**VIGIL MECHANISM (WHISTLE BLOWER POLICY)**

**GlobalLogic**

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**WHISTLE BLOWER POLICY**

**1. Preface**

1.1 GlobalLogic (Company) believes in the conduct of business by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.

1.2 The purpose of this policy is to provide a framework to promote justifiable whistle blowing. It protects directors and employees wishing to raise a concern regarding serious irregularities, misconduct and wrong doings within the Company.

1.3 Section 177 read with Rule 7 of The Companies (Meetings of Board and its Powers), 2014 provides, a mandatory requirement, for all Public companies to establish a mechanism called “Vigil Mechanism (Whistle Blower Policy)” for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.

1.4 GlobalLogic aims to develop a culture of transparency and fairness wherein each employee is encouraged to raise concern(s) regarding any improper practices and any events of misconduct/wrong doing in the Company

**2. Definitions**

2.1 “Director” means a Director on the board of the Company whether whole-time, non executive or Independent .

2.2 “Disciplinary Action” means any action that can be taken as a result of investigation proceedings such as warning, imposition of fine, suspension from official duties or any such action as is deemed appropriate considering the nature of misconduct/wrong doing and its implications on the Company.

2.3 “Employee” means every employee (on rolls ) of the Company whether working in India or outside India.

2.4 “Disclosure” means a concern made in good faith that reports or demonstrates certain information that may evidence unethical or improper activity in the Company.

2.5 “Subject” means a person or process against whom a Disclosure is made or evidence gathered during the course of an investigation.

2.6 “Whistle Blower” is someone who makes a Disclosure under this Policy.

2.7 “Whistle Officer” means an officer who is nominated/appointed to conduct detailed investigation by the Ombudsperson.

2.8 “Ombudsperson” will be the chairman of the Audit Committee for the purpose of receiving all complaints under this Policy and ensuring appropriate action.

2.9 " Compliance Officer" will be the Head of Legal of GlobalLogic entities in India based out of Noida.

**3. Policy**

3.1 This Policy is applicable to all the Employees and Directors of the Company as defined hereinafter.

3.2 The Policy has been drawn up so that the Employees can raise genuine concerns. The areas of concern covered by this Policy are summarized in paragraph 5.

**4. The Guiding Principles**

4.1 To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

4.1.1 Ensure that the Whistle Blower and/or the person reporting the

Disclosure is not victimized for doing so;

4.1.2 Ensure complete confidentiality;

4.1.3 Not attempt to conceal evidence of the Disclosure being Reported under this Policy;

4.1.4 Take disciplinary action, if any one destroys or conceals evidence of the Disclosure made/to be made;

4.1.5 Provide an opportunity of being heard to the persons involved especially to the Subject;

**5. Coverage of Policy**

5.1 The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of Power/authority
2. Breach of contract
3. Manipulation of company data/records
4. Financial irregularities, including fraud, or suspected fraud
5. Criminal offence
6. Breach of confidentiality obligations/propriety information
7. Deliberate violation of law/regulation
8. Misappropriation of company funds/assets
9. Breach of employee Code of Conduct/Ethics Policy or Rules
10. Any other unethical, biased, or imprudent event

5.2 This Policy should not be abused for raising malicious or false allegations against colleagues.

**6. Disqualifications**

6.1 While it will be ensured that genuine Disclosures under this Policy are accorded complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action.

6.2 Whistle Blowers, who make any Disclosures, which have been subsequently found to be *mala fide, frivolous or malicious* shall be liable and would be treated as appropriate under Company’s Code of Conduct.

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

**7. Manner of raising Concern(s)**

7.1 Employees can make Disclosure to Ombudsperson, as soon as possible but not later than six months after becoming aware of the same.

7.2 Whistle Blower must put his/her name to allegations. Concerns expressed anonymously will be initially investigated and if found misleading/ not found of substance will not be further investigated and will be closed.

7.3 Ombudsperson shall notify the Compliance Officer of any allegation(s)/disclosures made under this Policy by the Whistle Blower. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter worthy of being investigated under this Policy, it may be dismissed at this stage and the reasons for withdrawing from such investigation shall be documented and will be notified to the Compliance Officer.

7.4 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer nominated by the Ombudsperson for this purpose. The 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 and notified to the Compliance Officer.

7.5 Name of the Whistle Blower shall not be disclosed to the Whistle

Officer unless required for the purpose of investigation.

7.6 The Ombudsperson/Whistle Officer shall:

i) Make a detailed written record of the Disclosure under this Policy. The record will include:

a) Facts of the matter;

b) Whether the same Disclosure was raised previously by anyone, and if so, the outcome thereof;

c) Whether any Disclosure was raised previously against the same Subject;

d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.

e) Findings of Ombudsperson/Whistle Officer;

f) The recommendations of the Ombudsperson/Whistle Officer on disciplinary/other action/(s).

ii) The Whistle Officer/ shall finalise and submit the report to the Ombudsperson within 30 days of being nominated/appointed, unless more time is required under exceptional circumstances.

7.7 On submission of such report, the Whistle Officer shall discuss the matter with Ombudsperson who shall either:

i) In case the Disclosure is proved, accept the findings of the Whistle Officer and take such Disciplinary Action in consultation with the Compliance Officer as he/she may think fit and take preventive measures to avoid re- occurrence of the matter;

ii) In case the Disclosure is not proved, close the matter;

Or

ii) Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.

**8. Secrecy/Confidentiality**

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

a. maintain complete confidentiality/ secrecy of the matter

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 investigations

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

**9. Reporting**

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee, Compliance Officer and the Board.

How to raise concerns/blow whistle under this Policy: Please send a mail with detailed description of the incident/matter to the following email id:

[whistleblower@globallogic.com](file:///E:\BM-18th%20June%202015\POLICIES\Whistle%20Blower%20Policy\whistleblower@globallogic.com)