

# Global Whistle-Blowing Policy



#### ABOUT THIS DOCUMENT

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#### HISTORY

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V1.1	12-Jan-11	HR	Approved by (VP-HR)
V1.2	June-13	HR	Approved by Sekharan Y Menon (CPAO)
V 1.3	Sept-14	HR	Approved by Sekharan Menon (CPAO) (Update as per the New Companies Act 2013)
V 1.4	Feb-15	HR	As per the instructions by Chairman of the committee, TAT has been revised
V 1.5	Feb-16	Secretarial	Change of Preface as per the Board Resolution passed on 10 <sup>th</sup> Feb'16 to replace Listing Agreement Clause 49 with Regulation 22 of SEBI (LODR) 2015
V1.6	March-19	Secretarial	Reporting the instances of leakage of unpublished price sensitive information

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## 1. PREFACE

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in all cases.

Regulation 22 of the SEBI (LODR) Regulations, 2015 provides inter alia for all listed entity to establish a vigil mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

Under these circumstances, Subex Limited, being a Listed Company has established a Whistle Blower Policy

### 1.1. POLICY OBJECTIVES:

Subex is committed to the highest standards of openness, probity and accountability. Subex aims to promote a culture in which a Subexian feels they can raise genuine concerns without fear of subsequent victimization, discrimination or disadvantage. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Whistle Blower/ Vigil Mechanism provides a channel to the employees and Directors to report to the Audit Committee concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

### 1.2. PROTECTION:

This policy sets out how Subexians can be protected when raising concerns within Subex and at senior level, and is designed to ensure:

- Prompt investigation of impropriety
- Protection from victimization for those raising genuine concerns.

### 1.3. SCOPE OF THE POLICY:

The policy applies to all Subexians and to those who provide services to Subex including contractors and consultants working under a contract for service across all regions. This policy also applies to all the Directors of Subex Limited and its subsidiaries whether in India or outside.

The scope of this Policy includes events such as malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, instances of leak of Unpublished Price Sensitive Information (UPSI) and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. [UPSI shall have the same meaning as assigned to it under Clause 2 (n) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.]

### 1.4. COMMUNICATION CHANNELS:

The whistle-blowing policy is not intended to replace the normal work communication channels for routine issues which may arise from a day to day business.

## 2. PROTECTED DISCLOSURES

### 2.1. DEFINITION OF PROTECTED DISCLOSURE:

A disclosure will normally qualify for protection from disciplinary action if it relates to one or more of the following:

- Financial malpractice, impropriety or fraud
- Instances of leak of Unpublished Price Sensitive Information (UPSI)
- Failure to comply with a legal obligation
- Serious failure to comply with Subex standing orders or policies
- Violation of the company's code of conduct
- Endangering health and safety of Subexians or damage to the environment
- Criminal activity
- Professional malpractice
- Miscarriage of justice
- Improper conduct or unethical behavior
- Serious conflict of interest without disclosure
- Sexual or any other kind of harassment
- Other matters or activity on account of which the interest of the Company is affected
- Attempts to conceal any of the above.

### 2.2. ASSURANCE OF PROTECTION:

Protection is assured, provided that:

- The disclosure is made in good faith and in the reasonable belief of the person making the disclosure that the information made available tends to show malpractice

- The disclosure is made to the Chairman of the Audit Committee.

### 2.3. ANONYMOUS ALLEGATIONS:

This policy encourages individuals to put their name to any disclosures they make. However anonymous allegations will also be accepted. Such allegations may be emailed from <Senders' official / personal email id > to [whistleblower@subex.com](mailto:whistleblower@subex.com)

### 2.4. UNTRUE ALLEGATIONS:

No action will be taken against a whistle blower who raises a concern in good faith, if it is found to be unjustified after investigation. In making a disclosure the individual should take care to ensure the accuracy of the information.

Concerns which are found to have been raised frivolously, mischievously or maliciously or for personal gain may result in suitable action being taken by the Audit Committee.

### 2.5. CONFIDENTIALITY:

Subex will treat all disclosures in a confidential and sensitive manner. The identity of the individual may be kept confidential provided this does not hinder any investigation. However, there will be occasions where the identity of the individual needs to be revealed. For example where the individual is required to give a witness statement or give evidence at a formal hearing, where allegations of misconduct or criminal activity are involved.

## 3. MAKING A DISCLOSURE

Complaints should:

- Be sent to [whistleblower@subex.com](mailto:whistleblower@subex.com)
- Include the background
- Include the nature of the malpractice that is alleged (Clause 2.1)
- Include relevant dates where possible
- Include the reason for the concern
- Include the names of individuals against whom the allegations are made
- Where possible, some sort of evidence

### 3.1. PROOF OF MALPRACTICE:

While raising a concern an individual will not be expected to provide irrefutable proof beyond reasonable doubt of an allegation, but he/she will need to be able to demonstrate that there are reasonable grounds for the concerns. Where possible notes should be kept of what the individual has seen, heard or felt. Notes should be dated, and copies of all relevant information kept.

### 3.2. SUPPORT AND ADVICE:

The Subexian may reach out to a colleague or the Regional HR Head for support or advice.

- A Subexian may wish to discuss the concern with a colleague first and may find it easier to raise the matter if there are other colleagues who share the same concerns

A work colleague may accompany the Subexian at any meetings or interviews in connection with the concerns raised.

### 4. HANDLING A DISCLOSURE

#### 4.1. ACKNOWLEDGEMENT:

The Chairman of the Audit Committee to whom the disclosure or complaint is reported must acknowledge receipt and confirm the details of the concern.

### 5. TAT (TURN AROUND TIME)

Action	TAT	Responsibility
Written acknowledgement of Complaint	Within 15 days	Chairman of the Audit Committee
Report of findings/ communicate outcome to complainant	Within 60 days of receipt of complaint	Chairman of the Audit Committee

### 6. DEALING WITH THE OUTCOME OF AN INVESTIGATION

#### 6.1. MISCONDUCT:

Where the investigation concludes that there is a case of misconduct to answer against a Subexian, the Audit Committee will take such actions as it may deem fit.

#### 6.2. GROUNDLESS CASE:

If it is decided that the concern was groundless the Audit Committee will explain this to the person who raised the complaint in any manner as it may deem fit.

### 7. PERIODIC REPORT TO THE AUDIT COMMITTEE

Every financial quarter a report will be placed before the Audit Committee which will include the following matters:

- Number of complaints received and particulars of the same
- Status of the investigation procedures

- Action taken after completion of the investigation procedures
- Such other matters as may be necessary

#### 8. POWERS OF THE AUDIT COMMITTEE

The Audit Committee is empowered to take all appropriate actions in dealing with any complaint that has been raised under this Policy. Further in case of any complexity with regard to the terms of this Policy the Audit Committee may interpret such term in any manner keeping in view the spirit of this Policy.

If any of the members of the committee have a conflict of interest in a given case, they should vacate from the proceedings and the others on the Committee would deal with the matter on hand.

#### 9. CHECKLIST OF DO'S AND DON'TS

##### 9.1. DO'S:

- Make an immediate note of your concerns. (noting any documentary evidence which may exist)
- Think about the risks and outcomes before you act
- Follow the guidance provided and contact the appropriate officer
- Deal with the matter promptly if you feel your concerns are warranted

##### 9.2. DON'TS:

- Do nothing
- Be afraid to raise your concerns
- Approach or accuse any individuals directly
- Try to investigate the matter yourself
- Use the whistle-blowing procedure to pursue a personal grievance

#### 10. CONTACT DETAILS

Chairman of the Audit Committee	Name	Email ID
	Anil Singhvi	<a href="mailto:whistleblower@subex.com">whistleblower@subex.com</a>

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