

Code of Business Conduct & Ethics Policy [COBCE]

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Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.6
Document Classification: Internal	Date: 26-September-2024	Page: 1 of 32

Table of Content

1	CODE OF BUSINESS CONDUCT & ETHICS - INTRODUCTION	3
2	PURPOSE	3
3	SCOPE & OBJECTIVE	3
4	RELATIONSHIP TO MASTEK VALUES	3
5	STANDARDS EXPECTED OF STAKEHOLDERS.....	3
6	GUIDELINE FOR DISCIPLINARY ACTION	7
7	GRIEVANCE HANDLING	7
8	NATIONAL INTEREST.....	7
9	EQUAL OPPORTUNITIES EMPLOYER	7
10	CORPORATE BUSINESS OPPORTUNITIES	7
11	FINANCIAL REPORTING AND RECORDS.....	8
12	GOVERNMENT AGENCIES	8
13	COMPLIANCE WITH APPLICABLE LAWS	8
14	POLITICAL NON-ALIGNMENT	9
15	CONFLICTS OF INTEREST	9
16	ORGANISATION PROPERTY	10
17	CONFIDENTIALITY OF ORGANISATION INFORMATION	11
18	NON-DISCLOSURE OF CONFIDENTIAL INFORMATION	11
19	COMPLIANCE TO CORPORATE POLICIES	12
20	PUBLIC REPRESENTATION OF THE ORGANISATION	12
21	FAIR DEALING.....	12
22	TRADING OF THE ORGANIZATION SHARES	12
23	SHAREHOLDERS	12
24	ETHICAL CONDUCT	12
25	INTEGRITY OF INFORMATION/RECORDS	12
26	CORPORATE CITIZENSHIP	13
27	THE ENVIRONMENT	13
28	WHISTLE BLOWER.....	13
29	WAIVERS & AMENDMENTS	13
30	COMPLIANCE STANDARDS & PROCEDURES.....	13
31	DRESS CODE POLICY	14
32	UNLAWFUL HARASSMENT/SEXUAL HARASSMENT POLICY	15
33	ANTI - BRIBERY AND CORRUPTION POLICY	21
34	DISCIPLINARY ACTION POLICY	22
35	GRIEVANCE HANDLING	24
36	EQUAL OPPORTUNITY POLICY	25
	APPENDIX.....	28
	AMENDMENT HISTORY	29

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.6
Document Classification: Internal	Date: 26-September-2024	Page: 2 of 32

1 CODE OF BUSINESS CONDUCT & ETHICS - INTRODUCTION

- 1.1. This Code of Business Conduct and Ethics (the “Code”) has been introduced by the Organization to ensure consistency of our standards of business conduct on a worldwide basis.
- 1.2. The Code covers a wide range of business practices and procedures and serves as a guide to ethical decision-making and behaviors expected of all Mastekers. This Code does not cover every issue that may arise, but it sets out basic policies to guide the Executive Directors, Senior Managers and employees as well as Clients, Vendors, Customers, Partners, Competitors and other external agencies - statutory/ others and society (hereinafter collectively referred to as “Stakeholders”) of Mastek and its group companies including subsidiaries & Branch offices (hereinafter referred to as the “Organization”). All Stakeholders must become familiar with this Code and must conduct themselves in accordance with these policies and seek to avoid the appearance of improper behavior or to bring the Organization into disrepute.
- 1.3. Those who violate the policies in this Code will be subject to disciplinary action as described in the policy pertaining to the appropriate geography in which the Stakeholder is contracted to work.

2 PURPOSE

The purpose of this document is to outline the Code for Stakeholders of the Organization to comply with at all times during the performance of their roles and responsibilities.

3 SCOPE & OBJECTIVE

- 3.1. The scope of this code extends to all Stakeholders of the Organization. Stakeholders working from any client location will also observe the client’s policies in respect of conduct and related behaviors if any and as required.
- 3.2. To ensure that a standard base line of general conduct and behaviors is established and followed by the Organization on a world-wide basis.

4 RELATIONSHIP TO MASTEK VALUES

- 4.1 Transparency
- 4.2 Sustainability

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.6
Document Classification: Internal	Date: 26-September-2024	Page: 3 of 32

5 STANDARDS EXPECTED OF STAKEHOLDERS

5.1 Discipline & Decorum

The Organization is committed towards providing a free and open work environment to all its Stakeholders. However, this freedom is construed to be misused if it obstructs the productivity, efficiency and success of the Stakeholder or others around him/her.

5.2 Dress Code Policy

- 5.2.1 Each Stakeholder is considered to be a brand ambassador of the Organization. It is hence very important that Stakeholders present themselves in a manner that reflects positively on themselves as well as the Organization.
- 5.2.2 Stakeholders must ensure that their conduct, personal behaviour and personal appearance are appropriate and professional when in the office of any site occupied by the Organization and during client or prospect interactions. Stakeholders must maintain a professional and personal appearance which is in line with the guidelines specified in the Dress Code Policy (refer Clause 31).

5.3 Unlawful Harassment/ Sexual Harassment Policy

- 5.3.1 The Organization is an equal opportunity employer and unlawful harassment of any kind including (but not limited to) sexual harassment is strictly forbidden. The Organization is committed to ensuring that all Stakeholders are treated fairly and equitably in an environment free from unlawful harassment on the basis of sex, race, color, religion, age, disability, national origin, or any other legally protected classification.
- 5.3.2 In particular, sexual harassment is an unacceptable form of behavior which will not be tolerated by the Organization under any circumstances. All complaints of unlawful harassment will be treated seriously and will be dealt with promptly. The Organization will have due regard to confidentiality in conjunction with the Organization's need to conduct a reasonable investigation of the matters complained of. Disciplinary action will be taken against any Stakeholder who has been found following a proper investigation to have breached this policy details of which can be found in the Unlawful/Sexual Harassment Policy (refer Clause 32).

5.4 Use of Organization resources

- 5.4.1 All resources provided by the Organization must be used with a sense of responsibility and not as a matter of right. Care has to be taken not to damage, loan out, sell or misplace any organization asset provided to you and any misuse will be considered a violation of integrity as a value and may bring on disciplinary action.
- 5.4.2 In the event that any Stakeholder misplaces an Organization asset, the stakeholder must immediately report the same to his immediate supervisor, manager and the F&L/TIS representative. Please refer to the Security Policies on the Information Security Section on the intranet site for more details.

5.5 Smoking

5.5.1 Locations in India

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 4 of 32

- 5.5.1.1. In the interest of Public health, the ministry of Health & Family Welfare, Government of India has issued a notification for the prohibition of smoking of cigarettes and other tobacco products in public places.
- 5.5.1.2. This prohibition applies to our workplace/s and all the Organization offices in India will be completely smoke free with immediate effect. We will adhere to the notification in full and smoking is prohibited in and around the office premises including terraces, staircases, garages, basements etc.

5.5.2 Locations outside India

- 5.5.2.1. Smoking is not permitted in public places in certain geographies in compliance with local statute or state law. The Organization feels responsible for maintaining a healthy and safe work environment for all of its Employees and visitors to its offices and locations world-wide while respecting individual preferences. Smoking is therefore restricted in all interior locations but provisions have been made where appropriate for Employees who are either smokers or non-smokers.

5.6 Alcohol & Drug Abuse

- 5.6.1 The Organization recognizes that its future is dependent on the physical and psychological health, safety and general wellbeing of its Employees.
- 5.6.2 Alcohol and drug abuse can significantly affect an Employee’s health in turn affecting his performance, while damaging workplace morale as well as presenting a danger to co-workers. Employees with drug or alcohol dependency problems may indulge in sporadic absenteeism and may even abuse or endanger fellow workers.
- 5.6.3 To prevent this occurrence and help the Employees suffering from any such condition, the Organization has detailed the following restrictions on the use of alcohol and prohibition of drug use.
 - 5.6.3.1 The Organization prohibits the possession, consumption, manufacture, distribution or advertisement of alcohol or drugs in any of the locations that it occupies offices on a worldwide basis.
 - 5.6.3.2 Any Stakeholder who violates this policy may be subject to disciplinary action, including termination of services.
 - 5.6.3.3 The Organization reserves the right to revoke the “Offer of Employment” made in the event that a pre-employment medical test, wherever applicable, reveals or confirms conclusively either alcohol or drug abuse.

5.7 Betting & Gambling

The Organization prohibits all forms of betting and gambling at any location occupied by it or at any client site where its employees work and operate. Breach of this policy may result in disciplinary action up to and including termination.

5.8 Managing Personal Belongings

- 5.8.1 The Organization believes that personal belongings of the Employees are primarily their responsibility however this section of the Code deals with instances regarding personal belongings.
- 5.8.2 The Organization assists Employees in taking care of their personal belongings by providing them with

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 5 of 32

drawers and lockers, wherever possible, where they can keep their belongings safely. If a locker or drawer cannot be provided where employees can safely store their personal belongings, they should carry them home or to their overnight accommodation instead of leaving them in the office unattended.

5.9 Security

- 5.9.1 To protect our information systems and information resources; deal effectively with electronic attacks and natural disasters and to ensure that our information systems are always available for authorized use, the Organization has put in place an Information Security Management System (ISMS). The ISMS incorporates security policies aimed at minimizing the impact of such threats on the Organization and its Stakeholders. The ISMS policies apply to the entire corporate infrastructure, including stakeholders and individuals authorised to use the Organization’s information systems.
- 5.9.2 It is the responsibility of every Employee to contribute towards the maintenance of security of our information systems. Please refer to the Information Security Section on the intranet site for Best Practices.

5.10 Illegal Activity

No stakeholder shall commit or condone an illegal act or instruct another stakeholder to do so. No stakeholder will introduce or possess firearms; explosives, knives, or any instruments at any time while conducting him/herself on behalf of the Organization.

5.11 Use of Electronic Communication

- 5.11.1 The Organization’s electronic information resources and telephonic communication systems should be used primarily for business-related purposes. Stakeholders have the responsibility to use the Organization’s electronic information resources and telephonic communication systems in a professional, ethical and lawful manner.
- 5.11.2 Electronic Information Resources include, but are not limited to, the Organization’s network, computers, workstations, software, hardware, Internet/Intranet, electronic messaging systems (e-mail), fax machines, and palm devices.
- 5.11.3 Telephonic Communication Systems include, but are not limited to, voice mail, telephones, pagers and cellular phones.

5.12 Software License Compliance

All stakeholders shall be responsible and accountable for the proper use of software installed on their machines. They will need to ensure that they utilize software obtained and installed on their machines through the defined procurement process in the organization and not through any other means. All stakeholders understand that if a software usage non-compliance is detected during any internal or external audit, it will lead to disciplinary action against the individual concerned, in conformance with the organisation’s disciplinary procedure.

5.13 Giving and accepting gifts

- 5.13.1 No stakeholder shall directly or indirectly solicit, accept or retain, offer or make any illegal payments, remuneration, gifts, entertainment, trip, discount, service or other benefit from any Organization or person doing business with the Organization or competing with the Organization, other than (i) modest gifts or entertainment; (ii) nominal benefits as part of the normal business courtesy and hospitality that would not influence and would not reasonably appear to be capable

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 6 of 32

of influencing, such person to act in any manner not in the best interest of the Organization.

- 5.13.2 Masteekers must refer to and comply with the acceptable limits of gifts and hospitality and other requirements of Mastek’s Gift & Hospitality Policy (Global).
- 5.13.3 Any violation of these stipulations by any Employee will lead to investigations under various Statutes of Anti-Corruption and Bribery laws, with resultant actions and consequences (refer Clause 33).

5.14 No Anti-Competitive Practices

- 5.14.1 Mastek is committed to free and open competition in the marketplace. In carrying out their duties and responsibilities, all Stakeholders should endeavor to deal fairly, and should promote fair dealing by the Organization, its Stakeholders and agents, with customers, suppliers and competitors. No stakeholder should seek to take unfair advantage of anyone (including the Organization) through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Stakeholders should avoid actions that could reasonably be construed as being anticompetitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and / or misuse of a competitor’s confidential information or making false statements about the competitor’s business and business practices.

6 GUIDELINE FOR DISCIPLINARY ACTION

- 6.1 The Organization is committed towards providing a free and open work environment to all its Stakeholders to create easy access across levels and functions. Such openness can lead to improvement only in a disciplined environment where people conform to rules, policies and procedures.
- 6.2 All Stakeholders are accountable for compliance with these rules, and with all the policies, procedures and guidelines by the Organization. Any stakeholder involved in acts of misconduct will face disciplinary action in accordance with the local Disciplinary Action Policy (refer Clause 34).

7 GRIEVANCE HANDLING

The standard procedure for grievance handling in the Organization is detailed in the **Grievance Handling Policy** (refer [Clause 35](#)).

8 NATIONAL INTEREST

- 8.1 The Organization is committed to benefiting the economic development of the countries in which it operates. The Organization’s management practices and business conduct shall be in accordance with the laws of the geography in which they operate.
- 8.2 The Organization, in the course of its business activities, shall respect the culture, customs and traditions of each country and region in which it operates around the world. It shall conform to trade procedures, including licensing, documentation and other necessary formalities, as applicable.

9 EQUAL OPPORTUNITIES EMPLOYER

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 7 of 32

- 9.1 The Organization recognizes that it is essential to provide equal opportunities in relation to employment for all persons without unlawful discrimination. This Code sets out the Organization's position on equal opportunities in all aspects of employment, including recruitments, assignments, compensation, promotions, discipline and terminations and provides guidance and encouragement to Stakeholders at all levels to act fairly and prevent unlawful discrimination on the basis of sex, race, caste, color, religion, marital status, national origin, disability, age, or any other legally protected classification under the laws applicable to the geography in which a relevant section of the Organization employs Mastekers.
- 9.2 Our Code aims to promote diversity and equality in the workplace, as well as compliance with all laws, while encouraging the adoption of international best practices.
- 9.3 Stakeholders of the Organization shall be treated with dignity and in accordance with the policy of maintaining a work environment free of all forms of unlawful discrimination, harassment or retaliation. Stakeholder policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code, and with respect for the right to privacy and the right to be heard. The details can be found in the Equal Opportunities Policy of the Organization (refer Clause 36).

10 CORPORATE BUSINESS OPPORTUNITIES

- 10.1 In carrying out their duties and responsibilities, Stakeholders are prohibited from:
 - 10.1.1 Appropriating corporate business opportunities for themselves that are discovered through the use of Organization resources or information or their position as Stakeholders.
 - 10.1.2 Using Organization resources or information, or their position as Stakeholders, for personal gain; and
 - 10.1.3 Competing with the Organization, directly or indirectly.
- 10.2 A corporate business opportunity is an opportunity which is in the Organization's line of business or proposed expansion or diversification based on the Organization's business plan, which the Organization is financially able to undertake and which may be of interest to the Organization.
- 10.3 Notwithstanding what is stated in 4 (c) of this Code, any Stakeholder who learns of such a corporate business opportunity and who wishes to avail of it should first disclose such opportunity by way of an email to the Head HR. Depending on the nature of the case the Head HR may take up the matter with the CEO & the President of the Organization. In the course of discussion if it is so determined that the Organization does not have an actual or expected interest in such opportunity, then, and only then, may the Stakeholder avail of it, provided that the Stakeholder has not wrongfully utilized the Organization's resources in order to acquire such opportunity. The Stakeholder availing such opportunity will have to sever his engagement with the Organization before associating himself with the corporate business opportunity.

11 FINANCIAL REPORTING AND RECORDS

- 11.1 The Organization shall prepare and maintain its accounts fairly and accurately and in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Organization conducts its business affairs.
- 11.2 Internal accounting and audit procedures shall reflect, fairly and accurately, all of the Organization's business transactions and disposition of assets and shall have internal controls to provide assurance to the Organization's board and shareholders that the transactions are accurate and legitimate. All required information shall be accessible to Organization auditors and other authorised parties and government

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 8 of 32

agencies. There shall be no wilful omissions of any Organization transactions from the books and records, no advance-income recognition and no hidden bank account and funds.

- 11.3 Any wilful, material misrepresentation of and / or misinformation on the financial accounts and reports shall be regarded as a violation of the code, apart from inviting appropriate civil or criminal action under the relevant laws. No stakeholder shall make, authorise, abet or collude in an improper payment, unlawful commission or bribing.

12 GOVERNMENT AGENCIES

The Organization and its Stakeholders shall not, unless mandated under applicable laws, offer or give any Organization funds or property as a donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favorable performance of official duties. The Organization shall comply with government procurement regulations and shall be transparent in all its dealings with government agencies.

13 COMPLIANCE WITH APPLICABLE LAWS

- 13.1 In carrying out their duties and responsibilities, all Stakeholders, contractors and vendors must comply with all provisions of laws and regulations of the countries in which The Organization operates. It is incumbent upon the stakeholder, contractor or vendor to gain sufficient knowledge of the laws touching his duties and responsibilities in order to recognize potential dangers and know when to seek advice from the legal department.
- 13.2 In addition, if any stakeholder becomes aware of any information that he or she believes constitutes evidence of a violation of any laws, rules or regulations applicable to the Organization or the operation of its business, by the Organization, or any stakeholder, then such stakeholder is responsible for bringing such information to the attention of the Chairman of the Board or such other person as designated in this regard.
- 13.3 At the same time violations of any law, regulation, rule or regulatory order on part of the stakeholder can subject the stakeholder to individual civil or criminal liability in addition to disciplinary action from the Organization.
- 13.4 In case of any questions or queries regarding applicable laws, the Stakeholders shall contact the Organization’s legal counsel as per the geography in which they are employed.

14 POLITICAL NON-ALIGNMENT

- 14.1 The Organization and its Stakeholders shall abide by the laws of the country in which it or they operate.
- 14.2 The Organization shall not support any specific political party or candidate for political office. Stakeholders are precluded from any activity that could be interpreted as mutual dependence/ favor with any political body or person and shall not offer or give any organization funds or property as donations to any political party, candidate or campaign.

15 CONFLICTS OF INTEREST

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 9 of 32

- 15.1 A Stakeholder shall be deemed to have an actual conflict of interest when he/she is performing a duty or function of the position and in the performance of that duty or function, has the opportunity to further his or her private interests. Every Stakeholder shall perform his or her duties conscientiously. He or she must avoid any situation in which there is an actual or apparent conflict of interest that could interfere or could be perceived to interfere with his or her judgement in making decisions in the best interests of the Organization.
- 15.2 All Stakeholders are expected to disclose all the circumstances that constitute an actual or apparent conflict of interest. These disclosures shall be made to the Chairman in case of Executive Directors of the Board of Mastek Limited and to immediate Supervisor or HR depending on the issue, in case of other employees.
- 15.3 Following are examples of the situations that **CAN** constitute a conflict of interest but this list is not exhaustive.

15.3.1. Concurrent Employment

Stakeholders are expected to devote their full attention towards their job and perform their roles and responsibilities with undivided efforts. The Organization prohibits any stakeholder from accepting concurrent employment with a competitor, supplier, or customer of the Organization. In addition any areas of interest or other employment, including self-employment, which the stakeholder engages in outside of their normal hours of work and which might lead to a conflict of interest or the Stakeholder using Organization time and resources, must be disclosed immediately to the Organization through channels state above.

15.3.2. Business Interests

Employees shall declare at the time of joining the Organisation if they have any business interest that could create a potential conflict of interest under this Code. This declaration will be required to be made as & when the employees create such an interest during the currency of their employment with the Organisation. The declaration shall be given by way of an e-mail or a letter to the Head HR notwithstanding any outside business activity. All Stakeholders are required to act in the best interests of the Organization and if a declaration is made which amounts to a conflict of interest which is unacceptable, the Organization can give appropriate notice to the employee to cease any interest within a prescribed time frame.

15.3.3. Related Parties

The Employee must not be involved, in a significant role, in any business transaction with a party that has the Employee’s relative playing a major or indirect role. The relative would include father, mother, siblings, grand parents, children, spouse, inlaws, cousins, aunts, uncles, nieces and nephews. In the event of such transaction being unavoidable it must be disclosed by the Employee to his/her immediate superior.

- 15.4 The examples cited above are illustrative and not exhaustive. In case of doubt, your immediate Supervisor should be approached. Also, please see Compliance Standards & Procedures (refer Clause 30).
- 15.5 The following examples are the situations that would NOT constitute a Conflict of Interest.

15.5.1 Professional Activities outside the Organization:

15.5.1.1 Stakeholders can be part of certain groups or Organizations outside the Organization as long as prior written approval has been given by the Employee’s immediate superior. Such other interests include office bearer of professional bodies, participating in professional knowledge sharing forums, being a faculty in part time or full-time degree or diploma programs, and publishing a book or paper.

15.5.1.2 The stakeholder must make sure that such an engagement does not result in him/her sharing sensitive or propriety information about the Organization or being in breach in any way of his

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 10 of 32

or her obligations to the Organization. The Stakeholder is free to retain any appointment but is expected to obtain written permission from his/her superior by email.

15.5.2 NGO's :

Honorary position in a non-profit Organization provided there is no Conflict of Interest.

15.5.3 Social, Religious or Political Activities:

Participating in social, religious or political activities is not restricted as long as the Stakeholder participates as an individual and not as a representative of the Organization and there is no Conflict of Interest as described in this Code.

16 ORGANISATION PROPERTY

- 16.1 The assets of the Organization should be used by Stakeholders only for the legitimate business purposes and are strictly prohibited from using the assets of the Organization, confidential or proprietary information or other benefits of their position for their personal gain.
- 16.2 Any suspected incident of fraud, mismanagement of assets or theft should be immediately reported for investigation to the Chairman of the Board Of Mastek Limited or such other person as may be designated in this regard.
- 16.3 Please refer to the policy regarding use of property and equipment which is available on the Organization's intranet site.

17 CONFIDENTIALITY OF ORGANISATION INFORMATION

17.1 Confidentiality

- 17.1.1 All Stakeholders should at all times maintain the confidentiality of all confidential information and all records of the Organization and must not make use of or reveal such information or records except in course of the performance of their duties or unless the documents or information becomes matter of general public knowledge.
- 17.1.2 Similarly, Stakeholders should not use the confidential information obtained through their association or employment with the Organization to further their private interests or the private interests of their relatives. The intellectual property rights developed by them during their employment with the Organization shall belong to the Organization and they shall execute all necessary documentation in order to transfer the rights created in any intellectual property to the Organization whenever required to do so.

17.2 Salary Confidentiality

- 17.2.1 It is important to understand that the salary information is part of confidential contract between an individual and the company. Salary is determined considering several factors which may not be immediately apparent and unnecessary disclosure may cause confusion or doubt with regard to the application of fairness in the levels of compensation provided to our employees.
- 17.2.2 Competitive wages is key to our success and Mastek strives to ensure that appropriate and fair wages are provided for our employees in an effort to retain, motivate and provide maximum benefit, both to our staff and the Company. Our wages and other forms of compensation are determined based on a large number of factors (e.g. performance reviews, years of experience, years worked at Mastek, etc.).

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 11 of 32

- 17.2.3 All Mastek salary information is confidential and should not be disclosed for any reason, other than as required for appropriate financial reporting purposes. Further, Mastek requests that all employees keep their wages, benefits, bonuses and any other form of compensation confidential, and avoid providing or otherwise broadcasting this information with other Mastek employees, or with any third-party that does not have a bona fide need to know. In case of a query as to what constitutes appropriate reason for disclosure, please reach out to your respective HR SPOC.
- 17.2.4 Any unauthorized disclosure of confidential information by employees may impede our ability to effectively compete for talent, may create unnecessary conflict and disputes, and could lead to disciplinary action up to and including termination of employment.

18 NON-DISCLOSURE OF CONFIDENTIAL INFORMATION

- 18.1. A stakeholder must abide by the clause, about the non-disclosure of confidential information, stated in the “Non-Disclosure Agreement” or the contract of employment signed by the stakeholder at the time of entering into employment with the Organization. In case a disclosure of confidential information has to be made to a potential business partner; the stakeholder must make sure that a non-disclosure agreement is signed by the party.
- 18.2. Guidance and template documents are available from the legal department regarding nondisclosure agreements. The stakeholder must not sign any non-disclosure agreement of the customer or supplier without following the Non-Disclosure Agreement Policy.

19 COMPLIANCE TO CORPORATE POLICIES

All external communications by designated Stakeholders shall be in accordance with the Information Security Policy of the Organization. Stakeholders using the Organization’s computer database or electronic mail system will be expected to comply with the internal policies and procedures that guide the storage, use and transmission of information through this medium.

20 PUBLIC REPRESENTATION OF THE ORGANISATION

The Organization honors the information requirements of the public and its Stakeholders. In all its public appearances, with respect to disclosing Organization and business information to public constituencies such as the media, the financial community, Stakeholders and shareholders, the Organization or subsidiaries shall be represented only by specifically authorized directors and Stakeholders. It shall be the sole responsibility of these authorized representatives to disclose information about the Organization.

21 FAIR DEALING

In carrying out their duties and responsibilities, all Stakeholders should endeavour to deal fairly, and should promote fair dealing by the Organization, its Stakeholders and agents, with customers, suppliers and competitors. No stakeholder should seek to take unfair advantage of anyone (including the Organization) through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

22 TRADING OF THE ORGANIZATION SHARES

In trading of Mastek Limited’s shares while in possession of the confidential information, Stakeholders shall abide by the provisions contained in the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) regulations, 1992 as amended from time to time and all applicable laws and regulations including the Organization’s Code of Insider Trading regulations.

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 12 of 32

23 SHAREHOLDERS

The Organization shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholder rights. The Board of Directors of the Mastek Limited shall duly and fairly inform its shareholders about all relevant aspects of the Organization’s business, and disclose such information in accordance with relevant regulations and agreements.

24 ETHICAL CONDUCT

Every stakeholder of the Organization, including full-time Directors and the Chief Executive, shall exhibit culturally appropriate deportment in the countries they operate in, and deal on behalf of the Organization with professionalism, honesty and integrity, while conforming to high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be so by third parties.

25 INTEGRITY OF INFORMATION/RECORDS

No stakeholder shall create or condone the creation of a false record and shall not destroy or condone the destruction of a record, except in accordance with the guidelines laid down in this regard or permitted under any law of the land for the time being in force.

26 CORPORATE CITIZENSHIP

26.1. The Organization shall be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by actively assisting in the improvement of quality of life of the people in the communities in which it operates. The Organization shall encourage volunteering by its Stakeholders and collaboration with community groups.

26.2. The Organization shall not treat these activities as optional but should strive to incorporate them as an integral part of its business plan.

27 THE ENVIRONMENT

27.1. The Organization shall comply with all the laws & regulations concerning the protection of the environment and make every effort to be informed and aware of the environmental issues concerning the business of the Organization.

27.2. All business undertaken by the Organization will be conducted in accordance with the laws and regulations concerning the protection of the environment and all reasonable efforts.

27.3. Lobbying in Support of Climate Change:

Mastek is purpose-led company and focuses on responsible business growth by promoting equitable and responsible future for all. To continue to be drive by this purpose, Mastek works with internal and external stakeholders to enhance the global ecosystem sustainability. This standard applies to lobbying activities undertaken by the executive leadership of Mastek across its Indian and global operations and subsidiary companies by engaging and participating in public policy matters with the objective to share and disseminate knowledge and best practices and co-create technology enabled solutions for society.

- Mastek has zero tolerance for any actions that are intended with corrupt or illegal purposes, or that may improperly influence any decision. Transparency, honesty and integrity are the core values that reflect in every action that Mastek undertakes.
- All lobbying activities should enable widely informed decision making conducive to Mastek’s sustainable business in pursuit of the company mission and must be in line with applicable regulations.

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 13 of 32

- Mastek’s associates must not attempt to improperly influence any decision by inducing lobbied stakeholders to act or not to act in violation of their lawful duties.
- Mastek’s associates must disclose that they are representing Mastek Ltd and or its subsidiaries and must provide truthful and non-misleading information based on a sound understanding of the discussed issue.
- Obtain prior clearance from Legal before starting specific discussions of potential employment of former policymakers.

The oversight mechanism, which is a part of Mastek’s robust corporate governance, comprises ESG Governance and Enterprise Risk Governance, led by the CSR Committee and the Risk Management and Governance Committee of the Board, respectively.

Any stakeholder who wishes to raise an issue of concern confidentially, is able to do so through the Mastek’s whistle-blower process [Whistle-Blower-Policy-2021.pdf \(mastek.com\)](#).

28 WHISTLE BLOWER

- 28.1. Stakeholders should endeavour to promote ethical behaviour by all concerned and to encourage Stakeholders to report evidence of illegal or unethical behaviour to appropriate Organization personnel, a Whistle Blower Policy is introduced. It is the policy of the Organization not to allow retaliation against any stakeholder who makes a good faith report about a possible violation of this Code.
- 28.2. Till 30-Sep-2014, the Whistle Blower Policy was embedded into the COBCE Policy but, from 1-Oct-2014, the Whistle Blower Policy has been detached from COBCE Policy and announced as a separate Policy, applicable globally.

29 WAIVERS & AMENDMENTS

Any amendment or modification to this Policy shall be with the prior approval of the Board of Directors of Mastek Limited.

30 COMPLIANCE STANDARDS & PROCEDURES

- 30.1. We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations there may be “gray areas” for which it may be difficult to know the right thing to do. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are some steps to keep in mind:
- 30.2. Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- 30.3. Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- 30.4. Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- 30.5. Discuss the problem with your Supervisor. This is the basic guidance for all situations. In many cases, your Supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your Supervisor’s responsibility to help solve problems.

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 14 of 32

- 30.6. Seek help from the Organization’s resources. In the rare case in which it may not be appropriate to discuss an issue with your Supervisor or where you do not feel comfortable approaching your Supervisor with your question, discuss it with the Head of Human Resources.
- 30.7. Your report of violations of this Code is in confidence and without fear of retaliation. Confidentiality will be observed in connection with any reports under this Code and disclosure of information will be made only as reasonably necessary to conduct a legally required investigation. The Organization does not permit retaliation of any kind against Stakeholders for good faith reports of violations of this Code or questionable accounting or auditing matters. “Good faith” does not mean that you have to be right - but it does mean that you believe that you are providing truthful information. The important thing is that you bring your question or concern to our attention through one of the available channels.
- 30.8. Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

Note: In case of statutory regulations of a particular country with respect to any of the sections mentioned in this Code of Conduct and Business Ethics being different, the former provisions will override that which has been stated in this document. The provisions of such sections will be given in the Employee Handbooks of each country.

31 DRESS CODE POLICY

31.1 Purpose

This Policy serves the purpose of specifying a Dress Code for Mastekers during Client interactions and for ensuring that their dress and grooming are appropriate to the work situation.

31.2 Scope

The scope extends to all Stakeholders, direct Consultants and Sub Contractors at all the locations of the Organization in India, when interacting face to face with Clients in the course of work e.g. meetings, presentations etc. This Policy has to be adhered to unless otherwise specified by the Client.

31.3 Objective

The objective of this Policy is to enable Mastekers project a professional image at all times whether their work involves meetings with clients/customers or not.

31.4 Standards of the Dress Code

31.4.1. Dress code:

Your personal appearance is an important contribution to the image and reputation of our business. It is essential for you to project a professional image whether your work involves meetings with clients/customers or not. Please observe standards of dress and appearance (e.g. hair and body adornment) appropriate to working in a professional environment. In all cases we expect you to be both conventionally dressed and smart.

31.4.2. Client Perception:

Our overall consideration is that whilst casual business attire is now the norm in many sections of the business, each individual stakeholder is required to dress appropriately according to the nature of his/her job and the environment in which he/she works. Even though all roles may not interact directly with clients, staff should note that clients are on the premises almost every day and decisions they make about our business may be influenced by the image presented by our Stakeholders.

31.4.3. General Rules:

31.4.3.1. All through the week (Monday to Friday), the Dress Code shall be ‘Business Formals’ or ‘Business Casuals’.

31.4.3.2. For Gentlemen, it shall be half or full sleeved collared Shirts, collared T-Shirts, formal Trousers,

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 15 of 32

single coloured full length Jeans, Corduroys and Chinos. These can be paired with appropriate footwear like formal black or brown leather Shoes, Loafers or Sports Shoes. Floaters are to be avoided.

- 31.4.3.3. For Ladies, it shall be Saree, Salwar/Churidar/Leggings with Kameez, Kurtis, Tops, collared Shirts/T-Shirts, formal Trousers, single coloured full length Jeans, Corduroys, Chinos and full/knee-length Skirts. These can be paired with appropriate footwear.
- 31.4.3.4. Non-collared T-Shirts & Shirts or T-Shirts with gaudy graphics and caricatures should be strictly avoided by both Gentlemen & Ladies.
- 31.4.3.5. Mastekeepers should consider their activities for the day (whether there are any formal meetings with any Customer or any formal gathering, etc.) and then decide what to wear.
- 31.4.3.6. In line with the Mastek 4.0 principles of taking 100% ownership, Musketeers should be their own judges and maintain a high level of professionalism by following the Dress Code such that they display professional image to customer, fellow Mastekeepers and other guests and visitors to the Company’s premises. Failure to comply with the minimum standard Dress Code norms will be taken up with the concerned individuals.
- 31.4.3.7. The Organization reserves the right to redefine the Dress Code if, at any stage, it feels that it is compromising our reputation or has an adverse impact on its business relations.

32 UNLAWFUL HARASSMENT/SEXUAL HARASSMENT POLICY

32.1. Preamble

- 32.1.1. The purpose of the Unlawful Harassment Policy is to convey to every Mastekeeper that the Organization’s goal to create a healthy and friendly working environment is an extremely important one.
- 32.1.2. The Organization will treat allegations of unlawful harassment, of both genders, including sexual harassment, very seriously and will make every effort to investigate any claim of such harassment in a fair and equitable manner. Gender neutrality will be maintained in handling allegations of unlawful harassment.
- 32.1.3. The Unlawful Harassment Policy will be largely governed by ‘The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, (hereinafter referred to in this document as ‘SHWW Act’), in so far as its applicability, investigation process and other aspects of the law are concerned.

32.2. Scope & Applicability

The Unlawful Harassment Policy is applicable to all Mastekeepers, MASTEK’s customers, clients, vendors, business associates and any other non-employee over whom MASTEK has direct control. It is the Organization’s resolve that any form of Harassment including sexual harassment will not be tolerated in any of its Offices or by any of its representatives.

32.3. Objective - Prohibition

The objective of this document is to foster a professional, open and trusting workplace. As a statement, sexual harassment of any form at workplace is very strictly prohibited in Mastek, regardless of the gender of persons involved. Mastek shall initiate appropriate steps to prevent any kind of sexual harassment in its workplace. It shall also conduct periodic orientation and training to all its employees and other stakeholders like Vendors, Contractors, Sub-Contractors, Visitors, etc.

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 16 of 32

32.4. Definition of Sexual Harassment

32.4.1. Sexual harassment consists of unwelcome sexual advances, requests for sexual favours, or visual, verbal, or physical conduct of sexual nature.

32.4.2. Examples of conduct that may constitute sexual harassment are:

32.4.2.1. Verbal: A sexual innuendo, suggestive comments, jokes of sexual nature, sexual propositions, lewd remarks, threats, and requests for any type of sexual favor.

32.4.2.2. Non-verbal: Unwelcome, unwanted physical contact. The distribution or display of any written or graphic material, including calendars, posters and cartoons that are sexually suggestive, or show hostility towards an individual or group because of sex. Suggestive leering, staring, whistling, obscene gestures or letters, notes, facsimiles and e-mails where the content is sexual in nature.

32.5. Prevention

32.5.1. Mastek shall introduce suitable steps to prevent any kind of sexual harassment at workplace. Detailed awareness sessions shall be conducted for all employees and other stakeholders so that everyone is made aware of the need to prevent any kind of sexual harassment.

32.5.2. Special orientation/Workshops shall be conducted for the Internal Compliance Committee Members (the SHRC - Sexual Harassment Redressal Committee) so as to make them aware of the processes around preventing and dealing with sexual harassment incidences at workplace.

32.6. Compliance

32.6.1. The Unlawful Harassment Policy, specifically governed by the SHWW Act, is part of this Code of Business Conduct & Ethics Policy. This Policy is widely circulated amongst the employees as well as other stakeholders through Intranet and Company’s website publication. Awareness is established through personal briefings during new employee joining Inductions as well as through specific undertakings being executed with other stakeholders like Vendors, Contractors, Sub-Contractors, etc.

32.6.2. An Internal Compliance Committee, titled Sexual Harassment Redressal Committee (SHRC) has been constituted, comprising of members as recommended in the SHWW Act. i.e. more than 50% of the Committee Members are women, the SHRC is headed by a woman and it has co-opted an external female member from an NGO. Such Committees are constituted in all the locations where the Company has its offices - i.e. in Mumbai and Pune. A list carrying the names of these Committees is also announced and circulated to all stakeholders. For employees at the customer locations in India, the committee constituted in Mumbai will be the contact point for any matter related to SHR.

32.6.3. The SHRC Members will hold office for a period of 3 years and will be eligible for reappointment for further terms and such revised list will be periodically announced and shared with all stakeholders.

32.7. Procedure

32.7.1. The Organization is an equal employment opportunity provider and unlawful harassment of any kind including sexual harassment is forbidden. The Organization is committed to ensuring Stakeholders are treated fairly and equitably in an environment free of intimidation and sexual harassment. Harassment is an unacceptable form of behavior which will not be tolerated under any circumstances. It is also unlawful. All complaints of unlawful harassment and sexual harassment will be treated seriously and promptly, with due regard to confidentiality. Disciplinary action will be taken against any stakeholder who, after thorough investigation, is found to have breached the Policy.

32.7.2. Following process shall be followed by the person who is sexually harassed (affected person):

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 17 of 32

- 32.7.2.1 Inform the offender that the behavior is offensive, unwelcome and against the Organization’s policy around Sexual Harassment and it should stop forthwith (this step is valid only if the affected person feels comfortable enough to approach the offender directly)
- 32.7.2.2 Affected person should keep a record of the incident(s)
- 32.7.2.3 32.7.2.3. If the unwelcome behavior continues, the affected person should contact the ‘Sexual Harassment Redressal Committee (SHRC) formed for this purpose
- 32.7.3. The process for filing a formal complaint with SHRC, under the SHWW Act, shall be as under:
 - 32.7.3.1 The Complainant will need to make a written complaint, within 3 months of the actual incident, to any member of the SHRC. The complaint should be accompanied by all relevant details of supporting evidences (emails or transcripts of any communication related to the harassment), including the contact name and coordinates of any witnesses.
 - 32.7.3.2 If the complaint is against one of the SHRC members, then the complaint should be raised with the Local Complaints Committee (Dy. Labour Commissioner of the City where the Company operates).
 - 32.7.3.3 The SHRC shall, within 7 working days of receiving the complaint, send a copy of the complaint to the person against whom the complaint is made.
 - 32.7.3.4 The person against whom the complaint is made should respond to the SHRC, within 10 working days of receiving the complaint copy. Such response should carry details of any supporting evidence or transcripts of any communication or contact names and coordinates of any witnesses which can be used as a defence in the complaint.
 - 32.7.3.5 The SHRC shall then take up the complaint for investigation.
 - 32.7.3.6 The SHRC shall ensure that the investigation is completed within 90 days, reckoned from the date of complaint.

32.8. Redressal / Complainant’s Rights

During the course of the investigation, the Complainant will have a Right -

- 32.8.1. to request for a transfer of self to another location within the organisation
- 32.8.2. to request for leave, not exceeding 3 months
- 32.8.3. to request prohibition of her performance appraisal by the person against whom the complaint has been made Besides, the Complainant will also be entitled to seek assistance from the Company to file a police complaint in the said harassment.

32.9. Redressal Process steps

- 32.9.1 The SHRC shall complete its investigation, within 90 days from the date of receiving the complaint.
- 32.9.2 The SHRC shall provide copies of its findings to both the Complainant and the person against whom the complaint is made, within 10 days of completion of its investigation.
- 32.9.3 Both the Complainant and the person against whom the complaint is made should be given sufficient time to respond to the SHRC’s investigation findings.
- 32.9.4 If the allegations are proved, appropriate action to be recommended by SHRC against whom the

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 18 of 32

complaint is made.

- 32.9.5 If the allegations are not proved, SHRC to check if the complaint was false or malicious and if yes, recommend appropriate action to be initiated against the Complainant.
- 32.9.6 If the allegations are not proved and if the complaint was also not false or malicious, closure of the case with no action on either side.
- 32.9.7 The Organization/HR Dept. to complete the SHRC recommended action within 60 days of completion of investigation.

32.10. Redressal - Conciliation & Settlement

- 32.10.1 If, after making a complaint, the Complainant wishes to have a settlement or wants to withdraw the complaint, it can be done only if the SHRC has not initiated the investigation process. In other words, once SHRC has initiated the process of investigation, the investigation process has to be completed and cannot be stopped.
- 32.10.2 However, if the investigation process has not started, the SHRC can then entertain such a request from the Complainant and initiate conciliation between the Complainant and the person against whom the complaint is raised. The conciliation can be in any manner but not for any materialistic gain or involvement of money in lieu thereof.
- 32.10.3 If the matter is settled as part of the conciliation process, the person against whom the complaint is made has to honour the settlement. If he does not honour the settlement or if the matter itself is not settled through conciliation process, the investigation process has to be continued and proceeded as per normal investigation process outlined above.

32.11. Consequences for the person against whom complaint is made

- 32.11.1. In line with the recommendations of the SHWW Act, if the complaint is proved after the process of SHRC investigation, the person against whom the complaint is made may be liable to suffer damages by way of compensation to the Complainant. He shall also be liable for further punishment as prescribed by the SHRC based on the Company’s Code of Conduct and Service Rules. Depending on the gravity of the offence, the punishments could be by way of warning, apology, no increment or promotion, suspension, termination from services or any other appropriate form of punishment.
- 32.11.2. If the complaint is not proved, there is no action on the person against whom the complaint is made.

32.12. Consequences for false or malicious complaint

If it is established in the process of SHRC investigation that the Complainant had filed a false or malicious complaint against anyone, the Complainant shall be liable for punishment as prescribed by the SHRC based on the Company’s Code of Conduct and Service Rules. Depending on the extent of damage caused by the false or malicious complaint, the punishments could be by way of warning, apology, no increment or promotion, suspension, termination from services or any other appropriate form of punishment.

32.13. Confidentiality

- 32.13.1. Keeping in mind the sensitivity of the subject, confidentiality will be maintained by the SHRC and the Company, in all matters of sexual harassment cases. In specific, the following shall not be disclosed, published, communicated or disseminated in any manner to the public, press or media :

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 19 of 32

- 32.13.1.1 Identity & co-ordinates of the Complainant, the person against whom the complaint is made or the witnesses ;
- 32.13.1.2 Any information relating to the settlement, settlement proceedings or investigation.

32.13.2. However, the following may be situations of exceptions where information may be shared :

- 32.13.2.1 Information regarding justice provided to the Complainant, without revealing any information that could lead to identification of any of the parties.
- 32.13.2.2 Compliance information about the complaint investigated and the findings with any of the Company’s Auditors who will require the details as part of the Company audit, to certify on Company’s financial liabilities, if any, related to such complaints.

32.14. Some Do’s and Don’ts - for Employees & Stakeholders

- 32.14.1 All Employees & Stakeholders should familiarise themselves with the policies and practices around the sexual harassment and the process explained in the Policy.
- 32.14.2 As a first step, if you are harassed, take it with the concerned person directly and ask him to stop such action forthwith.
- 32.14.3 Wherever possible, retain records of harassment (in the form of emails, letters, SMS’s, photographs, etc.) which can be relied and referenced upon during an investigation process. It will also be useful for proving your complaint.
- 32.14.4 Even if you are not harassed but you are aware of any of your colleagues or friends being harassed, feel free to raise it on their behalf as part of a whistle blowing route, in the interest of Company’s resolve to maintain a good working environment.
- 32.14.5 Be conscious of your behaviour and communications, particularly on social media platforms; what may seem to be quite normal for you could be very offensive or objectionable and be seen as a harassment to another!
- 32.14.6 Co-operate with the SHRC during the investigation process and attend all hearings without fail and provide complete, truthful information.
- 32.14.7 Do not indulge in rumour mongering and loose talk about alleged instances of sexual harassment or about the individuals involved. Maintain confidentiality, as both sides are entitled to their privacy.
- 32.14.8 Do not suppress instances of sexual harassment.
- 32.14.9 Do not delay in reporting sexual harassment cases. It is very difficult to prove sexual harassments with passage of time.

32.15. Some Do’s and Don’ts - for Managers

- 32.15.1 Sensitise your subordinates to issues of sexual harassment and educate them on the consequences.
- 32.15.2 If anyone draws your attention to incidents of sexual harassment, encourage the person to report such incidents to the SHRC immediately.
- 32.15.3 Do not discourage anyone from reporting behaviour, which he/she thinks is sexual harassment.
- 32.15.4 Do not intimidate or retaliate against someone who has complained of sexual harassment. If done, such conduct could also be construed and reported as sexual harassment.

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 20 of 32

32.15.5 Do not draw conclusions from any complaint without going through the full investigation process.

32.16. Other Process Steps

32.16.1 All complaints of harassment that are reported will be investigated promptly, in an impartial manner, and as confidentially as possible. The Organization will undertake or direct a thorough and objective investigation of the harassment allegations. Stakeholders are expected to cooperate with any investigation, whether they are the accuser, the accused, or a possible witness.

32.16.2 Where such conduct amounts to a specific offence under any other Law prevalent in the State/Country of its occurrence (e.g. under the Indian Penal Code, if in India), the concerned authorities shall initiate appropriate action in accordance with the Law, by making a complaint to the appropriate authority.

32.16.3 In particular, it should be ensured that the affected persons or witnesses are not victimized or discriminated against while dealing with complaints of sexual harassment.

32.16.4 Regardless of the outcome of the complaint made in good faith, the Stakeholder lodging the complaint and any person providing information or any witness, will be protected from any form of retaliation. While dealing with complaints of sexual harassment, the SHRC shall ensure that the complainant or the witness is not victimized or discriminated against by the accused.

32.16.5 Any unwarranted pressures, retaliatory or any other type of unethical behaviour from the accused against the complainant while the investigation is in progress, should be reported by the complainant to the SHRC as soon as possible. Disciplinary action will be taken by SHRC against any such complaints which are found genuine.

32.16.6 The SHRC shall maintain complete and accurate documentation of the complaint, its investigation and the resolution thereof. The incident would be documented in both the complainant's and the accused's files with the full report from the SHRC.

32.17. Unlawful harassment is not just unlawful during working hours or in the workplace itself. The behaviour is unlawful in any work-related context, including conferences, work functions, business or field trips, and interactions with clients.

32.18. This Policy has been evolved as a tool to ensure that in the interest of justice and fair play, the affected Stakeholders have a forum to approach in the event of instances of unlawful and sexual harassment. However, if on investigation it is revealed that the complaint was made with a malicious intent and with the motive of maligning the concerned individual / tarnishing his/her image in the Organization and to settle personal/professional scores, disciplinary action may be taken against the complainant.

32.19. The Stakeholders who are victims of unlawful and sexual harassment may, in addition to the above, seek legal remedies as may be provided under the various laws for the time being in force.

32.20. After closure of every harassment complaint, a confirmation of satisfactory closure of the complaint will need to be obtained from the complainant, with a clear statement of no monetary claim or damages on the Company.

32.21. The SHRC shall meet on a periodic basis to take stock of any improvement measures to be brought about in the Company's Unlawful Harassment Policy due to any legislation changes to the issue of sexual harassment at workplace or due to any specific instances within the organisation or to any external developments. It shall also review any cases of Sexual Harassment Complaints, if any, received from any quarter within the organisation and maintain appropriate records of the same.

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 21 of 32

33. ANTI - BRIBERY AND CORRUPTION POLICY

33.1 The following are the Organization’s rules in relation to anti-bribery and corruption matters, and apply to all its stakeholders. Compliance with the Organization’s policy in relation to bribery and corruption is a term of employment or engagement with every stakeholder. If the concerned individuals fail, for any reason, to follow the rules set out in this document, it will result in disciplinary action being initiated, resulting even in termination of the employment or engagement.

33.2 Definitions

33.2.1 Bribery is the offer or receipt of any gift, loan, payment, reward or other advantage to or from any person as an encouragement to do something dishonest, illegal or a breach of trust, in the conduct of the Organization’s business. The extent of permissible value for Gift is defined on page 8 of this document.

33.2.2 Corruption is the misuse of entrusted power for private gain, contravening applicable Anti-Bribery and Anti-Corruption legislation.

33.3 Every stakeholder in the Organization should, at all times, act in accordance with the following provisions:

33.3.1 behave honestly, be trustworthy and set a good example;

33.3.2 use the resources of the Organization in the best interests of the Organization and do not misuse those resources;

33.3.3 make a clear distinction between the interests of the Organization and self-interests to avoid any conflict of interest, and if such conflict does exist, report it to the Organization’s specified Ombudsmen immediately;

33.3.4 ensure that any community support, sponsorship and charitable donations do not constitute bribery, and if in doubt, consult the Organization’s Head HR;

33.3.5 do not give anything of value, directly or indirectly, to government officials in order to obtain or retain business;

33.3.6 confidentially report all incidents, risks and issues which are contrary to this policy document to the Organization’s Head HR ;

33.3.7 raise any issues regarding anti-bribery and corruption laws and violation of the Organization’s policies. Queries will be dealt with utmost seriousness and wherever required and permitted;

33.3.8 Do not offer or accept bribes under any circumstances or for any pretext;

33.3.9 Do not, without express prior written approval from the Organization, offer or accept any gifts or hospitality to or from clients, contractors, suppliers, other third parties or public officials (save for what has already been defined elsewhere in this document related to acceptance of Gifts) which shall be construed as an act of corruption or bribery.

33.3.10 Do not make political contributions on behalf of the Organization, or use assets, facilities and resources of the Organization for political purposes at any time, except as may be expressly authorized by the Head HR.

33.4 The goal of this policy is to ensure that the stakeholders and the Organization will not, at any time, knowingly breach any applicable anti-bribery and corruption legislation, and so that the Organization can demonstrate that it has adequate procedures in place to prevent such activity.

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 22 of 32

33.5 All stakeholders have an independent obligation to prevent bribery and corruption in the Organization and to ensure that any interaction with public officials complies with this policy document and relevant laws.

34. DISCIPLINARY ACTION POLICY

34.8. Purpose

The purpose of the document is to outline and standardize the process for Disciplinary Action.

34.9. Objective

To execute disciplinary action in an appropriate manner for acts of misconduct in the Organization

34.10. Procedure

- 34.10.1. Disciplinary action in case of misconduct will be initiated against a Mastekeer based on written complaint from Supervisor/ other Mastekeers / customer or suppliers following a proper investigation of the facts and evidence available.
- 34.10.2. All the written complaints received by Unit head / Supervisors / HR will be sent to HR Representative. After receiving the approval from Unit Head, the HR Representative will investigate the complaint. While investigating the complaint, opportunity will be given to the Mastekeer under the ‘principle of natural justice’ to defend himself and make relevant representations to the HR Representative during any meeting or in writing thereafter and as required.
- 34.10.3. The HR Representative will submit its finding of the investigation to Unit Head. Based on the findings a decision will be taken by Unit Head and HR Representative as to whether the Mastekeer is guilty or not of the alleged act of misconduct.
- 34.10.4. If the Mastekeer is found to be guilty then HR Representative will execute disciplinary action as per guidelines.
- 34.10.5. In case the guidelines do not cover the misconduct then the Head HR will be consulted before taking any action.
- 34.10.6. Personal file will be updated with the relevant communication on the action.

34.11. Misconduct & Disciplinary Action Guidelines

- 34.11.1. Stakeholders found responsible for misconduct will face disciplinary action by way of Verbal warning, written warnings, suspension or termination of services depending upon the gravity of the situation & the consequences of misconduct
- 34.11.2. The guideline to Disciplinary Action is tabulated below. The below list is not all inclusive, and there may be other circumstances for which Stakeholders may be disciplined or terminated. If you have any questions about these rules, or what we expect of our Stakeholders, please discuss them with your HR Representative or manager.

TYPE OF MISCONDUCT	TYPE OF DISCIPLINARY ACTION	AUTHORITY TO TAKE ACTION
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Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 23 of 32

<p>Irregular Attendance</p>	<ul style="list-style-type: none"> • Counseling • Warning letter • Based on the severity and impact of the event, a Zero Tolerance approach will be followed through termination. 	<ul style="list-style-type: none"> • Supervisor and HR Representative • Group Chief People Officer
<p>Not reporting to Office for more than 10 days</p>	<ul style="list-style-type: none"> • Written communication asking for explanation for absence through registered mail • subsequent action of termination of services in case there is no reply after 3 communications 	<ul style="list-style-type: none"> • Supervisor and HR Representative • Group Chief People Officer, Unit Head and Function/GEO Head
<p>Misbehavior</p>	<p>Enquiry followed by appropriate action:</p> <ul style="list-style-type: none"> • Counseling and verbal warning written warning/suspension for 4 days. • Termination 	<ul style="list-style-type: none"> • Supervisor and HR Representative • HR Representative and Unit Head • Group Chief People Officer and Function/GEO Head.
<p>Misuse of Office Equipment and Facilities.</p>	<p>Enquiry followed by appropriate action:</p> <ul style="list-style-type: none"> • Counseling and verbal warning • Warning letter • If no improvement suspension/ termination 	<ul style="list-style-type: none"> • Supervisor and HR Representative • HR Representative and Unit Head • Group Chief People Officer and Function/GEO Head
<p>Disobedience and non-compliance to Organization policy including Information Security Policy</p>	<p>Enquiry followed by appropriate action:</p> <ul style="list-style-type: none"> • Counseling/verbal warning • Written warning • If no improvement suspension, termination 	<ul style="list-style-type: none"> • Jointly by supervisor and HR Representative • HR Representative and Unit Head • Group Chief People Officer and Function/GEO Head
<p>Fraud/Theft</p>	<ul style="list-style-type: none"> • Enquiry • Appropriate disciplinary action including suspension for 4 days, termination 	<ul style="list-style-type: none"> • HR Representative and Unit Head • Group Head - HR and Function/GEO Head
<p>Sexual Harassment</p>	<ul style="list-style-type: none"> • As recommended under the Unlawful Harassment Policy / SHWW Act, described in this Policy document, depending on the extent of misconduct, as evidenced in the investigation by SHRC. • Based on the severity and impact of the event, a Zero Tolerance approach will be followed through termination. 	<ul style="list-style-type: none"> • Group Chief People Officer

<p>Information security policy with respect to restrictions on the following:</p> <ul style="list-style-type: none"> • Sharing of passwords and tokens • Hosting/Managing cloud infrastructures without required security controls for Mastek business work • Transferring of Mastek/customer data to personal devices Storing sensitive data on public domains (Outside Mastek and customer infrastructure 	<ul style="list-style-type: none"> • Termination (ZERO TOLERANCE on high impact or potentially high impact non-compliance /violation.) 	<ul style="list-style-type: none"> • -BHR Representative, BHR Head, • Group Chief People Officer and Unit Head
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35. GRIEVANCE HANDLING

35.8. Purpose

The purpose of this document is to define the procedure for Grievance Handling in the Organization. In the event there exists a Policy for Grievance Handling, specific to the geographic origin of the employer, that Policy will override the below Policy.

35.9. Objective

To redress the grievances of the Stakeholders arising from any decision, act or omission by any person or persons within the Organization which is considered wrong, mistaken, unjust or discriminatory, and is causing concern or distress.

35.10. Procedure

- 35.10.1. The aggrieved Stakeholder will bring to the notice of Manager or the HR Representative any grievance as perceived by him / her.
- 35.10.2. If the grievance is made by a person in another department, the same will be forwarded to concerned department for resolution and Stakeholder will be informed accordingly.
- 35.10.3. The Manager and/or HR Representative will investigate the matter and collect all the relevant facts.
- 35.10.4. In exceptional cases, where the Unit Head and HR Representative feel the grievance is of serious nature, the escalation will be taken to Group Head - HR who may refer it a Director of Mastek Limited.
- 35.10.5. The Stakeholder will be informed about the timeframe in which the grievance will be resolved.
- 35.10.6. On resolution of the grievance, HR Representative will inform the aggrieved Stakeholder.
- 35.10.7. The matter will be treated as closed once HR makes the final communication.
- 35.10.8. All the relevant written/email communications regarding grievances of serious nature (For e.g. Issues related to compensation, performance and career) will be filed in the personal file of the

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 25 of 32

Stakeholder.

- 35.10.9. HR Representatives will maintain the records of the grievances received by them and their resolution.
- 35.10.10. HR Representatives responsible for Grievance Handling at the Organization level will collate all the data from the various HR Representatives on a monthly basis.
- 35.10.11. The Group Head - HR will review the consolidated list of the grievances raised within the Units and the action taken, on a quarterly basis and the reviewed status will be maintained in the Group Head- HR's offices.

36. EQUAL OPPORTUNITY POLICY

36.8. Purpose

The purpose of this document is to set out the Organization's position on equal opportunity in all aspects of employment.

36.9. Introduction

The Organization recognizes that it is essential to provide equal opportunities in employment to all persons without unlawful discrimination, harassment or retaliation. This policy sets out the Organization's position on equal opportunity in all aspects of employment, including recruitment, assignment, compensation, promotion, discipline and termination, and provides guidance and encouragement to Stakeholders at all levels to act fairly and prevent discrimination on the basis of sex, race, caste, colour, religion, marital status, national origin, disability, age, or any other legally protected classification under the laws applicable to the country to which the stakeholder belongs.

36.10. Statement of Policy

- 36.10.1. It is the policy of the Organization to ensure that no employment-related decisions are made with respect to any job applicant or stakeholder on the basis of race, color, caste, religion, marital status, national origin, disability, age, sex, or any other legally protected classification under the laws applicable to the country in which the Stakeholders is engaged by the Organization.
- 36.10.2. The Organization promotes diversity and equality in the workplace, as well as compliance with all laws, while encouraging the adoption of international best practices.
- 36.10.3. The Organization works towards creating an environment that is free of unlawful harassment on the basis of race, color, religion, national origin, disability, age or any other legally protected classification under federal, state or local law.
- 36.10.4. The Organization recognizes that adhering to the Equal Opportunities Policy, combined with relevant employment policies and practices, maximizes the effective use of individuals in both the Organization's and Stakeholders best interests. The Organization recognizes the great benefits in having a diverse workforce with different backgrounds, solely employed on the objective assessment of ability and relevant experience.
- 36.10.5. The application of recruitment, training, and promotion policies to all individuals will be on the basis of job requirements and the individual's ability and merits.
- 36.10.6. All Stakeholders of the Organization will be made aware of the provisions of this policy.

36.11. Recruitment

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 26 of 32

- 36.11.1. Advertisements for posts will give sufficiently clear and accurate information to enable potential applicants to assess their own suitability for the post.
- 36.11.2. Recruitment literature will not imply a preference for one group of applicants unless there is a genuine occupational qualification which limits the post to this particular group, in which case this must be clearly stated and capable of objective justification.
- 36.11.3. All descriptions and specifications for posts will include only requirements that are necessary and justifiable for the effective performance of the job.
- 36.11.4. All selection will be thorough, conducted against defined criteria and will deal only with the applicant's suitability for the job. Where it is necessary to ask questions relating to personal circumstances, these will be related purely to job requirements and asked to all candidates.

36.12. Employment

- 36.12.1. The Organization will not discriminate on the basis of sex, race, color, caste, national origin, marital status, disability, age, religion, or any other legally protected classification under the laws applicable to the country in which the Stakeholders resides and the Organization operates with respect to any employment-related decisions including the allocation of duties between Stakeholders employed at any level with comparable job descriptions.
- 36.12.2. The Organization will put in place any reasonable accommodations for Stakeholders or applicants with disabilities, or those associated with persons with disabilities, as required by applicable law. If a stakeholder or applicant needs an accommodation, they should notify their immediate supervisor or the Human Resources Department.
- 36.12.3. All Stakeholders will be considered solely on their merits for career development and promotion with equal opportunities for all.

36.13. Training

- 36.13.1. Stakeholders will be provided with appropriate training regardless of sex, race, color, caste, national origin, marital status, disability, age, religion, or any other legally protected classification under the laws applicable to the country to which the Stakeholders belongs.
- 36.13.2. All Stakeholders will be encouraged to discuss their career prospects and training needs with their supervisor and Unit HR.

36.14. Monitoring

- 36.14.1. It is the responsibility of all Stakeholders to abide by and carry out the letter, spirit and intent of the Organization's equal employment commitment. Violation of this policy will result in disciplinary action, up to and including immediate termination. Any stakeholder who becomes aware of any discriminatory behavior or activity which might be considered to be in violation of this policy is to immediately report such conduct to their immediate supervisor or a HR Representative. The Organization will promptly investigate such complaints and take appropriate remedial action. Such complaints will be kept as confidential as possible in the course of conducting a lawfully-required investigation and will be disclosed only as reasonably required in the course of that investigation. Any Stakeholder who retaliates against a Stakeholder who has reported workplace discrimination or harassment shall be subject to immediate disciplinary action, up to and including discharge.
- 36.14.2. It is the responsibility of the Group Head of HR to ensure that all aspects of this policy are kept under review and are operated throughout the Organization.

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 27 of 32

36.14.3. Where it appears that applicants/Stakeholders are not being offered equal opportunities, circumstances will be promptly investigated, and the Organization will take appropriate remedial action.

36.15. Grievances and Victimization

36.15.1. The Organization emphasizes that any unlawful retaliation against a stakeholder who makes a complaint under this policy or assists in investigation into a complaint under this policy, is unacceptable conduct which may lead to disciplinary action under the Organization’s Disciplinary Procedure.

36.15.2. Any complaints of discrimination will be pursued through the Organization’s Grievance Procedure.

36.16. Grievances Redressal (for India as per India’s Legislation)

36.16.1. Any complaints of discrimination will be pursued through the Organization’s Grievance Procedure. As per provisions of Rule 8(3)(e) and Rule 10(1) of Rights of persons with disabilities Rules 2017, an Officer has been designated as liaison and Grievance Redressal Officer, who will responsible for adherence to this policy and also for redressal of complaints and grievances of disabled employees.

Details of Grievance Redressal Officer:

Name	Sandeep Kashid
Designation	Sr. Manager HR
Email ID	Sandeep.Kashid@mastek.com

36.16.2. Any complaints of discrimination will be pursued through the Organization’s Grievance Procedure. As per provisions of Section 20, 21, Rule 9(1) of Human Immunodeficiency Virus and Acquired Immune Deficiency Syndrome (Prevention and Control) Act, 2017 and Human Immunodeficiency Virus and Acquired Immune Deficiency Syndrome (Prevention And Control) Rules, 2018, an Officer has been designated as Compliant Officer, who will responsible for adherence to this policy and who shall dispose of complaints of violations of the provisions of the Act in the establishment.

Details of Complaints Officer:

Name	Sandeep Kashid
Designation	Sr. Manager HR
Email ID	Sandeep.Kashid@mastek.com

APPENDIX

SELF-DECLARATION

This document needs to be completed and returned to HR after going through the Code of Business Conduct & Ethics.

Stakeholder Details:

Full Name:	
Employee. Code:	DU/BU/CF:

I, _____ declare that I have read and understood the Code of Business Conduct & Ethics Policy (COBCE) of the Organization and the Conflict-of-Interest Policy contained therein. I agree to abide by the set standards stipulated in the COBCE and shall report any area/activity that is likely to lead to Conflict of Interest or to violation of the COBCE, to my Manager or an HR representative.

I certify that I hold no interests other than those mentioned below which might give rise to a Conflict of Interest or the perception of a Conflict of Interest.

Conflict of Interest Situation(s): (If applicable)
.....

I am also aware that any infringement or breach of known Conflict of Interest / COBCE could result in severe disciplinary actions, leading to even termination of my service from the Organization.

I also acknowledge that the Organization may make changes to the COBCE at any time and that any changes made will be incorporated in and published on the Organization's intranet and that I am responsible, as an Employee, for ensuring that I am familiar with the COBCE at all times during my employment in the Organization.

Signature _____

Date _____

Place : _____

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 29 of 32

AMENDMENT HISTORY

Date	Version	Amendment History	Created by	Approved by
02-Jul-2010	1.0	<ul style="list-style-type: none"> First Issue 		Kalpana Jaishankar
01-Apr-2011	1.1	<ul style="list-style-type: none"> Clause iv(a) inserted on page 32. Clause inserted 'if complaint is against a Compliance Committee member or an Ombudsperson' on page 31. Clause inserted clarifying no reimbursement of counsel cost even if nothing is proved against the subject after investigation – page 32. In Clause 25 Annexure of Ombudsperson list – name of Mike Dufton replaced with Erik Stockwell as Member of Compliance Committee in NA. 		
27-Jul-2011	1.2	<ul style="list-style-type: none"> Clause 25 – annexure of Ombudsperson list–Added Amitabh Sharma as Co-Chairperson of Compliance in USA and Annie Shaji as Ombudsperson in UK Committee – NA and deleted following names – Maryann Dunlop, Vilas Kanyal, Anirudh Kaprekar, and Vivek Ranjan 		
13-Oct-2011	1.3	<ul style="list-style-type: none"> Clause 25 – annexure of Ombudsperson list – Added the names of Anirudh Deshpande, Ben Davison & Rajeev Jain and deleted the name of Annie Shaji. 		
02-Mar-2012	1.4	<ul style="list-style-type: none"> 'Software License Compliance' clause newly added on page 8. Clause related to 'Assistance' under Alcohol & Drug Abuse deleted. 		
01-Jun-2012	1.5	<ul style="list-style-type: none"> Page 20: Language changed to represent that a woman shall always be heading the Sexual Harassment Redressal Committee. Page 24: Disciplinary action grid: References to disciplinary action for performance parameters of TOV Rating D & E, deleted, as they are already part of the Performance Management System (PMS) process. Page 24: Grievance process: Template referenced with ownership resting with Business HR to record, track and report cases of grievances and review the same with Group Group Chief People Officer on a quarterly basis. The reviewed summary will rest in Group Group Chief People Officer's office. Page 31 – all references to a person against whom complaint has been made as a "subject" have been reworded for proper language. Page 32: 'Reporting in good faith' – the words 'to the extent possible' has been inserted before the words "after gathering fact' And the words 'data to substantiate' has been replaced with 'data related to' Page 35: Chandramohan Mariyal replaced by PramodDesai as Ombudsperson in NA. 		

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 30 of 32

25-Sep-2012	1.6	<ul style="list-style-type: none"> • Anti-Corruption and Anti-Bribery clauses elaborated 		
31-Dec-2012	1.7	<ul style="list-style-type: none"> • On Page 8, value of Gift amended to read as Ind.Rs.500/- and also referenced to details of Anti-Corruption & Bribery laws on page 34. Caution clause added, highlighting on possible investigations and actions related to violations on Gift policy (on page 8); Similarly, cross reference provided on page 34 to the limit for Gift value provided on page 8. Enforcement of Dress Code Policy : New clause added on page 19 highlighting the actions that will be taken in the event of violations of Dress Code Policy. 		
27-Feb-2013	1.8	<ul style="list-style-type: none"> • harassment complaints (as per new law). • On page 22 added two last clauses on review process of the Unlawful Harassment Policy & periodic review meetings amongst SHRC members and also a reference to the new law on 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal). 		
19-Sep-2013	1.9	<ul style="list-style-type: none"> • Ombudsperson list changes made: Steve Latchem in place of Barry Yard Sanjay Mudnaney in place of Sunil Subhedar 		
01-Nov-2013	2.0	<ul style="list-style-type: none"> • Annie Shaji replaces Anirudh Deshpande as Ombudsperson in the UK. 		
14-Jan-2014	2.1	<ul style="list-style-type: none"> • Additional para added to the Unlawful Harassment Policy (Sexual Harassment) on page 22, as follows : After closure of every harassment complaint, a confirmation of satisfactory closure of the complaint will need to be obtained from the complainant, with a clear statement of no monetary claim or damages on the Company. 		
20-May-2014	2.2	<ul style="list-style-type: none"> • Unlawful Harassment Clause referenced with the new "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" and also the process steps redefined in handling of complaints, conducting investigations, etc. in line with the new Act. 		
26-Jun-2014	2.3	<ul style="list-style-type: none"> • On Page 33 - In line with audit recommendations, detailed guidelines included on the type of information to be received from whistle blowers, as part of their complaints. Vidyesh Khanolkar replaced by Mangesh Desai as one of the Ombudspersons in India, effective 1-Jul-2014 		
09-Jul-2014	2.4	<ul style="list-style-type: none"> • Page 33 – The words 'Any other issue' added to the type of information to be received from whistle blowers. 		
28-Jul-2014	2.5	<ul style="list-style-type: none"> • Page 32 – para added to highlight the introduction of a single dedicated hotline telephone number for Mastekers to register whistle blower complaints 		
01-Oct-2014	2.6	<ul style="list-style-type: none"> • Whistle Blower Policy detached from the COBCE Policy and separately announced; the list of Ombudspersons also deleted, as it is now part of the Whistle Blower Policy. 		

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 31 of 32

01-Apr-2015	3.0	<ul style="list-style-type: none"> Reformatting done on the full document with renumbering, as also the Table of Contents. Dress Code Policy is also amended in line with the relaxations as announced as part of Mastek 4.0 construct. 		
01-Apr-2016	4.0	<ul style="list-style-type: none"> Point 32.6.2 modified to clarify that the committee at Mumbai will be responsible for addressing the concern of employees located at the customer locations in India. 		
20-Sep-2018	4.1	<ul style="list-style-type: none"> Under section 34.4.2, changed Center Head to Function/GEO Head and Head HR to Group Chief People Officer. Under section 34.4.2, added zero tolerance approach through termination (depending on the severity and impact of the event) under each type of misconduct. Under section 34.4.2, inserted Zero tolerance clause of Information security breach. Reviewed by stakeholders and Compliance team. 		
20-Nov-2020	4.2	<ul style="list-style-type: none"> Reviewed by stakeholders & compliance team. Formatting changed. Added Salary Confidentiality under Clause no. 17. 		
01-Oct-2021	4.3	<ul style="list-style-type: none"> Clause no. 36.9 added the details of Grievance officer details as per India statutory legislation. 	Manthan	Deepti
01-Feb-2022	4.4	<ul style="list-style-type: none"> Formatted and New logo updated 	Manthan	Deepti
01-Oct-2023	4.5	<ul style="list-style-type: none"> Updated the Compliance & Redressal Officer name 	Sandeep	Vimal
26-Sept-2024	4.6	<ul style="list-style-type: none"> Added a standard on no anti-competitive practices Inserted the clause to refer Giving and Hospitality Policy (Global) 	Rajendra	Vimal

Division: HRD	Doc. Name: Code of Business Conduct & Ethics	Version: 4.3
Document Classification: Internal	Date: 26-September-2024	Page: 32 of 32