

Whistle Blower Policy/ Vigil Mechanism

Purpose & Scope:

The Whistle Blower Policy / Vigil Mechanism (collectively called as 'Policy') is intended to help directors and employees who have major concerns over any wrongdoing within Sasken relating to unlawful conduct or financial malpractice. Specific examples could include: -

- a criminal offence (e.g. fraud, corruption or theft) has been/is likely to be committed
- a miscarriage of justice has been/is likely to occur
- Company's funds are being used in an unauthorized manner
- Company's processes, regulations, accounting policies etc. are not being observed or are being breached by employees
- discrimination is occurring to any employee on grounds of sex, race or disability
- any other form of improper action or conduct is taking place
- Information relating to any of the above is being deliberately concealed or attempts are being made to conceal the same.

This Policy is primarily for addressing the concerns where the interests of others or of the organization itself are at risk.

The Policy aims to:

- encourage employees to feel confident in raising serious concerns and to question and act upon their concerns
- provide ways for employees to raise those concerns and get feedback on any action taken as a result
- ensure that employees get a response to their concerns and that they are aware of how to pursue them if they know what to do if they are not satisfied with any actions
- re-assure employees that if they raise any concerns in good faith and reasonably believe them to be true, they will be protected from possible reprisals or victimization.

It is not intended to be used where other more appropriate procedures are available, for example:

- harassment - (see Policy for addressing Harassment/Sexual Harassment at workplace)

Policy Statements:

A.WHO IS COVERED BY THE CODE?

All Directors and employees of Sasken and its subsidiaries are covered under this Policy. It also covers contract employees and employees seconded to a third party.

B. WHAT ASSURANCE DO YOU GET?

If you do raise a concern under this Code, you will not be at risk of losing your job or suffering any form of retribution as a result, provided that:

- the disclosure is made in good faith;
- you reasonably believe that information, and any allegations contained in it, are substantially true; and
- you are not acting for personal gain.

Sasken will not tolerate the harassment or victimization of anyone raising a genuine concern. However, we recognize that you may nonetheless want to raise a concern in confidence under this Policy. If you ask us to protect your identity by keeping your details confidential, we will not disclose it without your consent. If the situation arises where we are not able to resolve the concern without revealing your identity (for instance because your evidence is needed in court), we will discuss with you whether and how we can proceed.

Remember that if you do not tell us who you are, it will be much more difficult for us to look into the matter or to protect your position or to give you feedback. Accordingly, while we will consider anonymous reports, this policy is not well suited to concerns raised anonymously.

C. WHAT IS THE LEGAL BACKGROUND?

Section 177 (9) of Companies Act, 2013 and applicable provisions thereto and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') require every listed entity to formulate a Whistle Blower Policy and Vigil Mechanism for the directors and employees to report genuine concerns and provide adequate safeguards against victimization of director(s) and employee(s) or any other person who avail the mechanism and also provide direct access to the Chairperson of Audit Committee in appropriate or exceptional cases.

Sasken has introduced this Policy and procedure in line with these requirements.

D. HOW SHOULD AN EMPLOYEE RAISE A CONCERN?

As soon as you become reasonably concerned you should first raise the issue with your Line Manager (unless s/he is the potential transgressor, in which case write to the Company Secretary and Compliance Officer who can be contacted through email at prasad.s@sasken.com / whistleblower@sasken.com or through phone at +91-80-66944906

Concerns may be raised verbally or in writing. Employees who wish to make a written report should provide the following details:

- the background and history of the concern (giving relevant dates);
- the reason why they are particularly concerned about the situation;
- Facts or evidence, if any, substantiating their case.

E. HOW WILL SASKEN RESPOND?

If the concern is raised verbally, the person receiving the information should put it in writing as soon as practicable to ensure that it properly reflects the concerns that have been raised. The employee must also indicate if the concern is to be treated in confidence. The person receiving the information will check out the limit of that confidence. The relevant person will also ensure that the Compliance Officer receives adequate details of the employee's concerns for the purpose of corporate recording and monitoring purposes.

Once you have told us of your concern, we will look into it to assess initially what action should be taken. This may involve an internal inquiry or a more formal investigation. We will tell you who may be handling the matter, how you can contact him / her and whether your further assistance





may be needed. If you request it, we will write to you summarising your concern(s) and setting out how we propose to handle it within a reasonable time.

When you raise the concern you may be asked how you think the concern(s) might best be resolved. If you do have any personal interest in the matter, we do ask that you tell us at the outset. Should your concern fall within another policy of the Company (for example, policy on addressing harassment at work place) we will tell you.

While the purpose of this Code is to enable us to investigate possible malpractice and take appropriate steps to deal with it, we will give you as much feedback as we properly can. If requested, we will confirm our response to you in writing. Please note, however, that we may not be able to tell you the precise action we take where this would infringe a duty of confidence owed by us to someone else.

Where appropriate, the matters raised may:

- be investigated by management, internal auditors, the Compliance Officer or through the disciplinary process
- be referred to the police
- be referred to the external auditor
- form the subject of an independent inquiry.

Usually, within four weeks of a concern being raised, the person looking into the concern will write to you:

- acknowledging that the concern has been received
- indicating how Sasken proposes to deal with the matter
- giving an estimate of how long it will take to provide a full response
- saying whether any initial enquiries have been made
- supplying information on support available to you; and
- informing whether further investigations will take place and if not, why not.

Subject to any legal constraints, the relevant employee will normally be informed of the final outcome of any investigation.

F. WHAT SAFEGUARDS ARE THERE FOR THE EMPLOYEE?

Sasken will not tolerate any harassment or victimisation (including informal pressures) and will take appropriate action to protect those who raise a concern in good faith.

- Any investigation into allegations of potential malpractice will not influence or be influenced by any disciplinary procedures already taking place concerning the employee.
- No action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.
- Every effort will be made to ensure confidentiality as far as this is reasonably practical.
- Help will be provided to you in order to minimise any difficulties, which you may experience. This may include advice on giving evidence if needed. Meetings may, if necessary, be arranged off-site with you / representative, if you so wish.

G. HOW CAN A CONCERN BE TAKEN FURTHER?

This Policy is intended to provide an avenue within Sasken to raise concerns. If an employee takes the matter outside the Company, s/he should ensure that no disclosure of confidential information takes place and should check with the concerned BU Head, as unauthorised disclosure could leave



employees vulnerable to disciplinary or other action, if they disclose confidential information of Sasken or its Clients.

Employee who is not satisfied with the action taken by Sasken and feels it right to take up the matter further, s/he may consider contacting the Chairman of Audit Committee of the Board.

H. CORPORATE RECORDING & MONITORING

Departments will ensure they have sufficient internal arrangements to address the requirements of the Policy.

The Compliance Officer will maintain a Corporate Register containing all concerns that are brought to his attention. All HR Primes and / or officer(s) allocated to look into the concern must ensure the Compliance Officer is provided with sufficient details of the concerns for the Corporate Register.

The Compliance Officer will review the Corporate Register and produce an annual report for the Chief Executive Officer. The report will not mention any name of the employees, only the concerns raised, the number of such concerns, from which department they related to, the post against which the concerns were related to (if not confidential) and flagging up any lessons arising from the same so as to ensure:-

- Sasken and / or the relevant department does not repeat any concerns found against the same; and
- a consistency of treatment across the departments.

For the avoidance of doubt, the Corporate Register - along with any annual reports referred to above - will be available for inspection by Internal and External Auditors, after removing any items that have been requested by the employee(s) to keep as confidential.

This Policy will be reviewed, from time to time by the Audit Committee of the Board, so as to ensure the continuing effectiveness of the same.

Definition of Terms:

Term / Abbreviation	Definition / Expansion
Audit Committee	A committee constituted by the Board of Directors in compliance with the Companies Act, 1956 / 2013 and of the Listing Regulations, with majority of the members being Independent Directors to perform the scope of work as defined therein.
The Compliance Officer	Company Secretary is appointed as Compliance Officer by the Board of Directors. He is the nodal contact person to assist the Audit Committee in the secretarial aspects of the Whistle Blower Policy / Vigil Mechanism.

Administrative Information:

This policy was discussed and adopted by the Management Council on 24th March 2004 and was further discussed in the Board Meeting held on 20th April 2004. The Audit Committee on need basis to effect required amendments, if any, will review this policy once in a year.

The above policy was approved at the Audit Committee meeting held on 18th January 2006.



The above updated policy was subsequently reviewed and / or approved at the Audit Committee meeting held on 25th April 2014, 23rd April 2015, 22nd April 2016, 19th April 2017, 19th April, 2018, 22nd April 2019, 27th April, 2020, and 21st April 2021.

The decision/discretion of the Chairman of the Audit Committee in case of any dispute with reference to the above policy/policy statement(s) will be treated as final.

