

Whistle Blower Policy

Version 2.0

Document Control

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Change Control

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Note: This policy version supersedes any other policy communication with regards to Whistle Blower policy

Table of Contents

1. Policy Statement	4
1.1 Objective	4
1.2. Scope	4
1.3. Responsibility	4
1.4. Definitions	4
2. Procudure	5
3. Guidelines and Examples of “Whistle Blowing”	6

1. Policy Statement

STT GDC India is committed to the principles of lawful and ethical business conduct. For sake of brevity, STT Global Data Centres India Private Limited may also be referred to as “STT” / “Company”. The Company expects all employees to act lawfully and ethically in all Company related matters throughout the tenure of their association in whatever capacity they may be.

Employees are expected to uphold the Company’s core values and its code of conduct demonstrating integrity and professionalism in their conduct of the Company’s business and representations, if any.

Employees are encouraged to seek guidance, raise concerns or report violations of ethics and compliance matters using the resources provided by the Company.

The Company prohibits any sort retaliation against any employee(s) who in good faith, voluntarily seeks guidance, raises any concern or reports any violation of ethics and compliance matters.

1.1 Objective

This policy reaffirms the Company’s commitment to highest standards of corporate governance and business ethics. It serves as a guide for employees to ask any questions, raise any concerns or report any violations in good faith and in a responsible manner.

1.2 Scope

The policy applies to all employees in the Company seeking guidance and reporting concerns or violations and is not intended to address employees’ complaints or personal grievances. For grievances concerning work related matters, please refer to STT GDC India Code of Conduct under Human Resources policies.

1.3 Responsibility

All employees are responsible to understand and comply with this policy. Employees must act in good faith in reporting any concerns or violations (i.e. “whistle blowing”) using the resources provided by the Company. Ethics Committee (or in certain cases, the Audit & Risk Management Committee) is responsible for implementation of this policy. Ethics Committee shall report directly to the Audit & Risk Management Committee.

1.4 Definitions

“Ethics Committee” shall mean a committee comprising of the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Head of Human Resource (or their respective equivalents). The CEO (or his equivalent) will be appointed as the chairman of the Ethics Committee.

2. Procedures

- 2.1. Employees who have raised any concerns or violations in good faith and reasonably believing them to be true, will be protected from retaliation. As part of conducting business with integrity and protecting Company assets, every employee is encouraged to speak up about genuine concerns in relation to criminal activity, bribery, breach of a legal obligation, violations (including negligence, breach of contract, breach of security, breach of administrative law and / or abuse of his position), miscarriage of justice, danger to dignity, health and safety of other employees or general public, damage to the environment, and the cover up of any of these in the workplace. It applies whether or not the information is confidential.
- 2.2. All reported concerns will be addressed by the Company and the investigation will be dealt with in confidence and as per the Committee's assessment of the complaint and facts of the case. The Company views retaliation against whistle blowers as a serious matter and will not hesitate to take disciplinary actions up to and including termination of employment apart from other legal recourse which the Committee may think fit and proper.
- 2.3. Employees have the following options to raise ethics and compliance related questions or to report a concern or a violation:
 - 2.3.1. An independent (outsourced) service provider is appointed with the approval of the Company's Ethics Committee. The service provider is engaged to receive and report questions or concerns to the Ethics Committee. Where the incident relates to a suspected fraud case, the report will be submitted immediately to the Audit & Risk Management Committee.
 - 2.3.2. The Business Conduct Hotline is a dedicated resource available to employees on working days from Monday to Friday, starting 9.30am to 6.00pm. It is the third party number who are trained professionals to take the calls and reports, in confidence, and report the concerns to an appropriate committee of the Company. Where permitted by law, your phone calls and reports may be made anonymously. However, anonymous feedback will not be accorded the same level of attention by the Ethics Committee or Audit & Risk Management Committee of the Company

Make a call to the Business Conduct Hotline at +91 22 6192 0880 / 22 6192 0000

Send an email to the Business Conduct team at rohit.bhide@in.ey.com

Send a letter to: Ernst & Young LLP, 14th Floor, The Ruby, 29 Senapati Bapat Marg
Dadar (West), Mumbai – 400 028, India

For all correspondences, please attention to:
Mr. Rohit Bhide, Partner – Advisory Services

2.3.3. Employees who wish to raise any concerns or violations are also encouraged to talk to his/her manager, department head, a representative of the HR of the Company, or a member of the Ethics Committee or Audit & Risk Management Committee of the Company.

2.3.4. Employees who believe they have experienced retaliation for reporting possible concerns or violations should contact the Head of HR of the Company, or a member of the Ethics Committee or Audit & Risk Management Committee of the Company.

2.4. The Ethics Committee shall address questions and concerns raised and provide oversight to investigation of concerns or violations of such matters which does not involve any members of the Ethics Committee as well as to implement the measures of rectification and prevention thereof. If the concerns or violations involve the department of any Ethics Committee member, he or she shall recuse himself or herself from overseeing the investigation of such concerns or violations and the remaining members of the Ethics Committee shall have oversight over such investigations.

2.5. In line with good corporate governance practices, all concerns or violations raised and cases of "whistle blowing" will be reported to and reviewed by the Company's Audit & Risk Management Committee. The service provider would report to the Audit & Risk Management Committee on the matters it receives while the Ethics Committee will report on the findings of the matters it handles. For matters involving any members of the Ethics Committee, the investigation will be directly supervised by the Audit & Risk Management Committee. Please refer to Appendix A.

3. Guidelines and Examples of "Whistle Blowing"

3.1. A whistle blower is someone who witnesses behaviour by an employee that is contrary to the spirit of the mission, core values, objective and code of conduct of the Company, or threatening to the public interest, and who decides to seek guidance, raise concerns, or report violations through the Company's process and resources.

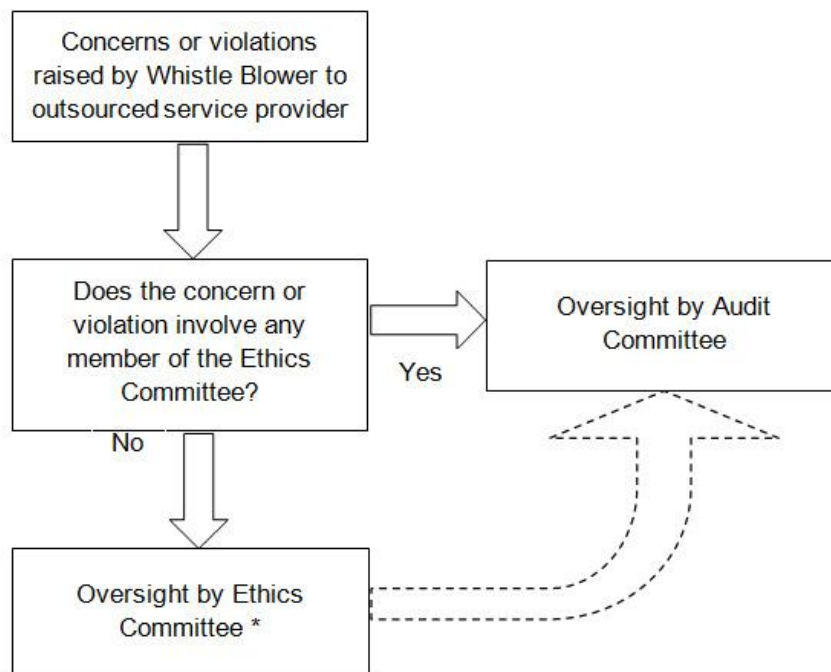
3.2. The following are possible examples where whistle blowing must be raised. This may be based on information, which the whistle blower reasonably believes and/or establishes that, inappropriate behaviour has happened in the past, is currently happening, already happened or is likely to happen in the future:

- a criminal act;
- the breach of a legal requirement or Code of Conduct;
- inappropriate behaviour such as bribery, abuse of power or authority, corruption, acts of fraud, misuse of assets;
- conflicts of interest (including secret personal gains);
- a miscarriage of justice;
- a danger to the dignity, health or safety of any individual;
- damage to the environment or the Company; or

- deliberate cover-up of information which supports any of the above matters;
 - Mismanagement or misappropriation of company funds/assets;
 - Stealing cash/company assets; leaking confidential or proprietary information;
 - Manipulation of the Company’s data, records and resources for personal gain or with intent to inflict loss to the Company

3.3. In practice, whistle blowing occurs when an individual raises a concern about danger or a legal requirement that affects others (e.g. customers, members of the public, or employees of the Company). The person blowing the whistle is usually not directly or personally affected by the danger or illegality, and hence does not have a personal interest in the outcome of any investigation into the raised concerns. As a result, the whistle blower who has no personal interest would not be expected to prove the case, and his or her duty is simply to raise the concern so that others can address it. In rare situation where the whistle blower has a personal interest in the outcome of any investigation, then he or she may be called upon to prove his or her case.

APPENDIX A



3.4. If the concern or violation involves the department of any Ethics Committee member, he or she shall recuse from overseeing the investigation of such concerns or violations and the remaining members of the Ethics Committee shall have oversight over such investigations