

**VIGIL MECHANISM
(WHISTLE BLOWER POLICY)
OF
COMVIVA TECHNOLOGIES LIMITED**

In terms of the provisions of Section 177 of the Companies Act, 2013, Comviva Technologies Limited ('Company') has adopted Whistle Blower Policy of its holding company - Tech Mahindra Limited, for its directors and employees to report genuine concerns (policy enclosed herewith). Further wherever the name of the "Tech Mahindra" is appearing in the said policy the same shall be read as "Comviva Technologies Limited". The policy is subject to the compliance of the Section 177 of the Companies Act, 2013 in letter and spirit of the applicable provisions only.

The Whistle Blower shall have the right to directly access Chairperson of the Audit Committee of the Company in appropriate or exceptional cases and the Chairperson of the Audit Committee may issue suitable directions in this regard.

Please refer below the contact details of the Chairperson of the Audit Committee of the Company:

Name of the Chairperson of Audit Committee of Comviva Technologies Limited	Ms. Sunita Umesh
Address	R-3A, Windsor Court, DLF Phase - IV, Gurugram, Haryana-122009
Phone	+91 124 481 9000
Email	sunitaumesh@uccglobal.in

Whistleblower Policy

Table of Contents

1.	OBJECTIVE	3
2.	SCOPE	3
3.	WHISTLEBLOWER COMPLAINT.....	3
4.	PROTECTION AFFORDED TO A WHISTLEBLOWER	3
5.	WHISTLEBLOWER PROCESS.....	3
6.	CORPORATE OMBUDSMAN.....	5
7.	INVESTIGATION PROCEDURE	5
8.	RETENTION OF DOCUMENTS	5
9.	AMENDMENT.....	5
10.	NOTIFICATION	5
11.	ANNUAL AFFIRMATION.....	6
12.	REWARDS AND RECOGNITION TO THE WHISTLER BLOWER	6
13.	ROLES AND RESPONSIBILITIES.....	6
14.	APPENDIX A – CONTACT DETAILS.....	7

1. OBJECTIVE

The objective of this policy is to provide Associates (whether permanent or on contract) , Investors, customers, vendors and other stakeholders (hereinafter collectively referred to as stakeholders) an avenue to raise concerns, in line with the commitment of Tech Mahindra to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication.

To provide necessary safeguards for protection of employees from reprisals or victimization, for whistle blowing in good faith.

Tech Mahindra encourages all its stakeholders to communicate and raise any behavior or practice, they may be aware of and suspect to be unethical, illegal or otherwise inappropriate and harmful to the company.

The Tech Mahindra Whistleblower Policy is a critical means through which Stakeholders can raise actual or suspected violations.

The policy sets out ways through which the stakeholders can raise concerns that relate to actual or suspected violations of the Code of Ethical Business Conduct, Accounting, Internal Accounting Controls, Auditing Matters and applicable national and international laws including statutory / regulatory rules and regulations which includes but not limited to Companies Act and SEBI.

2. SCOPE

The policy is applicable to all Investors, Associates (including permanent and on contract) customers and SUPPLIERS / VENDORS OF TECH MAHINDRA.

3. WHISTLEBLOWER COMPLAINT

A "whistleblower complaint" is a complaint where a Complainant/ Whistle Blower (person raising the Complaint) believes that Tech Mahindra (or an officer or Associate of Tech Mahindra) has, or may have, breached the Code of Ethical Business Conduct, Accounting, Internal Accounting Controls, Auditing Matters, Code of Conduct for Prohibition of Insider Trading in Securities of Tech Mahindra (including instances of leak of unpublished price sensitive information in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended ("PIT Regulations")) and its best practices, and applicable national and international laws including statutory / regulatory rules and regulations.

Alerting Tech Mahindra to potential issues will assist in promoting compliant corporate environment and will protect Tech Mahindra's reputation. All the stakeholders have an obligation to raise such concerns as soon as possible.

All the stakeholders shall address the complaints/concerns to the CORPORATE OMBUDSMAN. In case of a complaint/concern against CORPORATE OMBUDSMAN, the same shall be addressed to the Vice Chairman of the Board of Directors.

4. PROTECTION AFFORDED TO A WHISTLEBLOWER

Tech Mahindra prohibits and discourages the retribution against anyone for raising or for helping to address integrity concerns. Associates shall not be disadvantaged in any manner for having raised a concern. Allegations of retaliation will be investigated and if proved, appropriate action will be taken. Associates can raise allegations of retaliation with HR or with CORPORATE OMBUDSMAN.

5. WHISTLEBLOWER PROCESS

1. A Whistle Blower can raise a concern with the CORPORATE OMBUDSMAN by:
 - a. Sending an e-mail to CORPORATEOMBUDSMAN@techmahindra.com.

- b. In person - Complaints can also be reported verbally on telephone no. 0120-488-4450. Verbal reports will normally be documented by the CORPORATE OMBUDSMAN by a written transcription of the verbal report.
2. All whistleblower complaints received shall be reviewed by the CORPORATE OMBUDSMAN or by the Redressal Committee constituted by him/her or, in the case of complaints pertaining to instances of leak of unpublished price sensitive information in terms of the PIT Regulations, by the Disciplinary Committee. The CORPORATE OMBUDSMAN or the Committee shall assess whether or not the issue raised constitutes a whistleblower complaint. In case of a review by the Redressal Committee, it shall submit a report to CORPORATE OMBUDSMAN detailing whether the issue(s) raised constitute(s) a whistleblower complaint or not. The CORPORATE OMBUDSMAN or the Redressal Committee, to whom the complaint may be directed by the CORPORATE OMBUDSMAN, will respond to the concern within 48 working hours of receiving it.
3. The Whistle Blower may disclose his/her identity and Tech Mahindra would provide protection against retaliation

Note: It is the discretion of the Whistle Blower to conclude whether or not the issue shall be raised anonymously. For the matter to be aptly investigated, the Whistle Blower may choose to disclose his/her identity along with the details of the complaint. While the anonymous complaints will also be suitably and sincerely looked into, it will provide more leverage and will be pertinent to investigate the complaint sufficiently if the Whistle Blower chooses to disclose his /her identity. The identity of the whistleblower shall be kept confidential to the maximum reasonable extent.

Malicious Allegations: Malicious and baseless allegations by Associates or other stakeholders may result in disciplinary action and could include even termination and / or other appropriate action, as the case may be.

Disciplinary Committee for Prevention of Insider Trading complaints ("Disciplinary Committee") shall mean a committee responsible for reviewing whistle bower complaints related to prevention of Insider trading and leaks of unpublished price sensitive information in terms of the PIT Regulations and constitute of following persons (a) Chief Financial Officer, (b) Chief Peoples Officer and (c) Company Secretary

4. Once the assessment is made by the CORPORATE OMBUDSMAN, the Redressal Committee or Disciplinary Committee will:
 - Contact the Associate/Customer/Vendor to obtain the information necessary to conduct an effective investigation;
 - Discuss the steps to be taken to investigate the issue.

Note: Whistle Blowers involved in an investigation are also expected to keep all discussions confidential. This is important to safeguard the integrity of the investigation and the whistleblower process generally.

The CORPORATE OMBUDSMAN or the Redressal Committee or Disciplinary Committee assigned to the investigation needs to ensure that all investigation is carried out objectively. Where required, Tech Mahindra Legal Counsel shall provide legal input.

5. The CORPORATE OMBUDSMAN and the designated officer will provide feedback to the Whistle Blower on the progress of the investigation.
6. The CORPORATE OMBUDSMAN shall submit a report of all the complaints received during a quarter to the Board of directors in the first Board meeting held in the following quarter or such other Board meeting at the direction of the Board. The

report shall contain details of all the complaints, their status and such other information as CORPORATE OMBUDSMAN deems fit or necessary

6. CORPORATE OMBUDSMAN

The CORPORATE OMBUDSMAN is primarily responsible for overseeing and managing compliance issues within the organization. The CORPORATE OMBUDSMAN is in charge of ensuring, that the company and its Associates are complying with internal policies and procedures.

Please refer Annexure A for the contact details of CORPORATE OMBUDSMAN.

7. INVESTIGATION PROCEDURE

Concerns about Integrity and non-compliance with Tech Mahindra Code of Ethical Business Conduct will be investigated as per process laid down and defined by the CORPORATE OMBUDSMAN, concerns on violation of Code of Conduct for Prohibition of Insider Trading in Securities of Tech Mahindra (including instances of leak of unpublished price sensitive information in terms of the PIT Regulations) will be reviewed and investigated by the Disciplinary Committee. The Associate/s concerned who is/are found to be non-compliant after the investigation, are liable to face appropriate disciplinary action including termination from the services of the company. Tech Mahindra's investigation process includes.

- Stakeholders need to write to CORPORATE OMBUDSMAN immediately and raise a concern with required evidences and documents.

A minimum 7 member Redressal Committee consisting of experts will be formed with the right knowledge and objectivity from within the company. Members from this committee shall be assigned to investigate into the matter within 48 working hours of receipt of the whistle blower complaint. The Disciplinary Committee for prevention of Insider trading would consist of following persons (a) Chief Financial Officer, (b) Chief Peoples Officer and (c) Company Secretary

- The Redressal Committee/ Disciplinary Committee shall conduct an inquiry and come up with a report within 15 to 45 working days from the date of the initial complaint.
- The Redressal Committee/ Disciplinary Committee should recommend the corrective actions to the appropriate managers for implementation. In the event the accused is found guilty, penalties will be prescribed through CORPORATE OMBUDSMAN, and will be implemented by HR.
- The person raising the concern will also receive an update on the final outcome.

8. RETENTION OF DOCUMENTS

All Complaints received in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

9. AMENDMENT

The Board of directors of the company reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever.

10. NOTIFICATION

The new Associates shall be informed about the policy by HR via the new joinee induction. This policy as amended from time to time shall be posted on the website of the company.

11. ANNUAL AFFIRMATION

The company shall annually affirm that it has not denied any personal access to the Audit Committee and that it has provided protection to whistle bower from adverse personal action, wherever applicable. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the company.

Please refer Annexure A for the contact details of chairperson of the Audit Committee.

12. REWARDS AND RECOGNITION TO THE WHISTLER BLOWER

- Category 1: Appreciation for all deserving cases, for whistleblowing – Certificate/Letter to be released by Ombudsman team.
- Category 2 : INR 5K (India based associates)/US\$ 100 (onsite based associates) reward + certification for all those whistleblowers where it went on to get investigated and resulted in > US\$ 10K savings/recoveries
- Category 3: INR 5L (India based associates)/US\$ 10K (onsite based associates) reward + certification for all those whistleblowers where it went on to get investigated and resulted in > US\$ 1M savings/recoveries.

13. ROLES AND RESPONSIBILITIES

Stakeholders:

1. Bring to attention of the company, any improper practice they may be aware of at the earliest. Although they are not required to provide proof, they must have sufficient cause for concern.
2. Co-operate with investigating authorities, while maintaining full confidentiality.
3. The intent of the policy is to bring genuine and serious issues to the forefront and it is not intended for petty complaints. Malicious allegations by Associates can result to disciplinary action.
4. A whistle bower has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.
5. In the event of exceptional cases, where the whistle bower is not satisfied with the outcome of the investigation carried out by the CORPORATE OMBUDSMAN, s/he can make a direct appeal to the Chairman of the Audit Committee of Tech Mahindra

Corporate Ombudsman:

1. Ensure that the policy is being implemented.
2. Ascertain prima facie the credibility of the charge. If initial enquiry indicates further investigation is not required, close the issue.
3. Document the initial enquiry
4. Where further investigation is indicated, carry this through appointing a Redressal Committee if necessary.
5. Provide quarterly reports to the Board of directors with a copy to CEO and Head – HR.
6. Acknowledge receipt of concern to the complainant, thanking him/her for initiative taken in upholding the company's business conduct standards
7. Ensure that necessary safeguards are provided to the complainant.

Redressal Committee or Disciplinary Committee:

1. Conduct the enquiry in a fair and unbiased manner.
2. Ensure complete fact-finding.
3. Maintain strict confidentiality.

4. Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom.
5. Recommend an appropriate course of action and suggest disciplinary action, including dismissal, and preventive measures.
6. Record minutes of the committee deliberations and document the final report.
7. Submit the final report to CORPORATE OMBUDSMAN or Audit Committee or the Board of Directors.

CEO:

1. Table the quarterly reports from the CORPORATE OMBUDSMAN with the Board of Directors
2. Ensure necessary actioning of recommendations of the CORPORATE OMBUDSMAN/Committee.
3. Provide full co-operation to the investigation team.
4. Be informed of the outcome of the investigation.
5. Accept the decision of the CORPORATE OMBUDSMAN.
6. Maintain strict confidentiality

14. APPENDIX A – CONTACT DETAILS

CORPORATE OMBUDSMAN:

Name	Sudeep Chopra
Address	Tech Mahindra Ltd. Plot No 58 A & B, NSEZ, Phase II, Noida (U.P.)-201301, India
Phone	0120-488-4450
Email	CORPORATEOMBUDSMAN@techmahindra.com

Chairperson of the Audit Committee:

Name	TN Manoharan
Address	No.27, Subramaniam Street Abhiramapuram Chennai – 600 018, Tamil Nadu, India.
Phone	+91-44-4290 3333
Email	tnmanoharan@gmail.com

Managing Director and CEO:

Name	C P Gurnani
Address	Tech Mahindra Limited Capital Cyberspace, Golf Course Ext. Road, Sector 59, Gurugram, Haryana, 122102
Phone	+91-124- 481-9090

Email	Gurnani@TechMahindra.com
-------	--