

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

A. INTRODUCTION

1. The Securities and Exchange Board of India (“**SEBI**”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**Regulations**”) on January 15, 2015, which is effective from May 15, 2015. The Insider Trading regulations were further amended vide SEBI notifications on December 31, 2018, January 21, 2019, July 25, 2019 and September 17, 2019.
2. Pursuant to Regulation 8 of the Regulations, Hexaware Technologies Limited (the “**Company**”) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“**Fair Disclosure Code**”).
3. Accordingly, the Board of Directors of the Company has formulated the Fair Disclosure Code.

B. SCOPE

1. The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, the Company has adopted this Fair Disclosure Code.
2. This Fair Disclosure Code ensures timely and adequate disclosure of UPSI which would impact the price of its Securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.
3. The Company is committed to timely and accurate disclosure based on applicable legal and regulatory requirements

C. TERMS AND DEFINITIONS

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

A code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information for adhering each of the principles is set out below:

1. Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website.
 - a. Put on Company’s website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.

3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information. Mr. Vinay Kalingara, Associate Vice-President, Finance is designated as Chief Investor Relations Officer.
4. Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the Chief Executive Officer (CEO) or the chief financial officer of the Company.
5. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
6. Appropriate and fair response to queries on news reports, if required, and requests for verification of market rumours by regulatory authorities.
7. Investors and analysts should only be given access to generally available information. However, in the event that any information that is not generally available is provided to an institutional investor, analyst or researcher then Hexaware shall ensure that such information is simultaneously made available to the public as well.
8. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made. Details relating to quarterly performance and financial results to be disseminated to the shareholders through the press releases and uploaded on the Company's website.
9. Handling of all Unpublished Price Sensitive Information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information.

Unpublished Price Sensitive Information, may however be disclosed, to persons who need such information for furtherance of legitimate purposes as per policy for determination of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company, provided it is not shared to evade or circumvent the prohibition under this regulation.

10. The Fair Disclosure Code is subject to review by the Board as and when deemed necessary.