

Whistle Blower Policy

Version 2.0

Document Revision History:

Ver. No.	Date	Prepared By/ Modified By	Details/Overview of Changes
Draft 1.0	13 th Oct 2005	RMC	Initial draft for discussions.
Draft 2.0	13 th Jan 2006	J. S. Kotian / Anil Patwardhan	2 nd Draft
Final-Draft	18 th Oct 2006	Puneet Bansal	Final with syntactical updations.
1.1	28 th Nov 2006	RMC	Changes in Complaint Process and resequencing of sections/matter with a view to bring logical clarity/flow.
1.2	29 th Nov 2006	Puneet Bansal	Final with syntactical updations.
1.3	05 th Mar 2009	Reena Jencin	Updation in telephone numbers, Audit Committee members and ombudsman details, Final Authority Details. Syntactical Updations.
1.4	9 th Mar 2011	Preeti Sawant	Updation of Audit committee member and e-mail id of Sudheer Tilloo
1.5	10 th Sep 2013	Hemant Godbole/Richa Apte	Company Name Changed
1.6	29 th Sep 2014	Swaminathan R	Policy updated to cover former employees also. Also, details of audit committee members updated.
1.7	20 th Jan 2016	Sneha Padve	Policy updated to cover the changes due to new listing Regulations - SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
1.8	26 th March, 2019	Sneha Padve	Change of Name of the Company and Appointment of Mr. Anil Patwardhan as Ombudsman of the Company pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015
2.0	06 th Feb 2021	Chander Shakher Arora	Benchmarking of the policy

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1. OBJECTIVE

Birlasoft Code of Conduct requires Directors, officers and employees to observe high standards of business and personal ethics in conduct of their duties and responsibilities. As employees and representatives of the company, they must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. The purpose of the Whistleblower Policy is to enable a person who observes an unethical practice (whether or not a violation of law), to approach a Whistleblower Committee without necessarily informing the supervisor and / or without revealing his / her identity, if the person chooses to do so.

This policy governs reporting and investigation of allegations of suspected improper activities. Employees and others are encouraged to use guidance provided by this policy for reporting all allegations of suspected improper activities. In all instances, Birlasoft retains the prerogative to determine when circumstances warrant an investigation and, in conformity with this policy and applicable laws and regulations, the appropriate investigative process to be employed.

1. Context: The Companies Act 2013 (India) and the revised Corporate Governance norms issued by SEBI require every publicly listed company to establish a vigil mechanism for Directors, officials and others to report genuine concerns. It has also been prescribed that the vigil mechanism should provide for adequate safeguards against victimization of persons who use such mechanism and should have provisions for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. The Whistleblower policy is framed in the context of these statutory requirements and to put in place an appropriate framework for this purpose.

2. SCOPE

This policy covers Birlasoft Ltd and its subsidiaries worldwide. Where the requirements of local laws are different, compliance to those laws shall be additional and the policy shall continue to apply in such jurisdictions to the extent that they are not in contradiction to the local laws.

This policy shall supersede the existing Whistleblower Policy and shall apply to the following:

- Birlasoft employees: Birlasoft policies apply to all employees of the company throughout the world.
- Subsidiaries: Subsidiaries throughout the world must adopt and follow corresponding policies.
- Third parties: All Birlasoft businesses require that others representing Birlasoft – such as consultants, agents, sales representatives, distributors, vendors, clients and independent contractors – agree to follow the applicable whistleblower policy and guidelines.

The Whistleblower Committee shall resolve any conflicts arising from this Policy.

3. DEFINITIONS

- 3.1 **Audit Committee** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Sec 177 of the Companies Act 2013 (“the Act”) and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (“Listing Regulations”)
- 3.2 **Official** means any employee of the Company or its subsidiaries, including a trainee and independent contractors
- 3.3 **Code** means Birlasoft’s Code of Conduct
- 3.4 **Company** means Birlasoft and its subsidiaries
- 3.5 **Whistleblower** means a person or entity making a disclosure of any unethical activity that they have observed. Whistleblowers could be directors, employees, contractors, contractor’s employees, clients, vendors, exchange students, internal or external auditors, law enforcement/regulatory agencies or other third parties.

- 3.6 **Whistleblower Committee** is a committee consisting of a team of senior Birlasoft personnel who are tasked to assess independently the concerns raised by the whistleblower. The office of the Whistleblower Committee will be managed by the Whistleblower Custodian.
- 3.7 **Whistleblower Custodian** will be Head of Internal Audit for the Company.
- 3.8 **Investigation Committee** is a team consisting of members nominated by the Whistleblower Committee to conduct the actual investigation of the concerns raised by the Whistleblower. The size of the Investigation Committee will be decided by the Whistleblower Committee.
- 3.9 **Unethical Behavior** is acting against the accepted principles of right and wrong that govern the conduct of a profession including but not restricted to financial impropriety and accounting malpractices.
- 3.10 **Professional behavior** is exhibiting a courteous, conscientious, and generally businesslike manner at the workplace that strives to maintain a positive regard to others while avoiding excessive display of deep feeling.

4. COMPLIANCE VIOLATION

Any violation of the Guiding Principles of the Code of Conduct is a compliance violation. All employees, Birlasoft subsidiaries, Affiliates and Third parties are required to familiarize themselves with Birlasoft's Code of Conduct and abide by the enshrined principles.

It is the duty of all concerned to notify the Company if they observe, or learn of, any unethical business conduct or illegal acts including leak or suspected leak of any unpublished Price Sensitive Information. Trading in the shares of the Company whilst in possession of any Unpublished Price Sensitive Information, except in cases permitted by law, is an offence under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Illustrative malpractices and events that could be brought to notice under the Whistleblower framework:

- Breach of Code of Conduct and any Company Policy
- Abuse of authority resulting in violation of code of conduct that could include but not limited to:
 - Conflict of interest
 - Transactions with related parties
 - Securities transactions (use or leakage of market sensitive information)
 - Illegal payments
- Manipulation of Company data / records
- Financial irregularities, including fraud or suspected fraud
- Deliberate violation of Law / regulations
- Accepting or offering bribe
- Misappropriation or unauthorized use of Company Funds/assets
- Failure to promptly raise a known or suspected violation is considered an unethical behavior.

Whistleblower Policy is not intended to create a forum for voicing questions, concerns or grievances of a personal nature such as those related to interpersonal disputes with colleagues and supervisors, difference of opinion regarding performance appraisal and feedback rating disputes, discrimination issues, harassment issues, compensation queries, job allocation, bench movements, reward and recognition, full and final settlement, any other operational issues, etc. Such employee concerns can be raised to respective HR personnel or to Employee Grievance Committee as per company policies. Similarly, concerns, if any, related to sexual harassment, discrimination, physical abuse etc. should be highlighted to POSH Committee.

For such queries and concerns, please follow the appropriate escalation channel.

5. REPORTING ALLEGATIONS

Any person may report allegations of suspected unethical activities. Knowledge or suspicion of unethical activities may originate from employees, contractors, clients, vendors, internal or external auditors, law enforcement/regulatory agencies or other third parties. ***Allegations of unethical activities may be reported anonymously, if the complainant so wishes.*** Reports of allegations of suspected unethical activities are encouraged to be made in writing to assure a clear understanding of the issues. Such reports should be factual rather than speculative and must contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures. An unethical activity can be reported through any one of the following mechanisms:

The report can be submitted to the **Whistleblower Committee** through any of the channels mentioned below:

- **Email Complaint:** An email complaint can be sent to the Whistleblower Committee at whistleblower@birlasoft.com
- **Written Complaint:** A written complaint can also be sent via post to the following address:
The GRC Head
Birlasoft Limited
The Assotech Business Cresterra, Tower 3, Plot No. 22,
Sector 135, Noida (UP) 201301
- A report can also be made to the immediate supervisor (in case there is no potential conflict of interest) or made to any other official in Birlasoft whom the reporting employee can expect to have the responsibility to review the alleged unethical activity. The official to whom the report was made shall promptly forward the same to the Whistleblower Committee through one of the channels mentioned above.
- The Chairman of the Audit Committee is the Ombudsperson under Whistleblower Policy. A complaint can be reported to the Ombudsperson in situations where the Whistleblower feels that the complaint has not been addressed or actioned in a timely and appropriate manner. Also, if the complaint is against any member of the Whistleblower Committee or the Leadership Team, the same could be made to the Ombudsperson at ashok.barat@birlasoft.com.

Birlasoft approach is to give precedence to substance over form in such matters.

6. INVESTIGATING WHISTLEBLOWER COMPLAINT

The following investigation process will be adhered to by Birlasoft, when a whistleblower complaint is brought to the notice of either the Whistleblower Committee or any other responsible Birlasoft employee:

- 6.1 The Whistleblower Committee will determine within 3 business days of receipt of the complaint with the committee whether the concern or complaint actually pertains to a compliance or ethical violation.
- 6.2 If the Whistleblower Committee decides that the complaint does not meet the criteria of Whistleblower complaint, the Whistleblower Custodian will communicate the rationale for the decision to the complainant. However, the complainant can escalate the matter to the Ombudsperson, if the person still believes otherwise.
- 6.3 If the Whistleblower Committee determines that the complaint is a valid compliance violation, an Investigation Committee (identified by the Whistleblower Custodian) will investigate the alleged violation.
- 6.4 The Investigation Committee will take all reasonable efforts to ensure that the investigation process is completed within three calendar weeks from the day of the receipt of complaint. If not, it shall justify the need for extension to the Whistleblower Committee.
 - 6.4.1 If the Whistleblower has revealed his/her identity, then the Investigation Committee shall hear the whistleblower and record his/her allegations and their basis.
 - 6.4.2 Both the defendant and accused will be given a full and fair opportunity to be heard.

- 6.4.3 The whistleblower policy would not limit, in any way, the Company's right to hand over an investigation to an appropriate regulatory/statutory authority where this is deemed appropriate or required by local law.
- 6.5 Investigation Committee will file a report of the findings to the Whistleblower Committee along with supporting evidence, if any.
- 6.6 The Whistleblower Committee will make a decision based on the findings reported by the Investigation committee.
- 6.7 Any whistleblower who is aggrieved by the decision of the whistleblower committee shall have access to the Ombudsperson, i.e., the Chairperson of the Audit Committee.

7. DOCUMENTATION AND REPORTING

- 7.1 The investigation report along with the supporting documentation and evidences will be filed by the investigation team.
- 7.2 A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Whistleblower Committee and the corrective actions taken will be sent by the Whistleblower Custodian to the Chairman of the Audit Committee.
- 7.3 All documentation pertaining to the complaint including but not restricted to the investigation report, corrective action taken and evidence will be maintained by the Whistleblower Custodian for a period of 3 years, or such further period as local law may require.
- 7.4. When possible and when determined appropriate by the Whistleblower Committee, notice of any corrective action taken will be given to the person who submitted the concern or complaint.
- 7.5 All complaints received will be kept confidential and will be shared only on a "Need to Know" basis.

8. REMEDIES AND DISCIPLINE

If a non-compliance has occurred or a malpractice is proved, the company shall take the following actions to correct it:

- 8.1 Any person found guilty of violation of Birlasoft Code of Conduct would be subject to disciplinary action up to and including termination of contract, initiating financial recoveries and filing of legal case
- 8.2 During the investigation period or anytime thereafter, if any official or Director is found to be – a) retaliating against the whistleblower, b) coaching witnesses or c) tampering with evidence, then it would lead to disciplinary action including termination of employment

9. CONFIDENTIALITY AND PROTECTION

- 9.1 To the extent possible and within the limitations of the law and requirements of the investigation, the identity of the Whistleblower shall be kept confidential unless he/she is willing to be public about it. Any disclosure regarding the whistleblower identity shall carry with it a caveat of secrecy and non-disclosure by the recipient, so that any further unauthorized disclosure of the identity of the whistleblower shall constitute a breach of the Code of Conduct, applicable to such person
- 9.2 Issues raised by the whistleblower shall be kept confidential by the Whistleblower Committee and the investigating team
- 9.3 No action shall be taken against the Whistleblower who makes any disclosure in good faith under this policy. However, the Whistleblower Committee may recommend that action be taken against Whistleblowers making baseless allegations.
- 9.4 The Whistleblower Committee's decisions shall be formally recorded, and such records shall be maintained for a period of 3 years, or such further period as local law may require.
- 9.5 Protection of the Whistleblower against victimization: The company assures that any genuine Whistleblower shall not be victimized and shall set up appropriate processes to ensure this

10. FUTURE AMENDMENTS

This policy can be changed, modified or cancelled by the Board of Directors of the company.

Annexure – Roles and Responsibilities

Whistleblower

- Provide initial information related to a reasonable belief that an unethical activity has occurred. The motivation of a Whistleblower is irrelevant to the consideration of the validity of the allegation.
- Whistleblower (including anonymous Whistleblower) must provide all factual corroborating evidence, as is available/possible, to enable commencement of an investigation. An investigation will not be undertaken without verifiable support. However, Whistleblower shall refrain from obtaining evidence for which they do not have a right of access or to act on their own in conducting any investigation.
- Whistleblowers have a responsibility to be candid with the Whistleblower Committee and Investigation committee. The person should be prepared to be interviewed by the Investigation Committee.
- The Whistleblowers will not be immune to disciplinary action if he is found guilty of or is a party to the allegations.

Whistleblower Committee

- The Whistleblower Committee will determine whether the concern or complaint is a matter within the scope of the Whistleblower policy or not. If it is not a matter of whistleblower policy then such complaint is routed to respective team in the organization for review and actions i.e. Employee Grievance Committee, POSH Committee etc.
- The Whistleblower Committee will constitute an Investigation Committee with senior members from relevant functions i.e. Internal Audit, Legal, HR, Finance etc. who will be formally trained to investigate the process
- The Whistleblower Committee will review the findings of the Investigation Committee, place the facts and may suggest appropriate corrective action to the Audit Committee for approval.
- The management will initiate appropriate corrective action on company policies, controls and processes after approval from the Audit Committee; disciplinary action is the prerogative of the management, guided by the Nominations and Remuneration Committee, where applicable.
- The Whistleblower Committee will be responsible for ensuring that the investigation process is fair and transparent.

Whistleblower Custodian

- Whistleblower custodian is to ensure effective liaison and coordination between relevant stakeholders, documentation of minutes and relevant papers, archival of relevant investigation documents and reports, updating the incident tracker etc.
- Whistleblower custodian is responsible to ensure compliance to various requirements of the whistleblower policy

Investigation Committee

- The Investigation Committee will undergo formal training for investigation and recording Whistleblower complaints.
- The IC will accept that decision to conduct an investigation is not an accusation; it is to be treated as a neutral fact-finding process, withholding judgement until proof. They will also maintain the highest confidentiality of all investigation.
- The Investigation Committee is responsible to complete the investigation with 3 working weeks from the date of receipt of the complaint. If complaint is not closed as such, The Investigation Committee will seek extension from the Whistleblower Committee specifying the reasons for delay.
- Investigation committee will assess need of and engage with external consultant for performing investigation after approval from the Whistleblower Committee.

- The Investigation Committee shall provide sufficient and fair opportunity to the aggrieved person to prove/justify his stand and case, including personal hearing as may be required, and shall ensure complete fairness in the process of investigation.
- The Investigation Committee shall ensure compliance to local laws of relevant Geography.

Investigation Subject

- A subject is a person or a group of persons who is the focus of investigative fact finding either by virtue of an allegation made or evidence gathered during the course of an investigation. The decision to conduct an investigation is not an accusation; it is to be treated as a neutral fact-finding process.
- The identity of a subject should be maintained in confidence to the extent possible given the legitimate needs of law and fairness in investigation.
- Subjects should be issued a show cause notice and given adequate opportunity to respond to material points of evidence contained in an investigation report.
- Subjects have a responsibility not to interfere with the investigation and to adhere to admonitions from investigators in this regard. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached or intimidated.
- Unless there are compelling reasons to the contrary, subjects should be given the opportunity to respond to material points of evidence contained in an investigation report.
- No allegation of wrongdoing against a subject shall be considered sustained unless at a minimum, a preponderance of the evidence supports the allegation.
- Subjects have a right to be informed of the outcome of the investigation.
- Any disciplinary or corrective action initiated against the subject as a result of an investigation pursuant to this policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

Investigation Participant

- All participants who are interviewed, asked to provide information or otherwise participate in an investigation have a duty to fully cooperate with the investigators.
- Participants should refrain from discussing or disclosing the investigation or their testimony with anyone not connected to the investigation. In no case should the participant discuss with the investigation subject the nature of evidence requested or provided or testimony given to investigators unless agreed to by the investigators.
- Requests for confidentiality by participants will be honored to the extent possible within the legitimate needs of law and the investigation.
- Participants are entitled to protection from retaliation for having participated in an investigation.

Ombudsperson Responsibility

- All complaints received by the Ombudsperson will be forwarded to the Whistleblower Custodian, except otherwise decided by the Ombudsperson in special circumstances i.e. complaint involving member from Whistleblower committee or Directors, due to severity of the complaint which may require a higher level investigation. Details of such complaints are shared with the Chairman Office within 3 working days from the receipt of such complaint by the Ombudsperson.
- Review the comprehensiveness of reporting done to the Audit Committee by Whistleblower custodian, in the context of complaints received, investigated, resolved and pending. The Ombudsperson will keep track of all reports directly received by him and will ensure that these cases are also reported in the Birlasoft Audit Committee review.