Indus Towers Limited

(formerly Bharti Infratel Limited)

OMBUDSMAN POLICY & PROCEDURES /WHISTLE BLOWER POLICY

1. PREAMBLE

The Companies Act, 2013 including the rules made there under, as amended from time to time (hereinafter referred to as the "**Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as the "**Listing Regulations**"), envisage a vigil mechanism for the employees to report a genuine concern. The board of directors of Indus Towers Limited (hereinafter referred to as the "**Company**"), in terms of the above, has adopted this Ombudsman Policy & Procedures / Whistle Blower Policy (hereinafter referred to as the "**Policy**") which encourages all the employees (including part time, temporary and contract employees) as well as other stakeholders of the Company to disclose and freely communicate their concerns or complaints regarding any kind of misuse of the Company's properties, or wrongful conduct, if any, prevailing in the Company, without fear of retaliation of any kind with a view to build and strengthen a culture of transparency and good corporate governance in the organization.

2. PURPOSE

As per the provisions of the Act and Listing Regulations, the Company is required to establish a vigil mechanism for its employees and directors to report genuine concerns or grievances, with adequate safeguards against victimization of persons who use such mechanism and in compliance with certain other conditions.

3. OBJECTIVE AND SCOPE

The Company is strongly committed to observe highest standards of legal, ethical and moral behavior in the conduct of its business. Hence, this Policy aims to provide a channel to the employees, directors, and other stakeholders to report concerns about Wrongful Conduct including unlawful or unethical behavior, actual or suspected fraud, misuse or abuse of authority or violation of the Company's code of conduct. The Policy does not release the Whistle Blowers (as defined below) from their duty of confidentiality in the course of their duties, nor is it a route for taking up grievances of personal nature.

4. DEFINITIONS

a) **"Audit Committee"** means the Audit Committee constituted by the board of directors of the Company.

b) **“Protected Disclosure”** means a concern raised by an employee or director or any other stakeholder of the Company, through a written communication (also hereinafter referred to as “**Complaint**”) in good faith, which discloses information about Wrongful Conduct including an unlawful, unethical or improper activity / practice. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow proper assessment of the nature and extent of the concern.

c) **“Subject”** means a person(s) against or in relation to whom a Protected Disclosure is made or evidence provided or gathered during the course of an investigation.

d) **“Ombudsman Review Committee/Whistle Blower Committee”** means the committee formed pursuant to this Policy (hereinafter also referred to as the ‘Committee’).

e) **“Whistle Blower”** may include a director or an employee or other stakeholder who makes a Protected Disclosure under this Policy and is also referred in this Policy as the ‘Complainant’.

f) **“Wrongful Conduct”** shall include but not be limited to, a violation of law, actual or suspected fraud viz. falsification, alteration or substitution of the Company records etc., gross wastage or misappropriation of Company fund and assets, business practices that are inconsistent with the Company’s code of conduct, legal compliances, and/or core values or ethics policies, substantial and specific danger to public health and safety or misuse of authority, failure to comply with various compliance programs of the Company, authorizing, directing or participating in serious breaches of company policy, deliberately failing to report serious breaches of policy, concealing such breaches or deliberately withholding relevant information concerning a serious breach .

5. APPLICABILITY

This Policy applies to all the employees, directors, business partners, customers and any other stakeholders, including business associates of the Company, and all such persons are permitted to make Protected Disclosures to raise their concerns.

Complaints related only to unethical and improper practices will be dealt by this Policy. In case of a Complaint in relation to sexual harassment, the Policy on Prevention and Redressal of Sexual Harassment shall be applicable, and the Complaint shall be dealt with as per the process described therein.

6. INCIDENTS THAT MAY BE REPORTED

A Whistle Blower must make a Complaint of any unethical behaviour or inappropriate acts at workplace.

Given below is an illustrative list for reference:

a) Any breach of law/ regulatory directives / compliance programs or guidelines or the organization's policies, procedures, codes, guidelines, circulars or manual of instructions;

b) Any questionable business practice;

c) Any grave/ gross misconduct including:

- Misappropriation;
- Financial fraud of any nature
- Inaccurate financial reporting
- Bribery and corruption
- Instances of leak or suspected leak of unpublished price sensitive information pertaining to Company
- Potential or suspected breach of competition law
- Conflict of interest
- Criminal breach of trust
- Manipulation of books of accounts / records of the organization;
- Misuse of authority
- Other forms of Harassment – victimization, bullying, discrimination etc.
- Environment, health and safety
- Concurrent employment
- Criminal Conduct
- Customer data – substantiated incidents of serious loss of customer data
- Misconduct by any vendor / supplier
- Manipulation of data / key performance indicators
- Money Laundering
- Negligence
- Cheating
- Forgery
- Engaging in any trade or business outside the scope of employment without the consent of the appropriate authority
- Unauthorized disclosure of information regarding the affairs of the Company or any of its customers or any other person connected with the business of the Company which is confidential or the disclosure of which would be prejudicial to the interests of the Company

- Drunkenness or riotous or disorderly behavior or indulgence in betting or gambling or speculation that would affect the reputation of the Company
- Willful damage or attempt to cause damage to the property of the Company or any of its customers

7. PROCEDURE

I) How to make Protected Disclosure:

a) The Whistle Blower may make a Protected Disclosure, in writing, to the ombudsman of the Company about any Wrongful Conduct as soon as possible after becoming aware of the same so as to ensure a clear understanding of the issues raised and shall furnish as much details, facts, data and evidence as possible.

b) The Protected Disclosure should be signed and submitted in a closed and secured envelope and be super scribed as **"Protected Disclosure under the Ombudsman Policy and Procedures/Whistle Blower Policy" and send to** The Ombudsman, Indus Towers Limited, Building No 10, Tower – A, 4th Floor, DLF Cyber City, Gurugram, Haryana- 122002**.** Alternatively, the same can also be sent through email with the subject **"Protected Disclosure under the Ombudsman Policy and Procedures/Whistle Blower Policy" at "Ombudsman@industowers.com".**

Employees, customers and business partners can also raise their concerns by lodging the incident of violation of the Company's code of conduct or any wrongdoing through the corporate whistleblower initiative portal (www.cwiportal.com), which is an independent web based reporting service aimed to facilitate secured and confidential communication between organization and its stakeholders. The CWI portal can be accessed by employees through myindus intranet or by anyone from the internet, anytime and provides simple method for communicating concerns. The complainant can lodge a report using the organization code "indtow". Upon lodging a concern, the complainant will get a tracking number and this can be used for tracking the status and the ombudsman's feedback on the concern reported.

c) If the Complaint is not super scribed and closed or titled as mentioned above, it will not be possible to protect the confidentiality of the Complainant and the disclosure will be dealt with as a normal disclosure. In order to protect the identity of the Complainant, the ombudsman will not issue any acknowledgement to the Complainant, and the Complainant is advised neither to write his / her name or address on the envelope nor enter into any further correspondence with the ombudsman. In case specific questions need to be asked or any further clarification is required, the ombudsman may get in touch with the Complainant directly or through a discreet delegation to a specific individual.

d) In order to conduct a proper investigation, the Complaint should disclose all details including the identity of the Complainant. In exceptional cases where identity of the Complainant is not disclosed, the Complaint must still contain specific and concrete facts with evidence instead of a generic and vague Complaint which will not be maintainable.

II) To record of the Protected Disclosure

On receipt of the Protected Disclosure, the ombudsman shall make a record of the Protected Disclosure and also ascertain from the Complainant (if known) whether he / she was the person who made the Protected Disclosure. The ombudsman shall also carry out initial investigation either himself or by involving any other officer of the Company or an outside person or agency. The record will include: (i) brief facts; (ii) whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof; and (iii) details of actions taken by the ombudsman for processing the Complaint. The ombudsman, if he deems fit, may call for further information or particulars from the Complainant.

8. INVESTIGATION AND ITS PROCESS

a) All Protected Disclosures under this Policy will be recorded and thoroughly investigated by the ombudsman.
b) The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.
c) On receipt of a complaint, ombudsman will conduct a preliminary review. He/She will hear the complainant (if possible) and review the documentary evidence, if any.
d) The ombudsman shall order an investigation if, after a preliminary review, it is established that the allegation is supported by specific information or that the matter is worthy of management attention / review.
e) The identity of the Subject(s) will be kept confidential to the extent possible, given the legitimate needs of law and investigation. However, the seriousness of the issue raised, credibility of the concern and likelihood of confirming the allegation will also be relevant factors.
f) Subject(s) will be given an opportunity of being heard by the ombudsman as soon as possible after receipt of the complaint and comment and state his position again before the investigation is finally concluded.
g) Subject(s) shall have a duty to co-operate with the investigator and/or any of the persons appointed in this regard.
h) Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the Subject(s).

i) Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of Wrongful Conduct against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

j) Subject(s) shall be informed of the outcome of the investigations.

9. DECISION

a) The Ombudsman Review Committee (ORC) / Whistle Blower Committee shall consist of the following members, any 4 of whom will be required to be present in each meeting:-

Name of the Members
Chief Executive Officer (CEO)
Chief Operating Officer (COO)
Chief Finance Officer (CFO)
General Counsel (GC)
Chief Internal Audit & Assurance (CIA&A)
Chief Human Resource Officer (CHRO)

b) All the Protected Disclosures received by the Ombudsman shall be thoroughly investigated within reasonable time, preferably 60 days from the receipt of the Complaint, which may be extended by such reasonable period as the Committee may deem fit. The Ombudsman shall submit its findings to the Committee for decision. Within 21 days of the receipt of the final findings of the ombudsman, the Committee shall take a decision.

c) If any of the members of the Committee have a conflict of interest in a given case, they shall recuse themselves and the remaining members would deal with the matter concerned.

d) The following action(s) may be taken depending on the severity of the situation:

- Reprimand
- Counseling
- Verbal warning
- Written warning
- Withholding of promotion or increments
- Bar from participating in the performance review cycle
- Transfer
- Probation
- Suspension/ blacklisting
- Termination of employment/ business contract

- Litigation (civil and/or criminal)
- Financial penalty - Imposition of damages
- Any other penal action available to the Company under the applicable laws of the country

In addition to the above, the person may be subject to the criminal or civil legal ramifications as per the laws of the country.

The quantum of punishment should be recommended after considering the following, among others: (i) severity of the misconduct, (ii) impact on the Company (reputation, financial / non-financial) (iii) past record of the employee and (iv) past precedence of treating similar violations.

e) A Complainant who makes false allegations of Wrongful Conduct about the Subject shall be liable to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company or such other action as may be deemed fit by the deciding authority.

10. REPORTING

A summary of all Protected Disclosures received with the results of investigations, if any, shall be submitted / circulated to the Audit Committee on a quarterly basis.

11. SECRECY/CONFIDENTIALITY

The Complainant, ombudsman, members of the Committee, the Subject and everybody involved in the process shall:

a) Maintain confidentiality of all matters under this Policy;

b) Discuss only to the extent or with those persons as required under this Policy for completing the process of investigations, decision making and reporting; and

c) Not keep the papers unattended anywhere at any time.

12. PROTECTION

a) The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair practice being adopted against Whistle Blowers. No unfair treatment shall be meted out to a Whistle Blower by virtue of his / her having reported a Protected Disclosure in good faith under this Policy even if the said Protected Disclosure is ultimately found incorrect. The Committee will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. As such, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings initiated by the Company, the Whistle Blower will be given all reasonable assistance and advice.

b) A Whistle Blower may report any violation of the above clause to the chairperson of the Audit Committee, who shall investigate into the same and recommend suitable action.

c) The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law, unless he himself has made either his details public or disclosed his identity to any other office or authority.

d) Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

13. REPORTING IN GOOD FAITH

Before making a Complaint, the Complainant should have reasonable belief that an issue exists and he shall act in good faith while making the Complaint. It is recommended that any individual who wishes to report, should do so on reasonable grounds and not complain merely based on hearsay or rumour. This also means that no action should be taken against the Whistle Blower, if the Complaint was made in good faith, but no misconduct was confirmed on subsequent investigation. Any director / employee or other stakeholder shall be deemed to be acting in 'good faith' if there is a reasonable basis for making the Complaint. Good faith shall be deemed lacking when the director / employee/ stakeholder does not have personal knowledge or a factual basis for the communication or where the director / employee/ stakeholder knew or reasonably should have known that the communication about the Wrongful Conduct is malicious, false or frivolous or without any reasonable basis.

Any Complaint not made in good faith as assessed as such by the Committee / Audit Committee shall be viewed seriously and the Complainant shall be subject to disciplinary action as per the rules or policy of the Company or such other action as deemed fit. This Policy does not protect an employee from an adverse action taken independent of his disclosure of Wrongful Conduct unrelated to a disclosure made pursuant to this Policy.

14. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Act and/ or any other relevant law from time to time.

15. ACCESS TO CHAIRPERSON OF THE AUDIT COMMITTEE

The Whistle Blower may have direct access to the chairperson of the Audit Committee in appropriate or exceptional cases justifying the reasons therefore, and the chairperson of the Audit Committee may prescribe suitable directions in this regard.

Stakeholders may, if they wish to escalate any complaint directly to the Chairperson of the Audit & Risk Management Committee of the Board, write to audit.chairperson@industowers.com

16. RETENTION OF DOCUMENTS

All Protected Disclosures, written or documented, along with the results of investigation relating thereto, shall be retained by the Company for a period of at least 3 years or such other period as may be specified under any law in force, whichever is more.

17. IMPLEMENTATION AND ADMINISTRATION OF THE POLICY

The Committee shall implement the Policy and the Audit Committee shall review and oversee the administration of this Policy.

18. NOTIFICATION

This Policy, as amended from time to time, shall be made available at the website of the Company. Efforts may be made to familiarize all concerned with this Policy.

19. DISCLOSURE IN ANNUAL REPORT

The details of establishment of the Committee shall be disclosed by the Company in the corporate governance section of its annual report as may be required under applicable law.

20. AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reasons.

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