

Title: Disciplinary & Ethics Policy

Category: [Corporate Governance](#)

Policy:

Introduction:

All employees of GMR Group of Companies are expected to perform their job responsibilities in consistence with GMR Values & Beliefs, Code of Business Conduct & Ethics, and other related policies.

In this context, and to deal with instances of misconduct or unethical work conduct of any employee, as observed or having come on record, this Disciplinary & Ethics Policy (hereinafter referred to as 'the policy') is being formulated to be followed for ensuring a fair and transparent disciplinary procedure.

This Policy has to be read in conjunction with the relevant terms & conditions of the appointment or engagement of the concerned Employee, as mentioned in the respective Offer Letter of Appointment Order or Employment Contract, Code of Business Conduct & Ethics and other related Policies, viz., Whistle Blower Policy, conflict of Interest Policy, Information Technology/Prevention of Data Leakage Policy, etc.

Objectives:

This policy aims to provide a standard framework in dealing with employee(s) who behave in a manner unbecoming of or contrary to the ethical standards of behaviour expected of a GMR Group employee. It also enumerates what constitutes Misconduct / Negligence, the manner in which to be dealt with, and type of consequential disciplinary action, etc. uniformly & consistently in a transparent and fair manner across the Group.

Applicability:

It is applicable to all employees on the regular rolls of the Company, excluding employees who are covered by Industrial Employment Standing Orders Act. The policy will also cover Full Time Directors, In-House Consultants, Principal Associates, Advisors, Expatriates and outsourced employees hired through other Agencies.

This Policy is also applicable to fully owned subsidiaries of GMR.

Issues or allegations of Sexual Harassment shall be dealt with as per the process laid down in the PASH Policy; it's mentioned herein is only classifying it as unethical conduct.

Definitions:

"Company" means GMR Infrastructure Limited and includes each of its Group or its Associate Companies, Businesses.

"Appointing Authority" means the GHB, Group Chairman, Chairman, Group President, President, Deputy Managing Director, Executive Director, CEO or others to whom the powers of appointment have been specifically delegated.

"Competent Authority" or "Disciplinary Authority" means and includes Group Chairman, Business Chairman, Corporate Chairman, Deputy Managing Director, Executive Director, Group President, President, CEO or any other employee authorised by the Management to take disciplinary action under the Company Rules.

4.3.1 "Ethics Committee" is defined as one which is constituted as per clause 13.2 of this Policy, for undertaking specified objectives as laid down in its Charter.

"Appellate Authority" means and includes the GHB, Business Chairman, Corporate Chairman, Deputy Managing Director, Ethics Committee, Executive Director, Group

President, President or CEO authorised to consider appeals and vested with power to confirm, set aside, reduce or enhance the punishment appealed against.

Types of Enquiry

4.5.1 "Discreet Enquiry" – Enquiry relating to allegation which are not grave or serious and ex-facie indicate minor violations as described in Annexure A, which the Competent Authority or Disciplinary Authority may get looked into personally or through concerned HOD, Ethics & Integrity Department (E&I) etc. Such enquiry may also be ordered in cases where the issue in context is highly sensitive and conducting an open or detailed inquiry may not be desirable nor in the interest of the company. In such cases, the Competent Authority or Disciplinary Authority may even be apprised of the results of such inquiry orally.

5.2 "Open Enquiry" – Detailed enquiry into allegations which are serious enough ex-facie indicating major violations as described in Annexure A, and as such, the Competent Authority may order investigation internally through E&I Department or other external agency, for collection of relevant material, examination of witnesses, providing reasonable opportunity to the concerned employee for explanation.

"Procedure under Special Circumstances" – Competent Authority or Disciplinary Authority, under Special Circumstances as narrated in Clause 13 of this Policy may dispense with the conducting of an enquiry and forthwith impose major punishment.

"Reasonable Opportunity" – During the course of enquiry or investigation, the concerned employee needs to be provided opportunity to explain his position or conduct in respect of the allegation under enquiry. This opportunity shall be provided before the Competent Authority arrives at the decision to impose appropriate punishment.

"Gender": Wherever the masculine gender is used it shall include the feminine and when singular is used it shall include the plural.

General Principles :

All matters relating to conducting of discreet/open enquiries and initiation of disciplinary proceedings will remain confidential at all the stages.

Any disciplinary action for violation of company policies viz., Code of Business Conduct & Ethics, Whistle Blower Policy, Conflict of Interest Policy, IT & Prevention of Data Leakage Policy, etc., will be dealt, as per this policy. However, violations connected with alleged sexual harassment shall be dealt with according to process, as laid down in PASH Policy.

In respect of allegations of general nature or minor violations or negligence or work related, having come to HOD's notice, he may like to make discreet verifications at his own level or even take these up informally with the concerned employee and obtain his views/clarifications. In case the clarification provided is not considered satisfactory, HOD may refer the matter to Competent Authority or Disciplinary Authority for appropriate disciplinary action including for enquires by E&I Department.

An open enquiry in respect of allegations of major violations, when ordered under this policy, shall be completed in a time frame not exceeding two months from the date of initiating such enquiry. In special circumstances, where a case is categorized as "complex", as it may involve multiple persons/departments or multiple locations, this time frame may be extended by another one month by the HOD of the investigating officer.

On completion of the open enquiry, the concerned enquiry or investigating agency (E&I Department or any external agency) shall prepare and submit to the Disciplinary authority necessary report covering the results and findings of the enquiry along with appropriate recommendations for action to be taken. As far as possible, copies of relevant material, referred to and relied upon while arriving at the findings and recommendations, as abovementioned, shall also be forwarded,

along with the report, or if bulky, to be provided to the Disciplinary Authority, as and when so required.

The Disciplinary Authority, on receipt of such Report, shall after carefully taking into consideration all the relevant facts, circumstances and evidences as have come on record, arrive at the final decision to be taken in matter. The Report and Recommendations shall be expeditiously disposed by the Disciplinary Authority by initiating such disciplinary action, as be warranted, in a reasonable time frame, but not exceeding 2 weeks from date of receipt of the Enquiry Report.

Responsibilities of Supervisors, Managers and HODs: All concerned employees, including the Supervisors, Managers and HODs shall provide the required support to the Management and Ethics & Integrity department in ensuring effective implementation of this policy.

Responsibilities of Employees:

It is the responsibility of every employee to be aware of and abide by this Policy. It is also the responsibility of an employee to diligently perform his duties to the best of his ability and to the standards as set forth in his job description.

During the course of the enquiry, the concerned employee or any other employee or department directly or indirectly concerned with the issues under enquiry, when called upon to provide relevant information and material, which he may be having or can obtain and provide, are duty bound to provide the same to the concerned enquiry or investigating authority, besides making himself available for enquiries before the concerned authority, when so required. Failure to do so, or any shortfall or deficiency in required level of support or co-operation, will display conduct unbecoming of a GMR employee, and tantamount to further misconduct, in terms of COBCE and this Policy. Destruction or hiding of evidence is also viewed as a serious offence and subject to strict disciplinary action, which may include termination of services.

Operating Principles

Administration of disciplinary measures must be just, fair and equitable.

Punishments will be applied consistently across employees, irrespective of position or status of the individual concerned.

Misconduct(s) not specifically included in the list provided for in this Policy will result in penalties similar to the specified misconduct(s) of comparable nature.

Repeated instances of misconduct will be indicative of an employee's disrespect towards company's policies and will be a reasonable ground for his Termination. This will apply irrespective of the nature and severity of the subsequent / last act of misconduct.

Any misconduct of serious nature will attract major disciplinary action up to and including termination.

These guidelines are not exhaustive and the Management will have the right to take action in respect of any misconduct or negligence not covered, in the most appropriate manner, consistent with the principles laid out in this Policy.

Process Owner:

Group President (HR) will be the process owner for this policy with the support of Group Head (E&I).

Misconduct

Any act of omission or commission, either by an employee on his own, or in collaboration with other employee(s) or other individual(s)/entities viz. Vendors, Agencies, Professionals, etc, directly or indirectly, which in any manner is detrimental to the interests of the business, discipline or reputation of the Company or the Management or any violation of the law of the land, whether actual or

potential, will amount to misconduct whether committed within or outside the Company premises.

An employee will be considered to be negligent if he failed to exercise the level of care that a reasonable person, possessed of the same knowledge, would have exercised under the same/similar circumstances. Carelessness and negligence in performance of duty is deemed to be misconduct for the purpose of this Policy.

An employee in supervisory capacity will be liable for negligence, if he fails to prevent avoidable harm or loss arising out of the misconduct of his direct reportee.

The context of the situation, the conditions of service and the nature of responsibilities entrusted on the employee will form the ambit of the misconduct.

An indicative list of actions that constitute misconduct in terms of Code of Business Conduct & Ethics and other related policies are enumerated in **Annexure – A** to this policy.

Disciplinary Procedure:

Whenever any act of omission or commission or violation is brought to its notice, the competent authority shall have the matter enquired into by way of discreet or open inquiries, as considered appropriate, either through HODs or Ethics & Integrity Department or through an external agency, to ascertain the veracity of the alleged violations.

11.1.1 Any such inquiry shall be conducted duly observing strict confidentiality, especially with regard to the identity of the Whistle Blower or the complainant or the employee(s) involved.

1.1.2 When an external agency is engaged, a Non-Disclosure Agreement (NDA) shall be got signed from the external agency prior to being handed over the case and its details, so as to ensure strict confidentiality and to avoid any adverse legal implication(s).

Based on the report from HODs, E&I or from any other agency, recommending initiation of disciplinary action against an employee or group of employees for any violation or misconduct, the Competent Authority or Disciplinary Authority shall take action as follows:

) Where the alleged act of violation or misconduct warrants imposition of minor or major punishment as stipulated in the Policy, Disciplinary authority may proceed to impose it as per the RASCI set out in Clause 14.

b) Where a disciplinary action is initiated based on the investigation or enquiry conducted by E&I Department, the Disciplinary Authority shall discuss with Group Head (E&I) and others concerned with regard to findings arrived at and action to be taken thereupon.

) Action taken in the matter shall be duly informed to the Group Head (E&I) by the Competent Authority or HR department concerned within 2 weeks from the date of receiving the report.

d) Wherever, the Disciplinary Authority, on perusal of the enquiry report of E&I, decides to seek and obtain further explanation from the concerned Employee on any issue involved, the same shall be done within a reasonable time after receiving the report. The explanation furnished by the employee shall also be shared with E&I and the latter's response on the same shall be duly considered by the Disciplinary Authority before proceeding further with the final decision.

No employee shall be entitled to be represented through a legal representative or by any other party or agency in respect of the proceedings instituted against him.

Process to be followed regarding employee under enquiry

1.4.1 On receiving the report from the HODs, E&I Department or investigating agency, the Competent Authority or Disciplinary Authority, need not issue further show cause notice to the employee in cases where:

- i) reasonable opportunity was already given to the concerned employee during the course of enquiry and his explanation obtained;
- b) reasonable opportunity was given to the concerned employee during the course of enquiry but he failed to avail of the same or was unwilling to provide explanation;
- c) the concerned employee is absconding or is not available and the enquiry report contains the details of efforts made to obtain his explanation during the course of inquiry.

1.4.2 In cases, where the concerned employee was neither examined nor his explanation or clarifications obtained, the Competent Authority may seek the same orally or in writing, by issuing a suitable show cause notice.

- i) The employee concerned shall be given a reasonable time period of one week to offer his explanation along with the supporting evidence, if any.
- b) Where the employee seeks personal hearing, the same shall be given by the Competent Authority. A written note of the submissions made by the employee concerned during these proceedings shall be made part of the report.
-) A copy of the explanation provided by the employee / the record of the personal hearing as the case maybe, shall be shared by the said Authority with the E&I department and its views obtained before taking a final decision in the matter.

Suspension pending investigation :

11.5.1 Based upon the facts, circumstances and gravity of the matter, the Competent Authority may decide to place an employee under suspension or transfer him to a different department or location as an interim administrative measure.

11.5.2 Employee so placed under suspension shall be entitled to subsistence allowance at the rate of 50% of the wages or monthly gross salary including allowances currently drawn by him during the period of suspension;

Final Disciplinary Action

11.6.1 Minor Penalty

- 11.6.1.1. Oral Warning or Counselling or Advisory memo;
- 11.6.1.2. Written warning;
- 11.6.1.3. Suspension for a period not exceeding four (04) days;
- 11.6.1.4. Fine up to Rs. 50,000/- (Rupees fifty thousand).
- 11.6.1.5. Withholding of increment or VPP for one year without recurring effect

11.6.2 Major Penalty

- 11.6.2.1 Withholding Increment or/and Promotion (for more than one year);
- 11.6.2.2 Reduction in Pay / Grade either indefinitely or for a limited period;
- 11.6.2.3 Fine exceeding Rs. 50,000 (Rupees fifty thousand);
- 11.6.2.4 Suspension for a period exceeding four (04) days;
- 11.6.2.5 Involuntary Separation;
- 11.6.2.6 Termination of Service or Dismissal.

Where an employee, during the course of enquiry submits his resignation or offer to resign, the Competent Authority, in consultation with HR & Group Head (E&I), shall dispose such request, appropriately. In all cases where the Company or Group

has incurred any loss either financial or otherwise, the Competent Authority shall decide not to accept the resignation, till the completion of the disciplinary action.

The disciplinary action taken against an employee does not bar the Management from initiating any legal action, criminal or civil, as considered appropriate, depending upon the nature and gravity of the violation/offence committed by the employee. Advice of Legal department shall be obtained in all such matters.

Final Order on disciplinary action, its communication and service:

11.9.1 The final order imposing the punishment shall be signed by Head CHR/BHR, post approval of the Competent Authority and served on the employee concerned, duly obtaining a signed acknowledgement.

1.9.2 If the employee refuses to accept the order for any reason, the relevant facts shall be appropriately recorded in the presence of two witnesses.

1.9.3 If the employee is absconding, not available or not reachable for any reason, the final order shall be sent by courier or speed post/ registered post with acknowledgement due or under Certificate of Posting to his last known address, as available in the records of the Company. Displaying the order on the Company Notice Board or sending the document to the official and or personal Email Id or even on Whatsapp. The above modes of service shall be deemed to be an effective service of the order on the concerned employee.

1.9.4 Necessary entries shall also be made in the HR records.

0 Appropriate communication should be sent by CHR / BHR to all employees with regard to all such instances of proven misconduct, as part of Group's endeavour to instil zero tolerance to unethical practices.

1 Settling pay and wages post suspension / major penalty:

he entitlement of wages for employees placed under suspension during the course of enquiries are as follows:

Nature of Disciplinary Action taken where an employee was placed under suspension	Entitlement of employee concerned
1) Termination or involuntary Separation or any other major penalty	He shall not be entitled for any remuneration for the period of suspension. However, the subsistence allowance already paid shall not be recovered
2) Suspension a) As Minor Penalty b) As Major Penalty	He shall not be entitled to any other wages or salary over and above the subsistence allowance already paid to him;
3) Minor Penalties other than suspension	He shall be entitled for full wages / salary for the period under suspension
4) In case of exoneration of charges or Action Dropped due to lack of evidence or otherwise	He shall be entitled for full wages / salary for the period under suspension
5) Where increment or promotion was kept on hold during enquiry proceedings	Decision may be taken based on the final outcome of the enquiry with regard to

exoneration of charges or otherwise

2 At the time of PMP process, the CHR / BHR shall bring to the notice of the Competent Authority the instances of proven misconduct / punishment imposed on any employee during the preceding year before deciding his final grading / VPP entitlement. Normally, an employee who has been awarded a major punishment may not be considered for promotion within one year of the award of the punishment.

3 In cases, of Outsourced employees hired through agencies found indulging in such acts of misconduct, enquiry be conducted in the manner as prescribed for permanent employees and final recommendations on the violations be shared with the concerned agency for taking action against the concerned employee.

Termination of Employment:

12.1 The Company may at any time for a reasonable cause terminate the services of an employee by giving him notice as per the terms of employment or by giving salary in lieu thereof;

12.1.1 In case of termination of any employee, consequent to proven instances of serious misconduct, the termination order may be effective, forthwith or with effect from any such date, as is considered prudent, i.e. without giving any notice/ notice period;

12.1.2 In case of financial misconduct (such as embezzlement of funds, misappropriation or acceptance of illegal gratification) / theft / pilferage etc., the company shall have the right to recover or make good the losses sustained due to the aforesaid misconduct of the employee, in such manner as is considered appropriate, including by resorting to legal action;

12.2 A terminated employee will be eligible for terminal benefits as applicable, unless the order of termination specifically prohibits such payment. In cases where financial recovery or/and legal action is contemplated, the Disciplinary Authority may decide to direct for forfeiture of part or full terminal benefits citing appropriate reasons for the same.

Procedure in Special Circumstances / Summary disposal:

Disciplinary action as contemplated in this policy can also be taken, without conducting an enquiry where the Disciplinary Authority is satisfied, for reasons to be recorded in writing, that it is not reasonable or practical to hold such enquiry, under the following circumstances:

1) grave or serious misconduct resulting in loss of confidence, breach of trust or lack of integrity;

2) actual or potential loss to Group or Company's reputation;

3) jeopardizing industrial peace & harmony in and around the establishment(s);

4) arrest or detention for more than 48 hours by any law enforcement authority for being involved in any case impacting the reputation of the company or considered to be a serious breach of Code of Conduct;

5) prosecution or conviction under criminal laws for serious offences including moral turpitude;

6) any other grave or serious unforeseen circumstance impacting the safety, security, financials or reputation of the Company.

Constitution of Ethics Committee

- .1 An Ethics Committee constituted under the relevant provisions will deal with disciplinary cases as laid down in its charter.
- .2 The Ethics Committee is competent to advise the disciplinary authority to act in a specific manner in matters referred to it for disposal.
- .3 The composition and jurisdiction of the Committee as well as the manner in which it shall dispose of all the enquiries referred to it, are laid down in its charter vide Annexure B of the Disciplinary & Ethics Policy.

4 RASCI for initiating Disciplinary Action

A. Action for Minor Penalty (Para 11.5.1)

Level of Employee	Responsible	Approve	Support	Consult	Inform
LJ to LE/PE	BHR	HOD / CEO	Sector Head HR	CEO/GCXO	BCM/CCM
LD / PD LC / PC	BHR / CEO	CEO/GCXO/BCM	HOD	Sector Head HR	PHR / BCM
M1,M2, LB & PB to PA	PHR	BCM / CCM	CEO / GCXO/ MD/Dy MD/ED Sector Head HR	GCM	BHR

B. Action for Major Penalty (Para 11.5.2)

Level of Employee	Responsible	Approve	Support	Consult	Inform
LJ to LE/PE	BHR	CEO/GCXO	Sector Head HR	HOD	BCM/CCM
LD / PD LC / PC	BHR	Dy MD/ ED /CEO/GCXO	Sector Head HR	MD /Dy CEO /COO/ PHR	BCM/CCM/GCM

M1,M2, LB & PB to PA	PHR	BCM / CCM / GCM	Sector Head HR	Group Dy MD	BHR
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Note 1: In cases where E&I has conducted enquiry / investigation, action taken be informed in writing to Group Head (E&I)

Note 2 : In cases relating to Sexual Harassment, disciplinary action shall be taken by the Disciplinary Authority based on the report of the Internal Complaints Committee duly constituted under PASH as per laid down process.

Note 3 : In case, a violation is committed by two or more employees in collaboration with each other, the disciplinary action shall be initiated as per RASCI, keeping in view the level / grade of the senior most employee involved.

15 Appeal

15.1 If an employee decides to appeal against the punishment imposed (which does not include oral warning), he can do so within a period of 15 days from the date of receipt of such order and not later

15.2 The Appellate Authority will be atleast one level higher than the initial Disciplinary Authority.

15.3 All such appeals shall be decided by the Appellate Authority within a reasonable time not exceeding 3 weeks from the date of receipt of such appeal.

16 Powers of Group Chairman (GCM):

The Group Chairman is considered as the fountain of justice with regard to implementation of this policy. He has all the powers to modify or amend the punishment awarded by any disciplinary authority or direct the implementation of disciplinary process in any such manner, as considered appropriate.

17 Expert Assistance:

17.1 The competent authority or enquiry officer may obtain technical or legal opinion/assistance, wherever necessary depending upon the nature of the allegation(s) and its likely implications.

17.2 As in the case where an employee acts in collusion with a vendor or consultant or any other third party and action needs to be taken against both the employee and all others involved, the competent authority may also examine the legal implications which may arise as a result of termination of vendor / third party contract.

18 General Clauses

18.1 The Group President HR has powers to amend or modify this policy in order to make it more transparent and robust in nature, as and when considered necessary.

18.2 The employees who are administering the disciplinary process on behalf of the company are required to familiarize themselves with the various aspects of this policy. Any clarifications, as needed, on the implementation of the policy may be obtained from BHR/ PHR.

18.3 The right to interpret any aspect of this policy will vest with Group President HR.

Annexure - A

A) Minor Violations

1	Wilful insubordination or disobedience of any lawful and reasonable order of Supervisors / Superiors, including refusal to accept any communication, both individually or collectively with other employees;
2	Habitual Absence, Unauthorized Absence, Absence without leave or Over-stay the sanctioned leave without sufficient grounds or proper or satisfactory explanation or failure to report to work at assigned work hours, or habitual late coming or early leaving or any other type of attendance related acts;
3	Intentional misuse of Company's Helpline or any other communication channel for spreading false information about the company, supervisor or other employees;
4	Negligence in the performance of duty or failure to build accountability in subordinates;
5	Habitual negligence or neglect of work or being slack in curbing such negligence;
6	Misusing Company Assets including vehicles, Laptops / Desktops etc. for personal use;
7	Smoking in the Company premises or in adjoining no smoking areas;
8	Commission of any act of indiscipline or exhibiting improper behaviour (not in alignment with Group's Values & Beliefs);

B) Major Violations

1	Furnishing false or inaccurate information or fraudulently prepared / obtained documents about qualification, previous employment, or misrepresenting personal or other career related information;
2	Bringing disrepute to the company by lodging knowingly false or vexatious complaint against a colleague, Company or superiors to any external agency or authority;
3	Disregarding the IT related policies of the Company including Data Loss Prevention Policy wherein such violations have been categorized and dealt accordingly by means of penalties with maximum punishment of termination;
4	Disregarding Health, Safety, Hygiene or Security related instructions of the Company or Government or any other Legal/Regulatory authority;
5	Unauthorized access, possession, release, transfer, disclosure, sharing or mis-use of company data, confidential information or proprietary information, including any Insider trading activity ;
6	Any act of wasteful expenditure or leakage of revenue, impacting financial resources of the company or failure to prevent commission of such acts by the subordinates as well as any other employee;

7	Habitual and repeated misuse of Company Assets including vehicles, Laptops / Desktops / communication channels etc. for personal use
8	Wilful suppression or concealing ethical violation or misconduct of an employee or directly / indirectly helping commission of such violations, by any other employee or vendor or outsider entity;
9	Wilful violation of written rules, regulations or policies or failure to check such violations taking place amongst other employees or subordinates;
10	Wilful suppression or concealing ethical violation or misconduct of any vendor/ third party , including failure to take action or report about a defective work or approving a work which is substandard in nature or making excess payment for any work or colluding with such vendors/ third party, and thereby causing financial/ reputational loss, in any manner, to the company;
11	Conduct unbecoming of an employee of GMR Group reflecting unfavourably on the reputation of the Company or that adversely affects the normal operations of the Company;
12	Theft, fraud or dishonesty in connection with the business or property of the company or of the property entrusted to the company or of another employee within or even outside the premises of the company;
13	Obtaining undue benefits by way of false claims or reimbursements;
14	Being found unfit on medical grounds;
15	Engaging in any vocation or employment paid or unpaid other than with the Company, without written permission of the Company;
16	Destruction or concealing evidence or wilfully providing wrong information / documents during the course of enquiry.
17	Non Cooperation in enquiry
18	Any person who wantonly compromises the identity of a Whistle blower or act in such a manner which is deemed to be retaliatory in nature against the whistle blower
19	Physical Violence, Quarrelling, Gambling or consumption of alcohol, possession of or dealing in Narcotic /psychotropic drugs or reporting to work under the influence of alcohol or such drugs;
20	Unauthorized possession of fire arm or any deadly or lethal weapon, causing a concern to the security of the Company or any other agency or to the life and security of any other employee of the company;
21	Commission of any act which amounts to a criminal offence involving moral turpitude which tends to impair the image and reputation of the Company;
22	Sexual harassment which include such unwelcome sexually determined behaviour (whether directly or by implication) as – a. Physical contact and advances;

	<p>b. A demand or request for sexual favours;</p> <p>c. Sexually coloured remarks;</p> <p>d. Showing pornography;</p> <p>e. Any other unwelcome physical, verbal or non-verbal conduct of sexual nature warranting action under Company's Policy against Sexual Harassment;</p>
23	Any violation during the extraordinary situations like Work from Home during natural calamity
24	Violating the provisions of any other Policy (ies) of the Company (excluding (xvi) above)
25	Any other inappropriate / objectionable act or misconduct of comparable seriousness, having actual or potential adverse impact on GMR culture, business, finance or reputation.

Annexure - B to Disciplinary Policy

GMR Group - Ethics Committee

Charter

1. Objectives & Scope

The main objective of the Ethics Committee is to set high standards of corporate governance and facilitate effective functioning of Ethics & Integrity Department by undertaking:

1. Review of disciplinary action taken in cases/ enquiries referred to the committee by the Ethics & Integrity Department, seeking imposition of major penalty upon delinquent employee(s) of *LE to LD and PE to PD levels*;
2. Suggest any other action or initiative to fulfil the above objective in an efficient and time bound manner.

2. Composition

The Ethics Committee shall comprise of:

- President HR (*Convener*), Group Deputy Managing Director(s) – *Corporate Relations*
- Group Head E&I (Member Secretary)
- Group CFO/ Group Head MAG
- CEO/ GCXO concerned, who is the disciplinary authority under the Disciplinary Policy

- Other special invitee(s) – need based at the discretion of the Chairman of the Committee

The Committee meetings shall be chaired by the senior most member present.

3. Jurisdiction of the Committee:

a) The jurisdiction of the Committee extends to all the entities of the GMR Group of Companies to which GMR Disciplinary policy is applicable in respect of employees of *LE to LD and PE to PD* levels.

b) In cases of enquiries involving two or more employees of different levels, the jurisdiction of the committee shall be invoked based on the grade/level of the senior-most employee facing the disciplinary action.

c) *In all other cases the procedure as laid down in the Disciplinary Policy shall be followed.*

4. Operation of the Committee:

Ethics Committee shall adjudicate upon the cases where the decision taken by the competent authority is considered inadequate or is not commensurate with the gravity of violations as brought out in the E&I report.

5. Procedure to be followed by the Ethics Committee:

a) On receipt of the request from the Group Head E & I referring a case/ enquiry that warrant its intervention on the part of the Ethics Committee, the Convener of the Committee shall convene a meeting of the Committee within a week, after receiving such a request as far as possible, to discuss and decide about the appropriate course of action required to be taken;

b) The Committee, duly constituted by the Convener, Ethics Committee for this purpose, shall go through the facts of the case as made out by the E&I Department and the evidence gathered in support of the allegations made there in. It will broadly satisfy itself that a reasonable opportunity has been provided to the delinquent (against whom action is proposed) with regard to charges/ allegations levelled against him and that his defense is obtained either in writing or orally and also that the findings of the Investigation agency is based upon careful analysis of both direct and circumstantial evidence;

c) The Committee, after due deliberation and consultation amongst the members with regard to facts, circumstances and recommendations made in the report, shall come to a conclusion on the nature of disciplinary action to be taken and/ or such other steps or actions as warranted;

d) The Committee shall try to arrive at a unanimous decision, as far as possible, but in the event of any member(s), holding a contrary view, the Chairman / Convener of the committee shall take a decision based on the views of majority of the members present. The views of member(s) disagreeing with the majority view can be recorded in the Minutes, at the discretion of the Chairman / Convener;

Recommendation of the Ethics Committee Binding on the Disciplinary Authority:

e) The Convener of the Committee shall convey the collective decision of the Committee to the disciplinary authority, who shall be bound to comply with the decision of the Committee. A copy of the decision taken by the Committee shall be shared with the investigating agency/E&I in writing for the purpose of record and such other action, as required.

f) The Disciplinary Authority shall share a copy of the final order/action taken report based upon the decision of the Ethics Committee, with the Committee Chairman / *Convener* and Group Head E&I;

Proceedings of the Committee:

g) The proceedings of the Committee as well as the investigation reports or any other information/ material shared with the Committee shall be confidential and the members shall exercise due caution with regard to sharing the information with anyone within GMR or outside, except where doing so is required for legal or regulatory compliance.

h) The proceedings of the Committee shall entirely be conducted internally based on the evidence adduced. No need to examine the delinquent or any other witness by the Committee.

i) The Agenda for each meeting shall be set by the Member Secretary at least a week in advance with inputs *Convener*. The Member Secretary shall also maintain and circulate the minutes of the meetings to all attendees and ensure that actions agreed are reviewed at the onset of the next meeting.

Appellate Procedure:

j) In the event of any disagreement on the course of action *decided by the Ethics Committee, it is open for* either party (disciplinary authority or investigating agency) to escalate the issue before the Appellate Authority viz BCM of the business/ sector concerned.

k) The Appellate Authority, on receipt of such a representation, shall take a decision in due consultation with the parties concerned, as deemed necessary, within a week as far as possible.

l) The decision of the Appellate Authority shall be final and binding on all concerned and it shall be complied forthwith.

6. Quorum

The quorum for all the meetings shall be 3 members, excluding the Group Head E&I, and the disciplinary authority or his/her representative whose presence is compulsory for the conduct of the meeting.

7. Duties and Responsibilities of the Members

Besides attending the meetings, and offering their views & suggestions on the issues under consideration, the members and other invitees are expected to act as change agents in bringing in the best practices in the functioning of Ethics & Integrity Group.

8. Commencement of Committee

The Committee shall come into existence from the date of the amendment of the disciplinary policy *by the Group Chairman*.

9. Amendments to the Committee

Any changes to the Charter and function of the Ethics Committee shall be initiated by Group Head E&I and approved by the President HR & BCM (in charge of E&I)

Policy Name: Disciplinary & Ethics Policy

FAQs:

Attachments: