

WHISTLE BLOWER POLICY

1. Objective of this Policy:

Section 177 (9) of the Companies Act, 2013, as amended ("Companies Act"), Regulation 9A (6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended ("Insider Trading Regulations") and Regulations 4(2) (d) (iv) and 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") requires inter alia companies with listed securities to frame a vigil mechanism/ whistle-blower policy for directors, employees as well as the other stakeholders of the Company to report their genuine concerns (including the leak of Unpublished Price Sensitive Information). Accordingly, this policy has been framed and disclosed on the company's website.

Establishment of Vigil mechanism and Whistle Blower Policy:

- a. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company is establishing a vigil mechanism & whistle-blower policy to encourage its Directors, Employees as well as the other stakeholders to report genuine concerns, including (but not limited to) concerns about illegal or unethical practices or behavior, actual or suspected fraud or violation of the company's code of conduct.
- b. This vigil mechanism & whistle-blower policy ("Policy") includes serious concerns that could have great impact on the operations and performance of the business of the Company. The vigil mechanism neither releases employees from their duty of confidentiality during their work, nor is it a route for taking up a grievance about a personal situation.

1. Definitions:

"Committee" means the Audit Committee of the Board or any subcommittee as may be constituted by the Audit committee for the purposes of this Policy;

"Chief Ethics Officer" means the official designated as such by the Company and presently its Company Secretary.

"Director" means every Director of the Company past or present;

"Disciplinary Action" means any action that can be taken on the completion of / during the investigation proceedings including but not limiting 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;

"Employee" means every employee of the Company whether part-time or full-time working at any office or department of the company;

"Investigating team" shall mean one or more persons appointed by the Committee to investigate on any Protected Disclosure

"Protected Disclosure" means a written communication made by an Employee or Director or any stakeholder reporting genuine concerns in relation to the Company or its subsidiaries and includes (but is not limited to) concerns about illegal or unethical practices or behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;

“**Stakeholders**” means any other person including vendors, contractors, subcontractors, consultants, trainees, shareholders, former employees, job applicants and any other third parties.

“**Subject**” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this policy;

“**Whistle Blower**” means an Employee or Director or any stakeholder of the Company who makes a Protected Disclosure in good faith under this policy;

“ **Unpublished Price Sensitive Information (UPSI)** has the meaning ascribed to the term in the policy and procedures of the company for inquiry in case of leak of UPSI.

2. Scope and coverage of the policy:

- a) The Policy is to encourage Directors, Employees as well as the other stakeholders of the Company to report genuine concerns, including concerns about illegal or unethical practices or behavior, actual or suspected fraud or violation of the company’s code of conduct. The following are illustrative list of such concerns:
1. Breach of Business Integrity and Ethics
 2. Breach of terms and conditions of employment and rules thereof
 3. Breach of Contract
 4. Intentional Financial irregularities, including fraud, or suspected fraud
 5. Deliberate violation of laws/regulations/or any of the policies of the company
 6. Leakage of Unpublished Price Sensitive Information as provided under SEBI (Prohibition of Insider Trading) Regulations, 2015
- b) The policy will not cover the following types of complaints which if made, will not be considered as protected disclosure under this policy:
- i. Matters relating to personal grievances on issues such as appraisals, compensation, promotions, rating, behavioral issues/ concerns of the manager(s)/ supervisor(s)/ other colleague(s), complaint of sexual harassment at workplace, etc., for which alternate redressal mechanism in the Company are in place.
 - ii. Matters which are pending before court of law, tribunal, other quasi-judicial bodies or Governmental authorities.
 - iii. Matters related to customer service/grievances
 - iv. Any other complaint which may not be classified under the Whistleblower Policy.
 - v. Anonymous/ Pseudonymous complaints will not be considered as Protected Disclosures under this policy.

3. Eligibility:

This policy is applicable to Employees, Directors and Stakeholders of Computer Age Management Services Limited (referred to as “CAMS”) and its subsidiaries, associates (collectively referred to as “Company”)

All Directors Employees as well as the other stakeholders of the Company are entitled to make Protected Disclosure.

4. Reporting of a Protected Disclosure:

- a) A whistle Blower is encouraged to report any violation to the Chief Ethics Officer of the Company at Chiefethicsofficer@camsonline.com who shall report to the Audit Committee.
- b) Hard copies of the Protected Disclosure may also be sent to:
The Company Secretary & Chief Ethics Officer, Computer Age Management Services Limited, No, 158, Rayala Towers, Tower 1, 05th Floor, Anna Salai – 600002
- c) The Protected Disclosure should be factual and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the Violation.
- d) It is expected that the Whistle-blower would make the Protected Disclosure within a period of 30 days of becoming aware of the acts or omissions which form its subject matter. The Chief Ethics Officer would normally (without being bound to do so) decline to consider Protected Disclosures made beyond the aforesaid period. This is to ensure that the Policy is not used as a mechanism to resurrect old issues or harass persons over old issues.
- e) To facilitate an effective and expeditious investigation and for availing the protection under this Policy, the Whistle Blower(s) must identify themselves in the Protected Disclosure. The identity of the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- f) A Whistle Blower who provides their communication details will receive an acknowledgment of receipt of the Protected Disclosure.

5. Investigation Process :

- a) All Protected Disclosures reported under this Policy will be investigated by the Chief Ethics Officer/Company Secretary or sent for investigation to such person as may be deemed fit.
- b) Due reporting on a periodic basis of such concerns, findings and actions taken, are to be made to the Audit Committee Chair.
- c) The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure.
- d) The decision to conduct an investigation is not an accusation and is to be treated as a neutral fact-finding process.
- e) The outcome of the investigation will be communicated to the complainant by the Chief Ethics Officer.

6. Decision of the Committee after completion of the Investigation:

- a) The Chief Ethics Officer /Company Secretary after completion of the investigation either by himself or by the Investigating Team, may place the findings before the Audit committee and for recommending further steps to avoid re-occurrence, disciplinary or corrective action as it may deem fit;
- b) In case the Protected Disclosure is not proved, close the matter;

- A Whistle-blower who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject shall be subject to appropriate disciplinary action as decided by the Committee.
- Any disciplinary or corrective action initiated against the Subject or the Whistle-blower pursuant to this Policy shall adhere to the applicable HR conduct and disciplinary procedures.
- Any person not complying with the confidentiality requirements under this Policy shall be held liable for such disciplinary action as may be recommended by the Committee

7. Protection available to the whistle blower

- a) The Policy provides a secure mechanism for complainant to raise concerns with due assurance of confidentiality. Due confidentiality is maintained regarding the identity of the complainant, both during and post investigation. Such identity is not released unless required by law.
- b) Necessary and appropriate protection to the complainant raising the concern against victimisation, discrimination, disadvantage, retaliation or harassment is provided in terms of the Policy, till such time that the complainant's employment subsists with the company its subsidiaries or affiliates.
- c) Any complainant raising a concern under the Policy in good faith, believing it to be substantially true, who does not act maliciously nor makes false allegations and does so without seeking any personal or financial gain from the company, is assured of the protection. Abuse, misuse or malicious use of the Policy or making false allegations or seeking personal advantage, faces strict action.

8. Confidentiality:

- (i) The Committee, (ii) Whistle Blower, (iii) the Subject, (iv) the Investigating Team and (v) 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
 - d. not keep the papers unattended anywhere at any time
 - e. keep the electronic mails/files under password

Any person not complying with the confidentiality requirements under this Policy shall be held liable for such disciplinary action as may be recommended by the Audit Committee

9. Maintenance of records and reporting:

- a. The Chief Ethics Officer shall maintain a detailed record of the Protected Disclosures. The record will include:
 - i. Facts of the matter
 - ii. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;

- iii. Whether any Protected Disclosure was raised previously against the same Subject;
 - iv. The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
 - v. Findings of Investigation Team.
 - vi. The recommendations of the Committee including disciplinary/other action/(s).
- b. A quarterly report with number of complaints received under the policy and their outcome shall be placed before the Audit Committee of the Board

10. Amendment

The Company reserves its rights to amend or modify this policy, in whole or part, at any time without assigning any reason whatsoever. The Amendment or modification may be necessary, to maintain compliance in accordance with the state or local regulations and/ or accommodate organizational changes within the Company.
