

WHISTLEBLOWER POLICY

1. INTRODUCTION

- 1.1 Mindtree Minds are guided by Mindtree's value systems i.e. collaborative spirit, unrelenting dedication and expert thinking. These values are the very fabric of Mindtree Limited (“**Mindtree**” or the “**Company**”) and its subsidiary companies and have been integrated into every system and process of Mindtree. Mindtree Minds are expected to conduct themselves with the highest standard of Integrity at all times.
- 1.2 Mindtree has adopted the Code of Conduct and Integrity Policy (“**Integrity Code**”) that lays down principles and standards that govern every business action of a Mindtree Mind. As an organization, Mindtree treats integrity as paramount to Mindtree’s operations and therefore firmly believes that there are no shades of grey in matters concerning integrity. Any potential violation of the Integrity Code, however insignificant, is a cause for extreme concern and violations of Integrity Code is addressed with zero tolerance. Every Mindtree Mind is expected to comply with the Integrity Code and also promptly point out any actual or suspected violation of the Integrity Code.
- 1.3 Mindtree has adopted the Code of Conduct for Prevention of Insider Trading in the Securities of Mindtree Limited (“**PIT Code**”) and Code of Fair Practices & Disclosure (“**Fair Disclosure Code**”) in compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (“**PIT Regulations**”). The Fair Disclosure Code and the PIT Code have been adopted, inter alia, to regulate the fair disclosure of unpublished price sensitive information and to regulate, monitor and report trading by Mindtree Minds in Securities of Mindtree respectively.
- 1.4 Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulations 4 and 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) and Regulation 9A(6) of PIT Regulations, requires every listed company to establish a vigil mechanism for its stakeholders, including individual employees, their representative bodies and the directors to report genuine concerns, and to freely communicate

their concerns about illegal or unethical practices.

- 1.5 Therefore, the Board of Directors of Mindtree has framed a robust vigil mechanism/ Whistleblower Policy to provide a platform for Whistleblowers to raise concerns or complaints to the management of Mindtree of any incident or violation, in relation to actual or suspected violations of applicable laws and regulations including Mindtree’s Integrity Code, PIT Code, Fair Disclosure Code, and other policies and codes.

2. POLICY OBJECTIVE

- 2.1 Mindtree is committed to complying with the highest standards of ethical, moral, professional and legal conduct in Mindtree’s business operations. To maintain these standards, this Whistleblower Policy provides a platform that encourages Whistleblowers, having complaints of actual or suspected incidents of unethical practices, violation of applicable laws and regulations including the Integrity Code, PIT Code and Fair Disclosure Code, to promptly come forward and express the same without any fear of retaliation.
- 2.2 The Whistleblower Policy aims to provide the appropriate platform and protection for Whistleblowers to make Protected Disclosures of any actual or suspected incidents of unethical practices, violation of applicable laws and regulations including the Integrity Code, PIT Code, Fair Disclosure Code. Mindtree will investigate such complaints speedily, confidentially and in an impartial manner, and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always maintained. The Whistleblower Policy empowers the **“Ethics and Compliance Committee”** and the **“Prevention of Insider Trading Committee”** to investigate or direct an investigation into complaints and concerns raised by a Whistleblower.
- 2.3 The Whistleblower Policy does not release a Mindtree Mind from his/her duty of confidentiality in the course of his/her work nor can the Whistleblower Policy be used as a route for raising malicious or unfounded allegations against a Respondent.

3. DEFINITIONS

- 3.1 **“Audit Committee”** is the audit committee constituted by the Board of Directors of Mindtree in accordance with section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of LODR Regulations.
- 3.2 **"Chief Ombudsman"** is a person holding senior position in the company as appointed by Chief Executive Officer & Managing Director (CEO & MD) and can be reached at chiefombudsman@mindtree.com
- 3.3 **"Ethics and Compliance Committee (“ECC”)** of Mindtree is a management committee which shall be represented by a minimum of three members during the proceedings and investigation of the Protected Disclosure. The current members of the Ethics and Compliance Committee are detailed in PeopleHub
<https://peoplehub.mindtree.com/sites/Policies/WandE/Pages/Committee-Members.aspx>
The tenure of Ethics and Compliance Committee members shall be for a period of 3 years from the date of appointment.
- 3.4 **“Mindtree Mind”** is every employee who is on the core rolls or on contract rolls, permanent or temporary employee, trainee, apprentice, consultant, officer, volunteer, manager and Director of Mindtree, or its subsidiary companies.
- 3.5 **"People Hub"** is the Intranet of Mindtree where Protected Disclosure can be made.
- 3.6 **"Prevention of Sexual Harassment Committee”** also known as “Internal Committee (“IC”)" is the committee constituted to investigate complaints relating to sexual harassment at workplace in terms of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder ("**POSH Laws**").
- 3.7 **“Prevention of Insider Trading Committee” or “PIT Committee”** is the Committee constituted to investigate complaints relating to the violation of the PIT Regulations, the PIT Code and the Fair Disclosure Code.
- 3.8 **"Protected Disclosure"** is a written complaint made by a Whistleblower which discloses or demonstrates information that may evidence an unethical, improper or illegal activity of a Respondent with respect to violations listed in Clause 5.2. The Protected Disclosure should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the complaint.

- 3.9 "**Respondent**" includes a person/entity against whom a complaint is made by a Whistleblower under the Whistleblower Policy
- 3.10 "**Sexual Harassment**" would mean any action as defined under Mindtree's Policy on Prevention of Sexual Harassment.
- 3.11 "**Whistleblower**" is a Mindtree Mind or a Director, former employee, job applicant, prospective employee, shareholder, any employee of a vendor, service provider, consultant, subcontractor, or client who has made a Protected Disclosure.
- 3.12 All terms used in the Whistleblower Policy, but not defined above shall have the meanings ascribed to them in the Companies Act, 2013, Securities and Exchange Board of India Act, 1992, PIT Regulations or LODR Regulations or any other applicable law, as the case may be.

4. INTERPRETATION

In the Whistleblower Policy, unless the context otherwise requires:

- 4.1 headings and underlining are for convenience only and shall not affect the interpretation or construction of the Whistleblower Policy or any provisions contained herein.
- 4.2 words importing the singular shall include the plural and *vice versa*; and words importing either gender shall include the other.

5. SCOPE

5.1 Eligibility

Every Whistleblower is eligible to make Protected Disclosure under the Whistleblower Policy in relation to matters concerning Mindtree and its subsidiary companies.

5.2 In scope cases:

The Whistleblower Policy *inter alia* covers the following illustrative incidents or situations by or involving Mindtree Mind(s):

- An incident of intentional non-compliance with applicable laws/regulations or a criminal offence;
- abuse of authority or a violation of corporate governance;
- an environment, health or safety risk or damage to others at Mindtree or general public;

- a misrepresentation of Mindtree's accounting records, financial statements or reports, or breach of fiduciary responsibility;
- pilferage or theft of proprietary or confidential information of Mindtree or its customers such as a leak of confidential information on any social media (LinkedIn, Twitter, Facebook or any other platform);
- conflict of interest;
- misuse or breach of intellectual property rights of Mindtree, of its customer or of third party entities;
- a breach of a policy/code of Mindtree including the Code of Conduct, the PIT Code, the Fair Disclosure Code, the Integrity Code and the Anti-Bribery and Anti-Corruption Policy;
- any kind of communication allowing access to or procurement of unpublished price sensitive information as referred under Regulation 3 of the PIT Regulations and any other act which may amount to misuse of unpublished price sensitive information or is prohibited under the PIT Regulations;
- Use of child labor, forced, bonded or indentured labor or involuntary prison labor, slavery, human trafficking; and
- any act of abuse, bias, corruption, discrimination, duress, financial irregularities, gross wastage/embezzlement of the funds, exploitation, favor, fraud, workplace harassment (including physical or psychological harassment or bullying), imprudence, causing embarrassment and/or reputational issues internally or externally, malpractice, neglect, unethical, waste and wrongdoing.

5.3 *Out of scope cases:*

The Whistleblower Policy does not cover the following illustrative incidents or situations:

- Complaints of sexual harassment against any Mindtree Mind; such complaints shall be handled by the Internal Committee in compliance with Mindtree's Prevention of Sexual Harassment Policy and applicable law; and
- complaints that purely relate to a Mindtree Mind's performance, appraisal rating, pay increase or a general personnel or administration issue that are not the consequences of any act or practice covered under Clause 5.2. The People Function of Mindtree will handle such complaints.

5.4 Appointment of Committee Members:

The formation of new committees and changes to the existing PIT committee including the appointment of Chief Ombudsman will be approved by the CEO & MD of Mindtree.

Any changes to the existing ECC shall be approved by the Chief People Officer in consultation with the General Counsel.

6. ROLE OF A WHISTLEBLOWER

6.1 The Whistleblower's role is that of a reporting party with reliable information. The Whistleblower is not required or expected to act as an investigator or finder of facts, nor would he/she determine the appropriate corrective or remedial action that may be warranted in a given case. A Whistleblower should not act on his/her own in conducting any investigative activities nor does he/she have a right to participate in any investigation undertaken by Mindtree.

6.2 While the Whistleblower Policy is intended to provide protection to a Whistleblower who makes a Protected Disclosure, it is important to note that in case of any repeated frivolous disclosures or in the case of a false or bogus disclosure made with *mala fide* intent, the Whistleblower would be subject to appropriate disciplinary action. Therefore, protection under the Whistleblower Policy shall not mean protection from disciplinary action arising out of false, frivolous or bogus allegations made by a Whistleblower. Further, the Whistleblower shall indemnify Mindtree, including its Directors or Mindtree Minds against any issues, claims, allegations, charges, expenses of any kind made either by the Respondent, or any third party at any time arising out of or related to the Whistleblower's frivolous or false disclosure.

7. PROCEDURE RELATING TO ECC COMPLAINTS

The Whistleblower Policy outlines the procedure for raising a complaint and for addressing the complaint.

7.1 A Whistleblower intending to make a Protected Disclosure against a Respondent must post the same in the Whistleblower section on People Hub (Available at <https://peoplehubcontent.mindtree.com/sites/WhistleBlower/SitePages/Home.aspx>). The Whistleblower may also lodge his/her complaint by email to whistleblower@mindtree.com or

by courier addressed to Mindtree Limited, Ethics and Compliance Committee, Global Village, RVCE Post, Mysore Road, Bengaluru - 560 059, India. The submission of the Protected Disclosure shall be acknowledged within seven (7) days of receipt thereof, and the Ethics and Compliance Committee will promptly act on the Protected Disclosure.

- 7.2 The Whistleblower is expected to make a Protected Disclosure that is factual and not speculative and is not in the nature of a mere conjecture, surmise or rumor. It must be made in good faith for the purpose of seeking redressal and should contain as much specific information as is known to the Whistleblower at that point of time. The disclosure must provide as much detail as possible to facilitate expeditious investigation, which will be based on the credibility and veracity of the complaint.

Whilst the Whistleblower may choose to withhold his/her name, it should be noted that it may slow down the investigation process.

- 7.3 The Ethics and Compliance Committee shall, after verifying the credibility and veracity of the complaint, conduct a formal investigation based on the information provided in the Protected Disclosure. The Respondent and the witnesses identified by the Ethics and Compliance Committee have the responsibility to cooperate with the Ethics and Compliance Committee on the investigation by reporting all pertinent facts and concealing none. During the course of investigation, Ethics and Compliance Committee will give the Respondent a fair opportunity of being heard in respect of the Protected Disclosure.
- 7.4 Ethics and Compliance Committee may, at its sole discretion, involve other investigators such as personnel from the human resources, finance and accounts, administration, internal audit, Chief Information Officer, Legal or any other department of Mindtree that possesses specialized skills necessary for the purpose of investigation. Every department has a duty to support the Ethics and Compliance Committee. In certain critical situations, the Ethics and Compliance Committee may hire the services of an external organization including a lawyer, law firm, chartered accountancy firm and electronic discovery services.
- 7.5 The Ethics and Compliance Committee will not take any statement from a Respondent or a witness under duress or coercion.
- 7.6 Where the Ethics and Compliance Committee decides to conduct interviews, it shall not voice or video-record the interview without the prior written consent of the person being interviewed

provided the same is permitted under the law. The person being interviewed cannot, in any circumstance, record the interview.

- 7.7 The Respondent, Whistleblower or a witness who is being interviewed cannot involve the services of an advocate or a third party in the investigation process or be present in the interview room.
- 7.8 The Ethics and Compliance Committee is vested with the responsibility of conducting a fair and impartial investigation into a Protected Disclosure. If at the conclusion of its investigation, Ethics and Compliance Committee determines that a violation has occurred, Ethics and Compliance Committee shall take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the Respondent, including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Mindtree's internal policies/codes including, the Integrity Code, PIT Code and Fair Disclosure Code.
- 7.9 The identity of Respondent, Whistleblower and the witnesses (if any), will be kept confidential to the extent possible given the legitimate needs of law and the requirements of the investigation.
- 7.10 The Ethics and Compliance Committee shall make a detailed written record of the Protected Disclosure. The record shall contain the following particulars:
- Facts pertaining to the concern or complaint;
 - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - Whether any Protected Disclosure was raised by the Whistleblower previously against the same Respondent or any other, and if so, the outcome thereof;
 - The financial/other loss which has been incurred/would have been or likely to be incurred by Mindtree;
 - Findings of the Ethics and Compliance Committee; and the recommendations of the Ethics and Compliance Committee on disciplinary/other actions including a recommendation of a correction of process or amendment of a policy/code.
- 7.11 The Ethics and Compliance Committee shall complete its investigation within ninety (90) working days from the date of receipt of the Protected Disclosure. Where required under

applicable law, the Whistleblower shall be informed of the broad outcome of the inquiry within the period specified under such law. The Ethics and Compliance Committee will on a quarterly basis report a summary of all Protected Disclosures to the Chief Ombudsman before submitting the final report to the Audit Committee in accordance with Clause 7.30.

- 7.12 The Chief Ombudsman who should not be aware of the Protected Disclosure discussed at the Ethics and Compliance Committee level, shall review the report within three (3) business days with all due care, impartiality and applying the most robust principles of fairness and justice and always keeping in mind the basics of presumption of innocence. The Chief Ombudsman shall revert to the Ethics and Compliance Committee within these three (3) business days by giving written non-binding opinion concerning the Protected Disclosure and the report to be submitted to the Audit Committee.
- 7.13 A Respondent is deemed innocent until the outcome of the investigation is concluded by the Ethics and Compliance Committee, or as the case may be, by the Audit Committee, against such Respondent.
- 7.14 In case a Protected Disclosure is not proved or is unsubstantiated, the Ethics and Compliance Committee will close the matter with appropriate noting in its records.
- 7.15 Depending on the seriousness of the Protected Disclosure, the Ethics and Compliance Committee may refer the matter to the Chief Ombudsman with recommended disciplinary action and preventive measures, if any.
- 7.16 The Chief Ombudsman may, if he/she thinks fit, further refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is even more serious, it can further place the matter before the Board of Directors of Mindtree with its recommendations. The Board may decide the matter as it deems fit.
- 7.17 Respondent may be informed of the outcome of the investigation. Any public disclosure of the investigation results can be done only after determination by the Ethics and Compliance Committee. The Whistleblower may be informed of the broad outcome but in no circumstance will the Ethics and Compliance Committee be bound to share with the Whistleblower the full report relating to a Protected Disclosure. Also, the Ethics and Compliance Committee is not bound to accept the recommendations made by the Whistleblower, if any, of action against the Respondent.

- 7.18 In exceptional cases, where the Whistleblower is not satisfied with the outcome of the investigation and the decision, he or she may make a direct appeal to Chief Ombudsman.
- 7.19 The Whistleblower, the Respondent and the members of the investigation team, Ethics and Compliance Committee and the Chief Ombudsman have a duty to maintain confidentiality and must not share the Protected Disclosure and details of the investigation and its results to any person inside or outside of Mindtree, unless required under Applicable laws.
- 7.20 Except for the Chief Ombudsman, no person is authorized to go to the media or any other external body in respect of a Protected Disclosure. The Chief Ombudsman may do so in consultation with the management of Mindtree.
- 7.21 Mindtree's culture conforms to a non-vindictive environment. Mindtree ensures every Whistleblower that he/she would not be jeopardized, terminated or retaliated against for reporting any Protected Disclosure under the Whistleblower Policy unless it appears to the reasonable opinion of the Ethics and Compliance Committee that the complaint is materially and unambiguously abusive and/or malicious or false. Retaliation could be constructive discharge or dismissal from services, demotion, denying or delaying progression or salary increase.
- 7.22 Subsequent to the reporting of a Protected Disclosure and appeal as referred to under Clause 7.18, if any Whistleblower perceives that his/her complaint or concern has not been addressed appropriately or is being subject to any victimization by virtue of his/her disclosure, he/she can bring the same to the notice of CEO & MD of Mindtree for investigation and appropriate remedial action.
- 7.23 If a Respondent to the Protected Disclosure is a member of any investigative body engaged in the process of investigating and addressing complaints under this Clause 7, including and not limited to being a member of the Ethics and Compliance Committee, the Audit Committee or holding the designation of the Chief Ombudsman, he/she must recuse himself/herself from the entire investigation process to allow a fair and impartial investigation into a Protected Disclosure. If the Respondent to the Protected Disclosure is a member of the Board of Directors of Mindtree or its subsidiary companies, the Chief Ombudsman will investigate the matter and place a report before the Audit Committee for determination of the appropriate course of action in the matter.

- 7.24 If the Respondent is a member of Audit Committee, that member of Audit Committee shall not be part of any investigative body including and not limited to being a member of the Ethics and Compliance Committee, hearing the matter. In case of doubt in such cases, the Vice-Chairperson of the Board of Directors shall be responsible for determining whether a member of Audit Committee must recuse himself from acting in relation to the Protected disclosure.
- 7.25 The Whistleblower Policy is applicable to all Mindtree Minds, Mindtree and all its subsidiary companies. The Ethics and Compliance Committee shall be guided by the Legal department of Mindtree for ensuring that investigations into Protected Disclosure in geographies other than India are compliant with the appropriate country laws.
- 7.26 Where a Protected Disclosure is determined to be a complaint in the nature of sexual harassment against a Mindtree Mind (or any other person in connection with Mindtree's workplace), the Ethics and Compliance Committee will promptly forward the same to the Internal Committee for appropriate action.
- 7.27 Where a Protected Disclosure is determined to be a complaint in relation to violation of the PIT Regulations, the PIT Code or the Fair Disclosure Code, the Ethics and Compliance Committee will promptly forward the same to the PIT Committee for appropriate action in compliance with the PIT Regulations.
- 7.28 In the event a Protected Disclosure by a Whistleblower relates purely to his/her performance issue, appraisal rating, pay increase or a general personnel or administration issue which is considered by the Ethics and Compliance Committee further to investigation as not being the result of any action, behavior or pressure from any case set out under Clause 5.2, the Ethics and Compliance Committee may defer the disclosure to the People Function or administration department for resolution.
- 7.29 In the event a Protected Disclosure is required to be reported to a law enforcement agency such as police, Mindtree may provide necessary support and assistance to the Whistleblower and other witnesses including for giving evidence in a criminal proceedings.
- 7.30 The Ethics and Compliance Committee will prepare quarterly report giving statistical details of Protected Disclosures received under the Whistleblower Policy, outcome of their investigation, matters pending for more than ninety (90) days and a summary of key disclosures. This shall be placed before the Audit Committee. The Ethics and Compliance Committee will ensure

implementation of recommendations, if any, made by the Audit Committee. The Ethics and Compliance Committee shall report to the Audit Committee the measures taken to implement recommendations, if any, made by the Audit Committee on the quarterly reports submitted by the Ethics and Compliance Committee. All Protected Disclosures along with the results of investigation relating thereto, shall be retained by Mindtree for a period of 5 (five) years or such other period as specified by any other law in force, whichever is longer.

7.31 The Whistleblower may, as permitted by applicable law, submit complaints to competent authorities outside Mindtree. The list of such competent authorities and relevant procedures may be found [here](#).

8. PROCEDURE RELATING TO PIT COMMITTEE COMPLAINTS

Procedure for dealing with Complaints raised with respect to violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), the Code of Conduct for Prevention of Insider Trading in the Securities of Mindtree Limited (“PIT Code”) and Code of Fair Practices & Disclosure (“Fair Disclosure Code”) by a Whistleblower

Prevention of Insider Trading Committee (“PIT Committee”): Mindtree Limited (“Mindtree”) has constituted a PIT Committee to investigate complaints relating to the violation of the PIT Regulations, the PIT Code and the Fair Disclosure Code by a Whistleblower or as assigned/decided by the Compliance Officer under the PIT Code. All other provisions of this Policy unless specifically mentioned below shall mutatis mutandis apply to complaints under this section, as may be applicable.

PIT Committee will comprise of members as published on Peoplehub <https://peoplehub.mindtree.com/sites/Policies/WandE/Pages/Committee-Members.aspx?NewLocation=India>

Policies and procedures for raising and addressing the complaint relating to the above paragraph

8.1 A Whistleblower intending to make a Protected Disclosure against a Respondent must post the same in the Whistleblower section on People Hub (Available at

<https://peoplehubcontent.mindtree.com/sites/WhistleBlower/SitePages/Home.aspx>). The Whistleblower may also lodge his/her complaint by email to whistleblower@mindtree.com or by courier addressed to Mindtree Limited, Prevention of Insider Trading Committee, Global Village, RVCE Post, Mysore Road, Bengaluru - 560 059, India. On submission of the Protected Disclosure, the PIT Committee will act on the Protected Disclosure.

8.2 The PIT Committee shall, where it deems necessary, conduct a formal investigation based on the information provided in the Protected Disclosure. The Respondent and the witnesses identified by the PIT Committee have the responsibility to cooperate with the PIT Committee in the investigation by reporting all pertinent facts and concealing none. During the course of the investigation, the PIT Committee will always give the Respondent a fair opportunity of being heard in respect of the Protected Disclosure. PIT Committee will ensure Whistleblower of confidentiality and protection from retaliation.

8.3 The PIT Committee may, at its sole discretion, involve other investigators such as personnel from the People Function, finance and accounts, administration, internal audit, chief information officer, legal or any other department of Mindtree that possesses specialized skills necessary for the purpose of investigation. Every department has a duty to support the PIT Committee. In certain critical situations the PIT Committee may hire the services of an external organization including a lawyer, law firm, chartered accountants firm and electronic discovery services.

8.4 The PIT Committee will not take any statement from a Respondent or a witness under duress or coercion.

8.5 Where the PIT Committee decides to conduct interviews, it shall not voice or video-record the interview without the prior written consent of the person being interviewed provided the same is permitted under the law. The person being interviewed cannot, in any circumstance, record the interview.

8.6 The Respondent, Whistleblower or a witness who is being interviewed cannot involve the services of an advocate or a third party in the investigation process or be present in the interview room.

8.7 The PIT Committee is vested with the responsibility of conducting a fair and impartial investigation into a Protected Disclosure. If at the conclusion of its investigation, PIT Committee determines that a violation has occurred, PIT Committee shall take effective remedial action commensurate with the nature of the offense. This action may include levying penalty or taking disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Mindtree's internal policies.

8.8 If the Respondent to the Protected Disclosure is a member of the PIT Committee, the Respondent shall not be a part of the PIT Committee hearing the matter raised in the Protected Disclosure and must recuse himself from acting in relation to the Protected Disclosure.

8.9 The identity of Respondent, Whistleblower and the witnesses, if any, will be kept confidential to the extent possible given the legitimate needs of law and the requirements of the investigation.

8.10 The PIT Committee shall make a detailed written record of the Protected Disclosure ("**Report**"). The Report shall contain the following particulars:

- Facts pertaining to the concern or complaint;
- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- Whether any Protected Disclosure was raised by the Whistleblower previously against the same Respondent or any other, and if so, the outcome thereof;
- The financial/other loss which has been incurred/would have been incurred or likely to be incurred by Mindtree;
- Findings of the PIT Committee; and
- The recommendations of the PIT Committee on the levy of penalty or other disciplinary/other actions including a recommendation of a correction of process or amendment of a policy/code.

8.11 The PIT Committee shall complete its investigation within forty-five (45) working days from the date of receiving the Protected Disclosure. PIT Committee will provide a summary report of the



investigations conducted based on Protected Disclosure and actions taken against Respondents if any, to the Audit Committee on a quarterly basis. If the Respondent to the Protected Disclosure is a member of the board of directors of Mindtree or its subsidiary companies, the PIT Committee will investigate the matter and place a Report before the Audit Committee for determination of the appropriate course of action in the matter.

9. If a Whistleblower has any serious concerns about lodging a complaint as per the procedure outlined in Clause 7 and 8, the Whistleblower may lodge his/her complaint with the Chairman of The Audit Committee of the Board of Mindtree by email to Audit.Committee@mindtree.com.

10. AMENDMENT

Mindtree's Legal and Compliance function reserves its right to amend or modify this Whistleblower Policy in whole or in part, at any time without assigning any reason whatsoever. Modifications may be necessary *inter alia* to comply with local laws and regulations.

In case of any Questions or clarifications concerning this policy please send email to Vigil.Mechanism@Mindtree.com.

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