

Whistle Blowing Procedure

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Whistle Blowing Procedure

TABLE OF CONTENTS

1.	Introduction	3
2.	Investigating Alleged Unethical Activity.....	3
3.	Appeal against the decision of the Whistle Blower Committee	4
4.	Documentation and Reporting	4
	ANNEXURE 1: Form for Appeal against the decision of Whistle Blower Committee	5
	ANNEXURE 2: Report to be maintained by the custodian	6
	ANNEXURE 3: Report to be submitted to the Audit Committee	6

Whistle Blowing Procedure

1. Introduction

The whistle blowing procedure includes details on how the Whistle Blower Committee will investigate a complaint and documentation/records maintained by the WB Committee.

2. 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.

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.

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

b) 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.

If the concern or complaint is in conflict with the roles/duties of any of members of the Whistle Blower Committee, that member shall recuse themselves of the deliberation/decision making and thereafter shall be excluded from driving any actions in relation to the matter under investigation

c) 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. If the Whistle Blower is not satisfied with the decision of the Whistle Blower Committee, he/ she may prefer an appeal in accordance with section 3 below.

d) 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 once arrived at. A written report of the findings would be made by the Whistleblower Committee/Whistleblower Custodian if the matter was investigated by them.

Whistle Blowing Procedure

e)The Investigation Committee will take all reasonable efforts to ensure that the investigation process is completed at the earliest 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.

f) 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.

g) 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 the whistle blower Policy.

The relevant individual(s) called upon shall have a duty to fully cooperate with the investigation and provide all the information requested in good faith.

h)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.

i)Prompt and appropriate disciplinary / corrective action will be taken by the Whistle Blower Committee.

j)In order to give effect to the Policy, the Whistle Blower Committee shall meet, as and when required.

k)The Whistle Blower shall be allowed direct access to the Chairman of the Audit Committee in exceptional cases.

3. 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 appeal before the Audit Committee in accordance with Annexure 1. 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**

4. Documentation and Reporting

Whistle Blowing Procedure

- a) All investigation reports along with the supporting documentation and evidences will be filed properly by the Whistle Blower Custodian. A summary of all the cases will be maintained as per Annexure 2 (Hex 5896 Whistle blower tracker template)
- 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. A summary of all the cases will be maintained as per Annexure 3.
- 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 BlowerCustodian for a period of 3 years or longer if required in accordance with the applicable laws and regulations."
- 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.
- f) The Audit Committee shall keep the Board of Directors informed of matters reported where appropriate.

ANNEXURES

ANNEXURE 1: Form for Appeal against the decision of Whistle Blower Committee

Sr. No	Particulars	Details/Remark
1	Whistle Blower Name	
2	Relationship with Hexaware	An Employee or A Third party
3	Identification Number	Employee ID or Third-Party Reference ID
4	Contact Number	
5	Email Address	

Whistle Blowing Procedure

6	Residential Address	
7	Designation/Title, if applicable	
8	<u>Appeal against the decision of:</u> - Whistle Blower Committee or - Chief Executive Officer (CEO)	
9	Tracking number of the complaint	
10	Signature	
11	Date of Appeal	

ANNEXURE 2: Report to be maintained by the custodian

Please refer HEX 5896 - Whistle Blower Tracker Template

ANNEXURE 3: Report to be submitted to the Audit Committee

Period of the Report	No. of Complaints	Resolved	Pending/Under Investigation	Comments