

Whistle Blower Policy

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Change History

Version	Revision Date	Revised By	Description
1.0	20.08.2007	Mr. Mohan.S	Draft
1.0 (2)	22.08.2007	Mr. Mohan.S	Amended the draft version to incorporate audit committee decision
2.0 (1)	20.02.2008	Mr. Mohan.S	Amended the Final version-2 to incorporate hotline facility
2.0 (2)	05.03.2008	Mr. Mohan.S	Amended the Final version-2 to make corrections
3.0	20-3-2013	Mrs. Jayasree Chandrasekaran	Review
4	13-01-2020	Mr. Ramanujan	Included sections pertaining to Companies Act 2013.
5	09-01-2024	Mrs. Meenakshi Jayaraman	Inclusion of designated e-mail ID

Distribution list

Name & Title	Purpose
All employees	promote a commitment to ethical behaviour and encourage a culture to report a misconduct at an early stage in a safe way.

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This Policy is made applicable to Sify Technologies Limited and its subsidiary companies.

1.0 BACKGROUND

1.1 Pursuant to Section 301 of the Sarbanes-Oxley Act, 2002 and Section 177 (9) of the Companies Act, 2013 (India) read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit Committees are required to establish procedures for:

- a) The receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls or auditing matters; and
- b) The confidential, anonymous submission by associates of the issuer of concerns regarding questionable accounting or auditing matters.

In accordance with the above provisions, the Audit Committee of the Company has formulated and adopted this whistleblower policy for effective implementation.

2.0 Purpose

2.1 The Company is committed to the highest possible standards of ethical and legal business conduct in respect of accounting, internal accounting controls or auditing matters. In line with this commitment, this policy aims to provide an avenue for associates to raise concerns and reassurance that they will be protected from reprisals or victimization for whistle blowing in good faith. This policy is an extension of the Sify Code of Conduct.

2.2 The disclosures will be appropriately dealt with by the Chairman of the Audit Committee or the Investigators.

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3.0 Scope

3.1 This policy is applicable to all employees including contract employees of Sify Technologies Ltd and its subsidiaries.

4.0 Policy

4.1 The whistle blowing policy is intended to cover serious concerns that could have an adverse impact on the company, such as, actions that:

- May lead to incorrect financial reporting;
- May lead to questionable accounting or auditing matters;
- Are unlawful;
- May endanger the health or safety of any individual;
- May lead to a criminal offence being committed;
- May lead to noncompliance with the legal obligation by the company.
- May lead to any suspected violation of code of conduct and code of ethics
- May fail to comply with legal or statutory obligation either for and on behalf of the Company or in any personal capacity in the course of discharging duties of the Company

4.2 Safeguards:

- a) Every effort will be made to protect the complainant's identity.
- b) Harassment or victimization of the complainant will not be tolerated.
- c) The policy encourages associates to put their names to allegations since appropriate follow-up questions and investigations may not be possible unless the source of information is identified.
- d) Malicious allegations may result in disciplinary action

4.3 Responsibilities of Audit Committee:

The Audit Committee shall receive, retain, investigate and act on complaints and concerns of the Associates of the company or its subsidiaries, company's shareholders and other interested parties regarding:

- a) questionable accounting, internal accounting controls and auditing matters, fraud or deliberate error in the preparation, evaluation, review or audit the company's financial statements or in the recording and maintaining the company's financial records;

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- b) any misrepresentation or false statement by a senior officer or accountant regarding a matter contained in the company's financial statements (including the discussions in a quarterly or annual reports filed with the Securities and Exchange Commission or audit reports or failure to provide a full or fair reporting of the company's financial condition; or
- c) Non-compliance with legal and regulatory requirements, including without limitation, the rules and regulations promulgated by the SEC and the listing standards of the NASDAQ and the Companies Act 2013.

The Audit Committee may, in its absolute discretion, delegate the responsibilities of the Audit Committee to the Chairperson of the Audit Committee or to a subcommittee of the Audit Committee.

5.0 Procedure

5.1 Procedures for Associates making complaints:

- a) An Associate of the company or its subsidiaries may report openly or confidentially any accounting allegation, legal allegation or retaliatory act to the Audit Committee or to one of the designated officials of the management. The company's designated officials are: 1) Chief Executive Officer, 2) Chief Financial Officer, and 3) -The Head, Human Resources.
- b) The individuals, while making a complaint, should exercise due care to ensure the accuracy of the information disclosed and should provide sufficient information to enable an investigation to be conducted.
- c) Employees may make complaints anonymously addressing the chairman of the audit Committee. They may choose to deliver the complaint by mail (including electronic mail) or in person. All complaints should be marked "Confidential" and "Private".

The address of the audit Committee Chairman is stated below:

The Chairman, Audit Committee, Sify Technologies Limited, 2nd Floor, TIDEL Park, No 4, Rajiv Gandhi Salai, Taramani, Chennai 600,113.

Or

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E-mail ID to address the complaint to the audit Committee Chairman:
whistle.blower@sifycorp.com.

5.2 Procedures for handling complaints:

- a) Any complaint that is made directly to a designated official shall be promptly reported to the Audit Committee.
- b) The Audit Committee shall review each complaint received either directly from the chairman of the audit committee or from the designated official and determine whether the Audit Committee or the management should investigate the complaint, taking into consideration the points viz. alleged wrongdoer, gravity of the seriousness of the allegation and credibility of the allegation.
- c) If the Audit Committee determines that the management should investigate the complaint, the Audit Committee shall notify the Chief Executive Officer of that decision. Thereafter, the management shall investigate the complaint and report the results to the Audit Committee. Unless the Audit Committee directs otherwise, the management shall be at liberty in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of the results thereof.
- d) If the Audit Committee determines that it should investigate the complaint, the Audit Committee shall determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of the results thereof.

5.3 Decision:

If the investigation leads the Chairman of the Audit Committee to conclude that an improper act has been committed, the Chairman of the Audit Committee shall recommend to the management of the company to take such disciplinary or corrective action as the Chairman of the Audit Committee may deem fit.

5.4 Protection of whistle blowers under Sect 806 of Sarbanes-Oxley Act and Sec 177 (10) of Companies Act 2013.

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- a) None of the members of the Audit Committee or the members of the management shall discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate any Associate of the company or its subsidiaries who, in good faith, makes an accounting or legal allegation.
- b) The Audit Committee shall not disclose the identity of any Associate of the company or its subsidiaries who makes an accounting or legal allegation -if the associate wants his or her identity to remain confidential, unless such disclosure is required by judicial or other legal processes.
- c) If an Associate makes a complaint in good faith and any facts alleged are not confirmed by subsequent investigation, no action will be taken against the reporting person.
- d) If any associate of the company or its subsidiaries makes a false complaint will be subject to strict disciplinary action which may lead to termination of job. The protection under sec 806 of Sarbanes-Oxley Act and under Sec 177 (10) of the Companies Act is applicable to genuine whistleblowers only.

6.0 Retention of records

The Audit Committee shall retain for a period of eight years, all records relating to any accounting or legal allegation and the investigation of any such complaint.

7.0 Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the employees unless the same is notified to the employees in writing.