

WHISTLEBLOWER POLICY OF HEXAWARE TECHNOLOGIES LIMITED

Adopted by the Audit Committee / Board of Directors on December 19, 2019

1. Introduction & Purpose:

Hexaware Technologies Limited (hereinafter referred to as “the Company”) is committed to the high standards of transparency, openness, probity and accountability.

The Company must maintain a workplace where the Company can retain and treat all complaints concerning

- unethical practice or behavior,
- actual or suspected Fraud or
- violation of the company’s code of conduct or ethics and policy within the organization and where directors /employees can raise these concerns free of any discrimination, retaliation or harassment.

Section 177 (9) of Companies Act, 2013 and regulation 22 of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 make it mandatory for all listed companies to establish a vigil mechanism called “Whistle Blower Policy” for directors /employees to report to the management instances of unethical behavior, actual or suspected Fraud or violation of the company’s code of conduct or ethics policy.

The Hexaware Whistleblower Policy (hereinafter called as the “**Policy**”) has been unveiled as a mechanism to encourage a climate of open communication within the Company to report concerns at the earliest opportunity including any unethical practice or behavior, actual or suspected Fraud or violation of the Company’s code of conduct or ethics policy and thus avert a larger issue in the future. The purpose of the Whistle Blower Policy is to enable a person who observes an unethical practice or behaviour (whether or not a violation of law), actual or suspected Fraud or violation of the company’s code of conduct or ethics policy to approach the Whistleblower Committee of the Company without necessarily informing their supervisors. The Policy governs reporting and investigation of allegations of suspected improper activities. Directors, employees and other stakeholders of the Company are encouraged to use guidance provided by this Policy for reporting all allegations of suspected improper activities. In all instances, the Company retains the prerogative to determine when circumstances warrant an investigation in conformity with this Policy and applicable laws and regulations and the appropriate investigative process to be employed.

The Policy, however, does not release the Directors, employees and other stakeholders of the Company from their duty of confidentiality in course of their work nor is it intended as a route for taking up a grievance about a personal situation. The Policy expressly prohibits raising concerns pertaining to terms of employment or those concerns that are addressed appropriately under other policies of the Company.

2. **Definitions:**

2.1. Audit Committee: Audit Committee shall mean a Committee of Board of Directors of the Company, constituted in accordance with provisions of Section 177 of the Companies Act, 2013 read with regulation 18 of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015.

2.2. Company: Hexaware Technologies Limited.

2.3. Investigation Committee: This team will consist of members nominated by the Whistle Blower Committee to conduct the actual investigation of the concerns raised by the Whistle Blower. The size of the Investigation Committee will be decided by the Whistle Blower Committee. A minimum of 2 (two) members would be required to investigate the matter.

2.4. Policy: Policy or this policy means “Hexaware Whistle Blower policy”.

2.5. Subject: A Subject is a person who is the focus of investigative fact finding either by virtue of an allegation made or evidence gathered during the course of an investigation.

2.6. Whistle Blower: A person or entity making a disclosure of any unethical activity or improper practices or alleged wrongful conduct that they have observed. Whistle Blowers could be employees of the company as well as subsidiary companies, directors, contractors, contractor’s employees, clients, vendors, internal or external auditors, regulatory agencies or other third parties. Ex-employees of the company are also included within the definition of Whistle Blower.

2.7. Whistle Blower Committee: The Whistle Blower Committee shall consist of a team of Senior Management personnel of the Company who are tasked to assess independently the concerns raised by the Whistle Blower. The office of the Whistle Blower Committee will be managed by the Whistle Blower Custodian.

2.8. Whistle Blower Custodian: He/she will be a person usually a full time senior employee of the Company, well respected for his/her integrity, independence and fairness. He /she will be authorized, appointed, consulted or approached by the Whistle Blower Committee for receiving all complaints under this policy and ensuring appropriate action.

2.9. Fraud: Fraud is defined as any intentional act committed to secure unlawful or unfair gain, whether in cash or in kind.

2.10. Fraud Risk Management: This means to protect the brand, reputation and assets of the Company from loss or damage, resulting from suspected or confirmed incidents of Fraud / misconduct. The Policy will provide guidance to all the directors and employees of the Company (including third parties) on reporting any suspicious activity and handling critical information and evidence.

2.11. Good faith: A person shall be deemed to be communicating in “good faith” if there is a reasonable basis for communication of any unethical practice or behavior, actual or suspected Fraud or violation of the Company’s code of conduct or ethics policy. Good Faith shall be deemed lacking when the person making the communication pursuant to this Policy does not have personal knowledge of a factual basis for the communication or where he/she knew or reasonably should have known the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

3. Protected Disclosure:

Protected Disclosure means concerns which may be reported in Good Faith under the purview of this Policy to the appropriate authority. They should be factual and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and shall include the following but shall not be restricted to:

- a) An act done in violation of Hexaware Code of Conduct / Hexaware policies;
- b) Manipulation of Company’s data/records;
- c) Financial irregularities, including Fraud, or suspected Fraud;
- d) Deliberate violation of any applicable law/regulation;
- e) Wastage/misappropriation of the Company’S funds/assets;
- f) Breach of employees’ Code of Conduct or Rules;
- g) Pursuit of a benefit or advantage in violation of conflict of interest policy of the Company;
- h) Leakage of unpublished price sensitive information
- i) Violation of laws applicable to the Company;
- j) Sexual harassment;
- k) Disclosure of confidential information;
- l) Misuse of intellectual property;
- m) Any other activity by any person that is undertaken in the performance of the his/her official duties towards the Company, whether or not that action is within the scope of his or her employment and which is in violation of any law or regulation or constitutes bribery, Fraud, willful omission to perform his or her duties or involves gross misconduct.

The abovementioned criteria shall act as a guiding principle to consider any disclosure and to act upon it. The disclosures made in-line with this clause shall be entitled to protection under clause 11 below.

4. **Whistle Blower Committee:**

Whistle Blower Committee shall comprise of the following members:

- Mr. Ashok Harris, President – Global Delivery
- Mr. Vikash kumar Jain, Chief Finance officer
- Mrs. Amberin Memon, Chief People Officer (**Whistle Blower Custodian**)

5. **To whom should a Disclosure be made (Blowing of whistle):**

The disclosure should be made through e-mail or fax or telephone or by letter to the Whistle Blower Custodian or any other member of the Whistle Blower Committee.

An unethical activity can be reported by the Whistle Blower through any one of the following mode of communications as soon as possible but in no event later than 30 days of becoming aware of the same.

i) The disclosure can be made to the Whistle Blower Custodian / any of the Whistle Blower Committee Member through any of the channels mentioned below:

a) Email Complaint: An email complaint can be send to the Whistle Blower Custodian /Whistle Blower Committee member at their email ids or at whistleblower@hexaware.com.

b) Written Complaint: A written complaint can be dropped into the Whistle Blower drop box at your location. However, if this facility is not available at that location, an e-mail may be sent to the email address mentioned above or a complaint in writing may be forwarded by a courier/post to the below mentioned address:

Whistle Blower Custodian/ Whistle Blower Committee/Chief People Officer,
Hexaware Technologies Limited,
Bldg.152 Millennium Business Park,
Mahape, Navi Mumbai, India 400710.

c) Telephone : A call can be made to the Whistle Blower Custodian or any of the Whistle Blower Committee member informing about the unethical activity.

d) Fax : A fax can be sent at the number 022 - 4159 9578 addressed to the Whistle Blower Custodian or any of the members of the Whistle Blower Committee.

ii) A disclosure can also be made to the immediate supervisor (in case there is no potential conflict of interest) who shall forward the same to the Whistle Blower Custodian.

iii) The same should be clearly articulated in English only.

iv) The disclosure under this Policy will be acknowledged by the Whistle Blower Custodian or any of the Whistle Blower Committee member confirming that the matter will be investigated and the Whistle Blower Custodian/ the Whistle Blower Committee will get back to the Whistle Blower in due course with respect to the progress on the proceedings initiated.

6. Anonymous Allegations:

- (i) Whistle Blowers must ideally put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information has been identified.
- (ii) However in case of an anonymous disclosure, the Whistle Blower Custodian/ Committee member shall pay due regard to fairness with respect to any person named in the disclosure, the seriousness of the issue raised, the credibility of the information or allegations in the disclosure and the prospects of an effective investigation and discovery of evidence.

7. Investigating Alleged Unethical Activity:

The following investigation process will be adhered to by the Company when the disclosure is made to Whistle Blower Committee/Whistle Blower Custodian:

All the complaints shall be addressed to the Whistle Blower Custodian/member of the Whistle Blower Committee.

a) In case the Whistle Blower Custodian/ Committee member feels that a complaint warrants immediate attention, the same shall be taken up immediately by the Whistle Blower Committee members for decision. In rest of the cases the following procedure shall be followed.

b) The Whistleblower Custodian shall place the complaint before the Whistle Blower Committee for decision.

c) The Whistleblower Committee will determine whether the concern or complaint actually pertains to a compliance or ethical violation or no, through majority decision.

If the complaint is against any member of the Whistle Blower Committee, the same would be reported to Mr. R Srikrishna, CEO & Executive Director who may decide upon it immediately or will initiate an investigation under the responsibility of a designated committee.

- d) If the Whistle Blower Committee decides that the complaint is prima facie not valid, Whistle Blower Custodian will communicate the rationale for the decision to the Whistle Blower within 7 (seven) days of the meeting. If the Whistle Blower is not satisfied with the decision of the Whistle Blower Committee, he may prefer an appeal in accordance with Clause 8 below.
- e) If the Whistle Blower Committee determines that the complaint is prima facie valid, it may decide upon the complaint forthwith or refer it to an Investigation Committee which will investigate the alleged violation. The Investigation Committee shall have the authority to outline the detailed procedure for the investigation. The decision or the reference to the Investigation Committee shall be communicated to the Whistle Blower within 7 days of the meeting. A written report of the findings would be made by the Whistleblower Committee/Whistleblower Custodian if the matter was investigated by them.
- f) The Investigation Committee will take all reasonable efforts to ensure that the investigation process is completed within 3 working weeks from the day of the receipt of complaint and will file a report of the findings to the Whistleblower Custodian along with any supporting evidence. If the investigation is not completed within 3 working weeks, the committee shall justify the need for extension to the Whistle Blower Committee.
- g) The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. Unless there are compelling reasons not to do so, subjects will be given the opportunity to respond to material findings contained in an investigation report.
- h) Investigation Committee/ Whistle Blower Custodian/Whistle Blower Committee/as the case may be, shall have right to call for any information / document and examination of any employee of the Company or other person(s) as he/she may deem appropriate for the purpose of conducting investigation under this Policy.
- i) The investigation Committee shall submit the report to the Whistle Blower Committee. The Whistle Blower Committee will make a decision based on the findings reported by the Investigation Committee.
- j) Prompt and appropriate disciplinary / corrective action will be taken by the Whistle Blower Committee.
- k) In order to give effect to the Policy, the Whistle Blower Committee shall meet, as and when required.
- l) The Whistle Blower shall be allowed direct access to the Chairman of the Audit Committee in exceptional cases.

8. Appeal against the decision of the Whistle Blower Committee:

If the Whistle Blower or the Subject is not satisfied with the decision of the Committee, then either of the parties could prefer an appeal against this decision to Mr. R Srikrishna, CEO & Executive Director. If the Whistle Blower or the Subject is not satisfied with this decision also, then he may prefer an appeal before the Audit Committee and the decision of the Audit Committee in the matter will be final and binding on all the parties.

In case of blowing a whistle against Mr. R Srikrishna, CEO & Executive Director, the whistle blower may approach the Chairman of the Audit Committee at the email id : acchairman@hexaware.com

9. The Policy has been framed inter-alia to help in Fraud Risk Management of the Company by strengthening the existing anti-Fraud controls by raising the awareness across the Company and:

- ✚ Promote an open and transparent communication culture;
- ✚ Promote zero tolerance to Fraud / misconduct;
- ✚ Encourage all directors, employees and other stakeholders of the Company to report suspicious cases of Fraud / misconduct (it will be ensured that no Whistle Blower is discriminated or unfairly treated for reporting such cases);
- ✚ Spread awareness amongst the directors, employees and other stakeholders of the Company and educate them on risks faced by the Company.

10. Documentation and Reporting:

- a) All investigation reports along with the supporting documentation and evidences will be filed properly by the Whistle Blower Custodian.
- b) A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Whistle Blower Committee and the corrective actions taken will be sent by the Whistle Blower Committee to the Audit Committee.
- c) All documentation pertaining to the complaint including but not restricted to the investigation report, disciplinary/corrective action taken and evidence will be maintained by the Whistle Blower Custodian for a period of 3 years.
- d) When possible and when determined appropriate by the Whistle Blower Committee, notice of any corrective action taken will be given to the person who submitted the concern or complaint.
- e) All complaints received will be kept confidential.

11. Protection:

- a) No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a complaint under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions. The Company will take steps to address difficulties effectively, which the Whistle Blower may experience as a result of making the complaint.
- b) The identity of the Whistle Blower shall be kept confidential.
- c) Any other person assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

12. False Allegation & Legitimate Whistle Blower Action:

A person who in the opinion of the Whistle Blower Committee and/or the Audit Committee, as the case may be, knowingly makes false/malicious allegations, shall be subject to such disciplinary action in accordance with Company rules, policies and procedures.

This Policy may not be used as a defense by the Whistle Blower against whom an adverse personnel action has been taken independent of any disclosure of information by him and for legitimate reasons under Company rules and policies.

13. Secrecy/Confidentiality:

The Whistle Blower, the Whistle Blower Custodian, Whistle Blower Committee members and every one involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the Subject and the matter except for legitimate needs of law and the investigation;
- b. not discuss the matter in any informal/social gatherings/ meetings;
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations;
- d. not keep the papers unattended anywhere at any time;
- e. keep the electronic mails/files under password protection;

If any one is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

14. Notification:

The HR department of the Company should notify the directors, employees and other stakeholders of the Company about the Policy from time to time. The new directors, employees and other stakeholders (as may be practical) shall be informed about the policy by the HR department at the time of on boarding.

15. Policy Revisions:

After completion of investigation, on the basis of the findings in the case, the Whistleblower Committee shall advice revision of the policies and procedures of the Company to reduce the risk of reoccurrence.

16. Amendment:

This Policy will be reviewed annually by the Audit Committee to check the effectiveness of the policy in promoting genuine disclosures.

The Audit Committee has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever. However, no such amendment or modification will be binding on the directors and employees unless the same is notified to the employees in writing. For the benefit of the other stakeholders of the Company, any amendment to this Policy shall be uploaded on the website of the Company.
