

Whistle Blower Policy

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Date	Versi on No.	Prepared By	Reviewed By	Approved By	Summary of Changes
25-April-25	4.8	Vaishali Gore	Rajashree Laad, Gunjan Methi	Uma Thomas (Chief Risk Officer)	Updated Section 2 & 3 on Insider Trading code and Unpublished Price Sensitive Information

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**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.

The Hexaware Whistleblower Policy<sup>1</sup> (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 behavior (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 the course of their work nor is it intended as a route for taking up a grievance about a personal situation. This Policy excludes provisions pertaining to concerns raised in terms of employment or those concerns that are addressed appropriately under other policies.

This Policy forms an integral part of the Hexaware’s Code of conduct and Anti-Bribery and Anti-Corruption Policy and must be read in conjunction with these policies and relevant laws and regulations as applicable to Hexaware.

For the purpose of this Policy, wherever context permits singular includes plural and plural shall include singular.

<sup>1</sup> Also, Section 177 (9) of Companies Act, 2013 provides for a mandatory requirement for 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.

## 2. Definitions:

2.1. **Audit Committee:** Audit Committee shall mean a Committee of the Board of Directors of the Company, constituted in accordance with provisions of Section 177 of the Companies Act, 2013.

2.2. **Company:** Hexaware Technologies Limited, and its subsidiaries and affiliates operating across all geographical regions

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 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, contractors' 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:** The Custodian will be a full time senior employee of the Company, well respected for his/her/their integrity, independence and fairness. Custodians 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 protecting 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 Fraud or violation of communication or any unethical practice or behavior, actual or suspected fraud or violation 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/they/them knew or reasonably should have known the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

2.12. ‘ Insider Trading Code” means Code of Conduct for prevention of Insider trading to regulate, Monitor and Report Trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information adopted by the Company.

2.13. Unpublished Price Sensitive Information" (UPS) refers to any non-public information about a company or its securities that, if made public, could materially affect the price of the securities but not restricted to, information relating to the following- - Financial results; - Dividends; - Change in capital structure; - Mergers, demergers, acquisitions, delisting, disposals and expansion of business and such other transactions; - Changes in key managerial personnel;

### **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 sexual harassment

- 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) Violation of laws applicable to the Company;
- i) Sexual harassment;
- j) Disclosure of confidential information;
- k) Misuse of intellectual property;
- l) Unpublished Price Sensitive Information
- m) Any other activity by any person that is undertaken in the performance of his/her/their official duties towards the Company, whether or not that action is within the scope of employees’ employment and which is in violation of any law or regulation or constitutes bribery, Fraud, willful omission to perform employees’ duties or involves gross misconduct.

Any complaints in relation to sexual harassment must be covered and dealt in accordance with

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*Hexaware's Prevention of Sexual Harassment (PSH) Policy*

The above-mentioned 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 12 below.

**4. Whistle Blower Committee:**

Whistle Blower Committee shall comprise of the following members:

- Mr. Vikash kumar Jain, Chief Finance officer
- Mr. Vinod Chandran, Chief Operating Officer
- Ms. Nita Nambiar, Custodian\*\*

*\*\*Added as custodian at the Board Meeting held on February 8, 2024*

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

The disclosure should be made through e-mail 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.

The reported matters should be factual and should not be speculative. It should contain specific information so as to allow the proper assessment of the nature and extent of the concern.

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:

**Email Complaint:** An email complaint can be sent to the Whistle Blower Custodian /Whistle Blower Committee member at their email ids or at [whistleblower@hexaware.com](mailto:whistleblower@hexaware.com). (Please refer to Annexure 1 for the format to be used for sending the complaint)

**Written Complaint:** A written complaint can be dropped into the Whistle Blower drop box at your location. (Please refer to the Annexure for the format to be used to sending the complaint). Drop Box facility is available at following locations:

India-

**Mumbai:** 1<sup>st</sup> Floor, north wing, bldg. 152, next to LTA/medical reimbursement drop-box.

**Pune:** 1<sup>st</sup> Floor, admin area,

drop-box. **Noida:** In the

Reception area **Bangalore:**

Finance Manager's Cabin

**Chennai:** Help Center, near main reception area.

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 Operating Officer,**

Hexaware Technologies Limited,

No. H5, Sipcot IT Park, Siruseri, Kancheepuram

District, Tamil Nadu, India, Pin - 603103

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 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 as mentioned in the WB procedure.

## **6. List of exclusions**

The following types of complaints will ordinarily not be considered and taken up:

- (i) Complaints that are Illegible, if handwritten or not elaborated well to communicate effectively.
- (ii) Complaints that are Trivial or frivolous in nature.
- (iii) Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body.
- (iv) Any matter that is very old such that information to enable fact finding investigation cannot be obtained or the time period has lapsed by the law of limitation in accordance with any applicable statute.
- (v) Management of such exclusions has been dealt with in Global code of conduct, one can refer it for details on how to report & where to report such complaints.

## **7. Anonymous Allegations:**

- (i) Whistle Blowers can report both anonymously or by revealing the identity, however sufficient information to be provided to perform the investigation
- (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.
- (iii) In case of anonymous disclosure, the Whistle Blower may not be able to seek protection under this Policy or appear for any personal hearing until the identity is disclosed.

**8. Secrecy/Confidentiality:**

The Whistle Blower, the Whistle Blower Custodian, Whistle Blower Committee members and everyone 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 investigation;
- d) not keep the papers unattended anywhere at any time;
- e) keep the electronic mails/files under password protection;

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

**9. 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**

**10. Fraud Management**

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.



**11. Protection and No Retaliation**

- a) No unfair treatment will be meted out to a Whistle Blower by virtue of him/her/them 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/her/their duties/functions.
- b) The identity of the Whistle Blower shall be kept confidential.
- c) If you believe that you have been retaliated against for reporting concerns pertaining to real
- d) or perceived wrongdoings, you should report it in accordance with this Policy. Allegations of retaliation will be investigated and addressed pursuant to this Policy
- e) 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 in 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/her/them and for legitimate reasons under Company rules and policies.

**13. Training & Communication:**

- f) The Company will conduct periodical training programs to increase awareness amongst Employees about the existence and support extended by this Policy.
- g) The Policy shall be conveyed to all concerned through the following means:
  - i. Sending related email to concerned Employees by the Human Resource Department from time to time.
  - ii. Displaying on Company website/ Notice Board for awareness of Employees and Third Parties.
- a) In addition to the above, new Employees and Third Parties (as may be practical) shall be informed about the Policy at the time of onboarding.

**14. Policy Revisions:**

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

**15. 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.**

**ANNEXURE****Annexure 1: Whistle Blower Complaints Form:**

**Refer - Hex 5855 - Whistle Blower Complaints Form**