d. Questions and reporting breaches

Direct any questions or any known or suspected violations of this Policy to the **Compliance Officer at compliance.adaniconnex@adani.com**

You must report all known or suspected violations of this Policy to the **Compliance Officer** as soon as possible.

Retaliatory behavior resulting from good faith reporting is never acceptable. Those who engage in retaliatory behavior will be subject to disciplinary action.

2. Overview of Process

In summary, when you raise a concern or report a potential breach, our process is set out below.

Known or suspected violation identified, such as:

- **Bribery, Corruption, Money Laundering or Fraud**
- Breaches of **Sanctions**
- Breaches of applicable laws
- Anti-competitive behavior
- Danger to the environment or health and safety
- Forced or child labor or human trafficking
- Workplace harassment and discrimination
- Violation of **Code of Conduct**

Report your concern to:

- Compliance Officer

Initial assessment

The Compliance Officer will undertake an initial assessment to decide if an Investigation is needed.

Initial assessment to be completed within 7 days of Concern raised. Compliance officer shall inform the Complainant on acceptance or rejection of the concerned raised.

Investigator appointed

- If an Investigation is needed, an Investigator will be appointed.
- Investigators may seek assistance from other ACX. Group Personnel (provided there is no conflict).
- Compliance Officer will have oversight of the process and investigation plan.
Investigator should be appointed within 14 days of completion of initial assessment.

Investigation

- Scope of the **Investigation** will depend on the nature of the concern.
- All **Investigations** will be completed as within 90 days from date of appointment of the **Investigator**, maintaining fairness and thoroughness.

If additional time is required to complete the investigation, approval needs to be sought from Audit and Compliance Committee with justified reason by the **Investigator**.

Closure

If appropriate, you will be informed of the closure of the Investigation. Ordinarily no feedback will be provided to you regarding the outcome of the investigation or of any actions taken as a result of the investigation.

3. Policy Requirements

a. Raising questions and reporting concerns

This Policy sets out the procedures through which you can raise questions or concerns, or make reports about any known or suspected violations of:

- a) laws or regulations;
- b) Code of Conduct; and
- c) our internal policies or guidance.

You must raise the following:

- (a) known or suspected **Bribery, Corruption, Money Laundering or Fraud**;
- (b) breaches related to **Sanctions or Trade Controls**;
- (c) any actual or potential criminal offences or breaches of applicable laws;
- (d) anti-competitive behaviour;
- (e) actions or inaction that create a danger to the environment or the health and safety of any individual or group;
- (f) concerns about forced labour, child labour, human trafficking or other human rights issues; and
- (g) workplace harassment and discrimination.
- (h) violation of Code of Conduct.

You should resolve any workplace interpersonal issues or human resources grievances you may have (e.g., issues relating to remuneration or promotion) with either **Human Resources** or your **Manager** rather than through the processes set out in this Policy.

b. How to report a concern

Anyone can report a concern if it is made in good faith to the **Compliance Officer** via email at compliance.adaniconnex@adani.com.

You may choose to be anonymous, but please be aware that if you do so, you should provide as much information as you can.

You do not need to have absolute proof in relation to any concerns that you wish to raise. However, to enable us to investigate your concerns, you will need to be able to explain the reasons for your concerns, and it would be helpful if you provide sufficient details. For example, it would be helpful if you could provide the names of the individuals involved or the names of individuals who may be aware of the issues, dates and any relevant times.

Your identity (or information that could lead to your identification) will be

kept confidential, except where you consent to it being disclosed, the information is given to a lawyer for the purposes of obtaining legal advice, the disclosure is required / permitted by law, or it is necessary to prevent a serious and imminent threat to life, health or property.

You may choose to remain anonymous when raising a concern, but please be aware that this could make any **Investigation** or assessment more difficult. We can only protect your anonymity to the extent possible in accordance with applicable laws.

We encourage you to report concerns promptly as this will improve the effectiveness of any subsequent **Investigation**.

You must not attempt to conduct your own **Investigation** or interviews in relation to any concerns you may have. You must not contact the media under any circumstances.

c. Handling a concern

Any concerns will be assessed initially by the **Compliance Officer** to decide if an **Investigation** is needed and what form that **Investigation** should take. Initial assessment should be completed within 7 days of the concern raised and the Compliance Officer shall communicate to the Complainant on acceptance or rejection (with justified reasoning in writing) of the concern raised.

The Compliance Officer shall designate/appoint the **Investigator** within 14 days of completion of initial assessment with approval from the CEO.

If the concern relates to the Chief Executive Officer of **ACX**, the Board of Directors or the Chairperson of the Board will be responsible for handling the concern and **Investigation**.

If the concern relates to a member of the Board of Directors of **ACX**, the Chairperson of the Board will be responsible for handling the report and any **Investigation**. If the report relates to the Chairman of the Board, the other Board members will be responsible for handling the concern and any **Investigation**.

If the concern relates to the **Compliance Officer**, the Chief Executive Officer will be responsible for handling the concern and any **Investigation**.

d. Investigating a concern

Where it is determined that an **Investigation** is required, an **Investigator** will

be appointed. The **Compliance Officer** may appoint themselves as the **Investigator**. **Investigations** will take place wherever appropriate, irrespective of the seniority of the individuals involved or the issues in question.

All **Investigations** will be completed within 90 days from date of appointment of the **Investigator**, while maintaining fairness and thoroughness.

If additional time is required to complete the investigation, approval will be taken from the Audit and Compliance Committee with justified reason by the **Investigator**.

Any information that is provided as part of an **Investigation**, or that is discovered during that **Investigation**, will be treated as confidential to the greatest extent possible. Information will only be disclosed on a need-to-know basis.

Investigators may seek assistance from other **ACX Group Personnel** where necessary, provided those individuals do not have a conflict of interest and they are independent of the matter under **Investigation**.

The **Investigator** will agree with the **Compliance Officer** on their investigative plan and ensure that they have oversight during the course of the **Investigation**. The **Compliance Officer** may review the plan with **Leadership**.

If appropriate, you will be informed of the closure of the **Investigation**, but ordinarily no feedback will be provided to you regarding the outcome of the **Investigation**, or of any actions taken as a result of the **Investigation**.

e. No retaliation

We encourage everyone to raise questions and concerns and to make reports in good faith. Retaliatory behavior against those who raise concerns in good faith is never tolerated.

f. Your responsibilities

You must help when your assistance, or the assistance of someone you manage, is sought with respect to any **Investigation**. This means that you must:

- (a) make yourself, any persons whom you manage, and any relevant documents and other records available to any **Investigator** or any other person who is assisting with an **Investigation**;
- (b) act in good faith, be truthful and volunteer any information that may assist with an **Investigation**;

- (c) maintain the confidentiality of any information that you receive as part of an **Investigation**, including the existence of the **Investigation**, the people involved, and any the factual issues; and
- (d) not make recordings of any interviews conducted without the prior written consent of the **Compliance Officer**. Where appropriate, prior to commencement of a recorded interview, the interviewee will be notified and asked to provide their consent.

4. Disciplinary Action:

Upon completion of the investigation of the concern, if the Investigator concludes that a misconduct and/or violation of any ACX policy and Code of Conduct has occurred then it shall recommend appropriate disciplinary action against the suspect/defendant involved in investigation to the **Leadership**.

Disciplinary action can include a verbal or written warning, suspension with or without pay, loss or reduction of bonus or stock options, or, for the most serious offenses or repeated misconduct, termination of employment.

5. Training

All **ACX Group Personnel** will receive training on this Policy on induction and as and when required by ACX. All **ACX Group Personnel** responsible for the procedures set out herein and management of the business must complete this training successfully.

6. Governance

The **Compliance Officer** is responsible for the implementation and maintenance of this Policy.

The **Compliance Officer** will report to the **Audit and Compliance Committee** of **ACX** at least quarterly with details of concerns raised under the Policy, status of on-going investigations and disciplinary action proposed.

The **Compliance Officer** will ensure that this Policy and any associated policies and procedures are reviewed at least annually.

7. Amendment:

Amendments to this Policy will need an approval of the Board.

8. Definitions:

ACX: AdaniConneX Private Limited.

ACX Group: **ACX**; any entity, operation, or investment more than 50% owned by **ACX**.

ACX Group Personnel: All individuals who work directly for or represent the **ACX Group**, including **Directors**, officers, employees, consultants, secondees, and long-term contractors.

Audit and Compliance Committee: Committee constituted under the Audit and Compliance Committee Charter

Bribery (Bribe): The direct or indirect offer, promise, giving, request, agreement to receive or acceptance of any payment, gift or any other advantage of value (financial or otherwise), to or from any person (including corporate entities), in order to induce that person (or any other person) to perform their role improperly.

Compliance Officer: The **ACX Group's** Compliance Officer.

Corruption: An abuse of power or position for personal gain, or to benefit someone else contrary to an official duty.

Director: A member of the governing Board of a corporation, association, or other incorporated body.

Fraud: The intentional act of misrepresenting a fact or an attempt involving deception or dishonesty to secure an unfair or unlawful advantage for business or personal profit, theft, the abuse of position or authority, and the intentional and wrongful waste or destruction of property or resources.

Government Entity: (a) Any national, state, regional or municipal government, (b) any branch, agency, committee, commission, or department of any of the foregoing; (c) any person or organization authorized by law to perform any public, governmental or regulatory function; (d) any **Public International Organization**; (e) any political party; or (f) any state-owned or controlled enterprise.

Human Resources: The **ACX** Human Resources function.

Investigation: The review and analysis of the factual and legal bases in relation to a concern, which may include interviews, collection and reviews of documents and data, site visits, or receipt of advice from external advisors.

Investigator: Any person designated by the **Compliance Officer** to co-ordinate, supervise, and conduct an Investigation. This person may be

internal to **ACX** or be external.

Leadership: The Chief Executive Officer or a nominated representative.

Manager: A member of **ACX Group** who is responsible for managing other members of **ACX Group Personnel**.

Money Laundering: The process criminals use to “clean” proceeds obtained from illegal activity. Money is “laundered” by passing it through lawful businesses or activities, including routing money through various countries, whilst the nature of the illegal activity or financial transaction and the source, origin, and/or owner of the funds is hidden.

Public International Organization: A multinational institution made up of countries, governments, or other institutions that carries on any governmental or quasi-governmental activity(s) or function(s) such as the United Nations, the European Union, or the World Bank.

Public Official: Includes any of the following:

- (a) elected or appointed officials, employees or persons acting for or on behalf of any **Government Entity, Public International Organization**, public agency or public enterprise, including persons who hold a legislative, administrative, military or judicial position of any kind in a country or territory (or subdivision of a country or territory) and employees of state- owned or -controlled enterprises or **Public International Organizations** or any person who is authorised by law to perform any public function;
- (b) political party officials or candidates for political office;
- (c) members of royal families; and
- (d) honorary government officials.

Sanctions: Any trade, economic or financial sanctions laws, regulations, embargoes, and restrictive measures administered, enacted or enforced by the United Nations, the European Union, the United Kingdom, the United States, and the Republic of India.

Trade Controls: Prohibitions or restrictions on the trade or movement of goods, products or services from, to or through a particular country, imposed by the government or relevant authority of a country.

Restrictions may be imposed over direct and indirect imports, exports, re-exports, transfers, and re- transfers in respect of (a) particular kinds of goods, products or services; (b) the exporting or destination country or geographic territory; and/or (c) the identity of the exporter or recipient.

REVISION HISTORY

Issue No	Version No	Issue Date	Summary of Changes
1	1.0	April 2022	Initial Document
2	2.0	26th April 2024	Updated Document