



Persistent

Whistle Blower Policy

May 2023

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Purpose

The Company believes that its constituents (Directors, Employees, and others) should conduct their affairs in a fair and transparent manner by adopting the highest standards of professionalism, integrity, honesty, and ethics. The role of the Employee/s and other stakeholders who interact with the Company in pointing out any breach of the processes and any improper activities of the Company cannot be undermined.

The purpose of the Whistle Blower Policy is to devise a procedure by which Employee/s and other stakeholders can report allegations of known or suspected Improper Activities (as defined hereinafter) to the relevant authorities within the Company.

All Employee/s and other stakeholders of the Company are encouraged to report either orally or in writing to the Whistle Blower Administrator, evidence/s of activity by the Company, departments or Employee/s that may constitute Improper Activities affecting the business or reputation of the Company.

Guidelines

Definitions

- 1) **'Audit Committee'** means the Audit Committee of the Company constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.
- 2) **'The Company'** shall mean Persistent Systems Limited and its subsidiaries and affiliates and shall also include any new corporate form it assumes in the future.
- 3) **'Person(s)'** shall mean every employee of the Company and its subsidiaries / step-down subsidiaries / group companies (whether working in India or abroad), including the Directors on the Boards of the Company and its subsidiaries/step-down subsidiaries / group companies. Person(s) shall also include other stakeholders such as but not limited to contract employees, vendors, contractors, subcontractors, consultants, trainees, shareholders, former employees, job applicants, and any other third parties that interact with the Company.
- 4) **'Improper Activities'** include, but are not limited to:
 - a. Questionable accounting, internal accounting controls or auditing matters and any suspected violations thereof.
 - b. Disclosures in documents filed by the Company with statutory authorities and other public disclosures made by the Company that may not be complete or accurate.

- c. Actual or suspected fraudulent financial reporting.
- d. Violations of the Company's Code of Conduct for Directors and Employees or any other Code of Conduct framed by the Company, if any.
- e. Actual or suspected actions resulting in violations of laws applicable to the Company.
- f. Actual or suspected fraud against the Company's shareholders.
- g. Forgery or alteration of documents.
- h. Misappropriation or misuse of Company resources, such as funds, supplies or other assets.
- i. Pursuit of a benefit or advantage in violation of the Code of Conduct or of the Company.
- j. Authorizing or receiving compensation for goods not received or services not rendered.
- k. Authorizing or receiving compensation for hours / days not worked.
- l. Unauthorized alteration or manipulation of computer files.
- m. Disclosure of confidential information.
- n. Dissemination or actual or potential leakage of Unpublished Price Sensitive Information (UPSI) and Insider Trading.

Any other activity by an Employee that is undertaken in the performance of the Employee's official duties, whether or not that action is within the scope of his or her employment, and which is in violation or potential violation of any law or regulation, or constitutes malfeasance, bribery, fraud, misuse of Company property, or willful omission to perform his or her duties, or involves gross misconduct.

- 5\ **'Whistle Blower'** means an employee of the Company and includes Non-Employee Stakeholders who informs a manager, supervisor or the Whistle Blower Administrator of the Company about an activity which he/she believes to be fraudulent or dishonest.

Administration of the Policy

As per section 177 of the Companies Act, 2013 and regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of the Board of Directors of certain companies is entrusted with the responsibility of Vigil Mechanism, also known as Whistleblowing. Accordingly, the Company is committed to making the Company a safe workplace that facilitates reporting of actual or potential violations of Company policies, various laws and improper activities.

The Audit Committee of the Company will appoint a person as the Whistleblower Administrator for the purposes of this Policy. Whistle Blower Administrator will report directly to the Audit Committee on matters arising under this policy.

Responsibilities of Whistle Blower Administrator under this policy shall include:

- 1\ Administering, implementing and overseeing ongoing compliance under the Policy.
- 2\ Establishing, amending where necessary and administering procedures to assure that such reports of Improper Activities will be collected, reviewed promptly, treated or resolved in an appropriate manner, and retained.
- 3\ Making himself or herself available to discuss with Employee/s any complaints raised or reports filed.
- 4\ Notifying the sender and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted after the investigation.
- 5\ Establishing, amending wherever necessary and administering procedures that enable Whistleblowers to submit reports of Improper Activities and related concerns in a confidential manner.
- 6\ Ensuring that the individuals of the Company who are responsible for preparing and reviewing the Company's statutory filings and other public disclosures are made aware of reports of Improper Activities involving the Company's accounting, auditing, and internal auditing controls or disclosure practices.
- 7\ Receiving and acknowledging complaints.
- 8\ Recommend course of action to investigate and report the findings of the Whistleblower complaint to the Audit Committee.
- 9\ Quarterly reports to Audit/Ethics Committee or the relevant authority identified by the Company.
- 10\ Maintaining all relevant documents.

Disqualifications of the Whistleblower Administrator

The Whistleblower Administrator may be disqualified at the discretion of the Audit Committee for reasons included but not limited to:

- 1\ Disclosing confidential information related to the investigation.
- 2\ Abusing power of his / her position as Administrator of the Policy.

Process for Reporting for Employees and Non-employee Stakeholders

Whistleblowers are encouraged to use the guidance provided by this policy for reporting Improper Activities. Persons may report information concerning Improper Activities or any other potential or actual violations or improper activities that they may come across while dealing with or within the Company. Such reports may be submitted in a confidential manner. Such reports may be made in writing (email or letter) or orally to the Whistle Blower Authority at the below-mentioned details:

For online complaints

Email may be sent to the Whistle Blower Administrator on the following E-mail ID:
whistleblower@persistent.com

For offline complaints

Ms. Anuja Ramdasi
Head – Internal Audit Persistent Systems Limited,
Pingala, 9a, Aryabhata-Pingala, 12, Kashibai
Khilare Path, Marg, Erandwane, Pune,
Maharashtra 411004

Toll-free Whistleblower Helpline Numbers

India: 18002100165

USA: 18336058476

The Persons making the whistleblower complaint shall ensure that such reports should be factual rather than speculative and should contain specific information to allow for proper assessment of the nature, extent and fair investigation of the issues raised in the complaint.

The Whistleblowers should provide as much specific information as possible about the Improper Activities including names, dates, places and events that took place.

The Whistleblowers should refrain from:

- 1\ Obtaining evidence for which they do not have a right of access and;
- 2\ Conducting their own investigation.

The Whistleblowers who report Improper Activities must provide sufficient corroborating evidence to justify an investigation. Unspecified wrongdoing or broad allegations without verifiable evidentiary support may not lead to an investigation.

Anonymous complaints will not be entertained; however, the Whistleblower Administrator may entertain an anonymous complaint based on the materiality of the allegation made in the complaint. The Company shall ensure that the Whistleblowers' identity is kept confidential and protected.

Procedure for Investigation

The Whistleblower complaints can be submitted to the following email id: whistleblower@persistent.com and as per the details mentioned in section 2.4 above. The Whistleblower Administrator office has access to emails received to this email id. Upon receipt of whistleblower complaints, the Whistleblower Administrator's office shall ensure further investigation as per the Company's investigation framework.

Disciplinary Action

Disciplinary action will be at the discretion of the Audit Committee and will be decided on a case-to-case basis. Appropriate disciplinary action up to and including termination from the services and/or appropriate legal action will be taken against:

- 1\ Persons who act in contravention of the provisions of the policy.
- 2\ Persons who engage in concealment/destruction of evidence.
- 3\ Persons making repeated frivolous complaints.
- 4\ Persons engaged in repeated offenses based on the seriousness of the issue.
- 5\ Breach of confidentiality.

Decision

If the Whistle Blower Administrator concludes after an investigation that an Improper Activity has been committed, the Audit Committee shall direct the management of the Company to take such disciplinary or corrective action/s as the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against any person shall adhere to the applicable personnel or staff conduct and disciplinary procedures of the Company.

Retention of Documents

All protected disclosures in writing or documents along with the results of investigation relating thereto shall be retained by the Company for a minimum period of 8 (eight) years.

Protection to Whistleblowers

- 1) Any Whistleblower reporting Improper Activities will be protected against threats of retaliation, discharge, or other types of discrimination including compensation or terms and conditions of employment that are directly related to the disclosure of the report. In addition, no Whistleblower may be adversely affected because the Whistleblower refused to carry out a directive that, in fact, constitutes corporate fraud or is a violation of the law.
- 2) Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

However, Employee/s or whistleblowers who file reports of Improper Activities or provide evidence that they know to be false or without a reasonable belief in the truth and accuracy of such information will not be protected by the above policy statement and may be subject to disciplinary action and legal claims.

Amendments

The Whistle Blower Policy is subject to modification/amendment from time to time. Any amendment to the provision(s) of the Whistle Blower Policy must be approved by the Board of Directors and communicated to the Employees.

About Persistent

With over 22,750 employees located in 21 countries, Persistent Systems (BSE & NSE: PERSISTENT) is a global services and solutions company delivering Digital Engineering and Enterprise Modernization. We work with the industry leaders including 14 of the 30 most innovative companies as identified by BCG, 8 of the top 10 largest banks in the US and India, and numerous innovators across the healthcare and software ecosystems. As a participant of the United Nations Global Compact, Persistent is committed to aligning strategies and operations with universal principles on human rights, labour, environment, and anti-corruption, as well as take actions that advance societal goals.

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