



Context & Purpose

Adani Wilmar Limited (AWL) is committed to upholding the utmost standards for transparency and accountability in all its operations and strives to attain its purpose through compliance of high legal and ethical standards. AWL does not tolerate any form of bribery, embezzlements or corruption, and will uphold all laws countering bribery, fraud and corruption in all forms.

This Anti-Bribery and Anti-Corruption Policy ("Policy") lays out the spirit and guiding principles for all Stakeholders to ensure compliance with the applicable laws, rules, and regulations. AWL also complies with all applicable anti-money laundering laws everywhere it does business, including any applicable registration and suspicious transaction reporting obligations.

This policy applies to all dealings, transactions, and expenses for and on behalf of AWL. This policy applies to AWL and all directors and employees of AWL (collectively referred as "Employees") and all stakeholders working for or acting on behalf of AWL or any of its subsidiaries, and such persons must adhere to this policy.

Scope and Governance

All AWL Employees are expected to adhere to provisions of these guidelines in their day-to-day behavior and work. Violation of these guidelines may have significant consequences, including action leading up to termination other than potential criminal/ civil implications. AWL has a Zero tolerance for any bribery and corrupt practices.

Objectives

To define, publish and enforce guidelines (and consequence management measures) related to prevention of bribery and corrupt practices including compliance of applicable laws.

Definitions

- **Bribery** means to obtain or accept or attempt to obtain or promise for giving, receiving, soliciting or accepting of financial or other advantages, or any other thing of value, to influence or reward the behaviour of a person who is in a position of trust to perform a public, commercial or legal function to retain or obtain a commercial advantage. Bribes are payments made in the form of money or anything else of value in return for a business favour or advantage.
- **Corruption** is dishonest, improper and usually unlawful conduct intended to secure a benefit undertaken by a person or organization entrusted with authority to attain illicit benefit or abuse power for one's private gain.
- **Facilitation payments** are unofficial payments made to secure or expedite a routine action by an authorized official.
- **Kickbacks** are payments made in return for a business favor/advantage.
- **Gift** means any item of considerable value, given to/received from a party that has business dealings with the organization.

Guidelines

1. Bribe, Facilitation Payments or Kickbacks

AWL prohibits all forms of bribery and corruption whether involving, but not limited to, Government Official or a private sector person or company, whether directly or indirectly.

AWL conducts its business lawfully and ethically and expects every Stakeholder associated with it to conduct businesses with integrity irrespective of any existing local customs or traditions which may question integrity.

No employee of AWL shall ever:

- Directly or indirectly offer or pay, or authorize an offer or payment, of money or anything of considerable value to a government official or any other person or entity (including in the private sector), which is:
 - o Intended to influence judgment of the recipient in exercising his/her job responsibilities, or
 - o Intended to secure preferential treatment or an improper advantage.
- Directly or indirectly request or accept any money or item of considerable value, which is:
 - o Intended to influence judgment, conduct of an employee in his or her job responsibilities.
 - o Intended as gratification for a decision or act in a way that benefits the person or entity giving the item of value.

AWL (or any of its businesses) does not make or accept facilitation payments or kickbacks of any kind. Employees must refrain from any activity that may lead to facilitation of payment or Kickback.

If any employee is asked to make a payment on behalf of AWL or its subsidiaries, he/she should always be mindful of what the payment is for and whether that amount requested is in proportion to the goods or services provided. Employees should always seek a receipt that provides details of the reason for that payment. In case of any suspicion, concern or query regarding payment, the employee is encouraged to raise concern as per Whistleblower Policy/ guidelines.

2. Government and Potentially influencing Officials

AWL businesses conduct its operations and activities in compliance with applicable Anti-bribery and Anti-Corruption laws of the country in which it operates. When engaging in a cross-border transaction AWL businesses ensure compliance with local laws of all concerned geographies.

3. Donation

AWL may make charitable donations that are legal and ethical under local laws and practices.

4. Third Parties and Intermediaries

The Third parties and Intermediaries can put AWL at risk if they do not follow ethical business practices. This Policy also includes all third parties with whom AWL has business relations. AWL is committed to ensure, to the greatest practicable extent, that such third parties and intermediaries in their dealings with, for and on behalf of AWL, shall comply with all applicable anti-bribery laws.

Therefore, wherever practicable and/or appropriate, reasonable steps should be taken by the Employees to perform a careful due diligence on third parties and intermediaries before any dealings, engagement, or appointment in accordance with the AWL's Policies viz. ESG and Supplier Code of Conduct.

5. Raising a Concern and Protection

Employees are encouraged to raise concerns about any issue or suspicion of malpractice in line with the AWL Whistleblower Policy/ guidelines.

AWL will ensure that no employee suffers detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting actual or potential bribery or other corruption offence, whether they have occurred or may occur in future.

All Employees of AWL are expected to know and comply with related rules and procedures that may not be covered in these guidelines. All Employees have a continued obligation to familiarize themselves with all applicable laws, company policies, procedures, and work rules.

6. Enforcement of Guidelines

Complaint or concern in actual or potential deviation, violation or exception to these guidelines will be dealt with investigation and consequence management procedure as applicable under the Whistleblower Policy/ guidelines.

7. Training and Communication

This Policy shall be disseminated to all existing Employees and new joinee during their induction and with all other associates. In case any of the Employees have any queries regarding this Policy, they should feel free to contact their reporting manager or vigilance or ethics officer appointed under Whistleblower Policy.

Before entering into any contractual relationship, it is imperative that all agents, suppliers, contractors and business partners are made aware of AWL's Zero Tolerance against bribery and corruption. This message must be reiterated as needed and the Policy should also be provided to all third parties as soon as possible.

8. Review Procedure

The content and robustness of implementation of this Policy will be reviewed periodically and advised accordingly.