

VIGIL MECHANISM POLICY

PREAMBLE:

Hinduja Tech Limited (the “**Company**”) is committed to adhere to the highest standards of ethical, moral and legal principles for the purpose of ensuring efficiency in the conduct of its business operations in a fair and transparent manner. The Company has adopted the Code of Conduct for Employees (“**code of conduct**”) which lays down the general principles and standards that should govern the actions of the Company and its employees and lays emphasis on adoption of the highest standards of personal ethics, integrity, confidentiality and discipline in dealing with matters relating to the Company.

Any actual or potential violation of the Code of Conduct, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. The role of the employees in pointing out such violations of the ethical behavior cannot be undermined. The vigil mechanism provides for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

Accordingly, this Policy on Vigil Mechanism (“the / this “**Policy**”) which is a channel to reinforce a robust implementation of the Company’s code, has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the Ombudsperson or Chairman of the Audit Committee of the Company, as the case may be.

The Policy was approved by the Board of Directors of the Company at its meeting held on September 6, 2016.

The Policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up any grievance about a person or official situation.

DEFINITIONS:

The definitions of some of the key terms used in the Policy are given below:

“**Alleged Wrongful Conduct**” means violation of law, infringement of Company’s code of conduct, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

“**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013.

“**Directors**” mean directors appointed on the Board of the Company including executive, non-executive, independent, nominee and alternate directors.

“**Disciplinary action**” means any action that can be taken on the completion of or during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“**Ombudsperson**” means a person who has been nominated / appointed to receive protected disclosures from Whistle Blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result

thereof.

“Employee” means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.

“Good faith” shall imply the absence of unethical and improper activity or any other alleged wrongful conduct forming a reasonable basis for making a protected disclosure under the Policy. Good faith shall be deemed to be lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and / or improper activity or alleged wrongful conduct is malicious, false or frivolous.

“Investigators” means those person(s) or committee nominated, authorised, appointed, consulted or approached by the Ombudsperson or Chairman of the Audit Committee, as the case may be.

“Protected disclosure” means any communication made in good faith that discloses or demonstrates information that may prima facie evidence unethical or improper activity or alleged wrongful conduct, which are not in the best interests of the Company.

“Subject” means a person or group of persons against or in relation to whom a protected disclosure has been made or evidence gathered during the course of an investigation.

“Unethical and / or Improper Activity” means an activity, which does not conform to approved standard of social and professional behavior thereby resulting in unethical business practices.

“Whistle Blower” means an Employee making a protected disclosure under the Policy.

SCOPE:

The Whistle Blower’s role is that of a person reporting with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

Whistle Blowers’ should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Ombudsperson or the Chairman of the Audit Committee or the Investigators.

Protected disclosure will be appropriately dealt with by the Ombudsperson or the Chairman of the Audit Committee, as the case may be.

ELIGIBILITY:

All directors and employees of the Company are eligible to make protected disclosures under the Policy. The protected disclosures may be in relation to matters concerning the Company but not limited to:

- a. Abuse of authority which leads to a financial irregularity, any financial loss to the Company
- b. Breach of code of conduct or employment contract or rules;
- c. Negligence causing substantial and specific danger to public health and safety;
- d. Manipulation of the Company’s data or records;
- e. Financial irregularities, including fraud or suspected fraud or deficiencies of internal control and check or deliberate error in preparations of financial statements or

- misrepresentation of financial reports;
- f. Any unlawful act, whether civil or criminal, the latter having repercussions on the Company and its reputation;
- g. Pilferation of confidential or proprietary information;
- h. Deliberate violation of law or regulations;
- i. Wastage or misappropriation of the Company's funds or assets;
- j. Any other unethical, biased, favored, imprudent act or behaviour.

The Policy should not be used in place of the Company's grievance procedure or be a route for raising malicious or unfounded allegations against colleagues or for raising any Alleged Wrongful Conduct based on the findings of Internal Audit Reports. Any such attempt shall be addressed in the strictest possible manner and may entail disciplinary action against the person acting with malice or animosity.

DISQUALIFICATIONS:

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a *mala fide* intention.

Whistle Blowers, who make three or more protected disclosures, which have been subsequently found to be *mala fide*, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further protected disclosures under the Policy. In respect of such Whistle Blowers, the Company or Audit Committee would reserve its right to take or recommend appropriate disciplinary action.

MANNER OF MAKING DISCLOSURE AND INVESTIGATION:

All protected disclosures concerning financial or accounting matters should be addressed, in writing, to the Chairman of the Audit Committee of the Company for investigation.

In respect of all other protected disclosures, those concerning the Ombudsperson and employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Ombudsperson of the Company. The Ombudsperson may refer the matter to the Chairman of the Audit Committee depending upon the importance of the matter.

Employees can make protected disclosure to the Chairman of the Audit Committee or Ombudsperson, as the case may be, as soon as possible but not later than thirty days after becoming aware of it. Chairman of the Audit Committee or Ombudsperson, as the case may be, at their discretion, may grant such additional time on written request by such Whistle Blower. Such written request shall specify the reason(s), if any, for such delay.

The contact details of the Chairman of the Audit Committee and of Ombudsperson of the Company are as under:

Chairman of Audit Committee,
Hinduja Tech Limited
SKCL-Triton Square, 9th Floor, C3-C7, Tiruvika
Industrial Estate, Guindy, Chennai 600 032.
Tel: 044 3023 1000 Fax: 044 3023 1330
E-mail: vigilmechanism@hindujatech.com

Ombudsperson:

Mr. A.R.Chandrasekharan
Hinduja Tech Limited
SKCL-Triton Square, 9th Floor, C3-C7, Tiruvika
Industrial Estate, Guindy, Chennai 600 032.
Tel: 044 3023 1000 Fax: 044 3023 1330
E-mail: ombudsperson @hindujatech.com

If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Ombudsperson, the same should be forwarded to the Company's Ombudsperson or the Chairman of the Audit Committee for further appropriate action.

Protected disclosures should be reported either by way of email or in writing so as to ensure a clear understanding of the improper activity involved or issues raised and should either be typed or written in a legible handwriting in English or Hindi or in any regional language of the place of employment of the Whistle Blower. The same should be transcribed in English, if necessary.

The protected disclosure should be forwarded by way of email or under a covering letter, which shall bear the following details in an envelope, which should be closed, secured, or sealed. The envelope should be super scribed "Protected disclosure".

The Chairman of the Audit Committee or Ombudsperson, as the case may be, shall detach the covering letter and forward only the protected disclosure to the Investigators for investigation.

Every disclosure shall contain specific and sufficient details to enable the Competent Authority to take an informed decision on the admissibility of the Complaint and investigation into the same, and shall include:

- a. name, address and contact number of the Whistleblower;
- b. name(s) of the Subject(s) and his / her / their designation(s), if known;
- c. nature and detailed facts of the Alleged Wrongful Conduct;
- d. information or copy(ies) of the documentary proof or evidence in support of the Complaint, if any;
- e. the impact/effect, either monetary or otherwise, on the Company, if possible; and
- f. a confirmation by the Whistleblower that he/she is willing to substantiate the Alleged Wrongful Conduct referred to in the Complaint, appear and testify before the Investigator(s), as and when called by the Investigator(s) and otherwise co-operate in the investigation of the Complaint.
- g. Protected disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for

proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

- h. Whistle Blowers must put their names to allegations as follow - up questions and investigation may not be possible unless the source of the information is identified. Disclosures expressed anonymously will NOT be investigated.
- i. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Chairman of the Audit Committee of the Company alone for this purpose or by the Ombudsperson. This investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

INVESTIGATION:

- a. All protected disclosures reported under this Policy will be appropriately and expeditiously investigated by the Ombudsperson or Chairman of the Audit Committee of the Company, as the case may be, who will investigate or oversee the investigations under the authorization of the Audit Committee.
- b. The Ombudsperson or Chairman of the Audit Committee, as the case may be, at their discretion, consider involving any external / internal Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Ombudsperson or Chairman of the Audit Committee, as the case may be, is, by itself, not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an unethical or improper activity was committed.
- d. The Ombudsperson will be accountable only to the Audit Committee on whistleblowing matters. He / She should not disclose / discuss further course of action with any member of management or disclose the identity of the whistleblower to anyone without the consent of the Audit Committee Chairman.
- e. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- f. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- g. Subjects shall have a duty to co-operate with the Ombudsperson or Chairman of the Audit Committee, as the case may be, or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- h. Subjects have a right to consult with a person or persons of their choice, other than the Ombudsperson or Investigators and / or members of the Audit Committee and / or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- i. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- j. 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. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is sufficiently reasonably conclusive evidence in support of the allegation.
- k. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

- I. The investigation shall be completed normally within forty-five days of the receipt of the protected disclosure.

PROTECTION:

Protection to the Whistle Blower under the Policy shall be available provided the following conditions are met with, that is:

- a. the protected disclosure is made in good faith;
- b. the Whistle Blower has reasonable information or documents in support thereof;
- c. the protected disclosure is not made for any personal gain or animosity against the Subject.

The Company shall endeavour to ensure that the Policy is adhered to, and to attain this end, the Company will ensure the following:

- a. that no unfair treatment is given to a Whistle Blower by virtue of his or her having reported a protected disclosure under the Policy;
- b. that appropriate care is taken to keep the identity of the Whistle Blower confidential and any such disclosure be made only on a need to know basis;
- c. that any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers is condemned and punishable;
- d. that complete protection is given to the Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination or suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties or functions including making further protected disclosure;
- e. that confidentiality of the protected disclosure is maintained;
- f. that the identity of the Whistle Blower is kept confidential to the extent possible and permitted under law. However, Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Ombudsperson or Chairman of the Audit Committee as the case may be (e.g. during investigations carried out by Investigators). Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- g. that no attempt to conceal evidence of the protected disclosure is made;
- h. that an opportunity of being heard is given to the persons involved, especially to the Subject;
- i. that any other employee assisting in the said investigation of furnishing evidence shall also be protected to the same extent as the Whistle Blower; and
- j. that steps will be taken to minimize difficulties, which the Whistle Blower may experience as a result of making the protected disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

A Whistle Blower may report any violation of the clauses enlisted hereinabove to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

INVESTIGATORS:

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Ombudsperson or Chairman of the Audit Committee, as the case may be, when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review which establishes that:
 - i. the alleged act constitutes an unethical or improper activity or conduct, and
 - ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an unethical or improper activity.

DECISION:

If an investigation leads the Ombudsperson or Chairman of the Audit Committee, as the case may be, to conclude that an unethical or improper activity has been committed, the Ombudsperson or Chairman of the Audit Committee, as the case may be, shall recommend to the management of the Company to take such disciplinary or corrective action as the Ombudsperson or Chairman of the Audit Committee, as the case may be, deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

REPORTING BY OMBUDSPERSON:

The Ombudsperson shall submit a report to the Chairman of the Audit Committee about protected disclosures referred to him or her since the last report together with the results of investigations, if any.

RETENTION OF DOCUMENTS:

All protected disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of three years or as mentioned in applicable law, if any.

REVIEW:

A quarterly report with number of complaints received under the Policy and their outcome shall be placed by the Ombudsperson before the Audit Committee and the Board of Directors of the Company.

SECURITY OR CONFIDENTIALITY:

The Whistle Blower, the Subject, the Investigators and everyone involved in the process shall:

- a. maintain complete confidentiality or secrecy of the matter;
- b. not discuss the matter in any informal or social gatherings or social media or meetings;
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations;
- d. not to keep the papers unattended anywhere at any time;
- e. keep the electronic mails or files under password.
- f. continue to be bound by the non-disclosure and non-compete covenant of his employment contract or existing company policy

If anyone is found not complying with the above, he or she shall be held liable for such disciplinary action as is considered fit by the Ombudsperson or the Chairman of the Audit Committee, as the case may be.

REPORTING TO THE AUDIT COMMITTEE:

The Chairman of the Audit Committee or the Ombudsperson, as the case may be, shall submit a report to the Audit Committee on protected disclosure together with the results of investigations, disciplinary actions recommended and implemented. The report should consider whether the policy is effective, being implemented properly and suggest any improvements that could be made to it.

DISCLOSURE:

The details of establishment of the Whistle Blower Policy and Vigil Mechanism shall be disclosed on the website of the Company and in the Board's report.

AMENDMENT:

The Company reserves its 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 directors and employees in writing.

ANNUAL AFFIRMATION:

The Company shall annually affirm that it has not denied to any person access to the Audit Committee.