HINDUJA GLOBAL SOLUTIONS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

A. Preamble

Pursuant to The SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Regulations**"), the Board of Directors of Hinduja Global Solutions Limited ("**HGS**" or "**Company**") has formulated the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("**Code of Fair Disclosure**" or the "**Code**").

B. Definitions

1. "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis; "Generally Available" with respect to information shall be construed accordingly.

2. "**Unpublished Price Sensitive Information**" or "**UPSI**" means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company and shall, ordinarily including but not restricted to, information relating to the following:

    (a) financial results;
    (b) dividends;
    (c) change in capital structure;
    (d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
    (e) changes in key managerial personnel; and
    (f) material events in accordance with the listing agreement.

C. Code of Fair Disclosure

Adhering to the Principles set out in Schedule A to the Regulations, the Company shall ensure:

1. Prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

2. Uniform and universal dissemination of UPSI to avoid selective disclosure. Speculative disclosures or selective disclosures that could have an adverse impact on the market and the price discovery process shall be avoided.

3. Chief Financial Officer of the Company is designated as the Chief Investor Relations Officer (CIRO) for the purpose of this Code to deal with dissemination of information and

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disclosure of UPSI under the guidance of CEO. CIRO shall coordinate with the Compliance Officer for the purpose.

4. (a) In the event of any UPSI getting disclosed selectively, inadvertently or otherwise, the Company shall ensure prompt dissemination of UPSI as generally available.

(b) Information disclosure/dissemination of any UPSI shall be approved in advance by CIRO. If UPSI is accidentally disclosed without prior approval of CIRO, the person responsible for this shall inform CIRO immediately. CIRO will promptly disseminate the information.

(c) CIRO shall ensure that the Company complies with disclosure requirements, overseeing and coordinating disclosure of UPSI to stock exchange, analysts, shareholders and media, as the case may be.

5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities. Any such queries shall be promptly directed to CIRO. CIRO shall decide the responses of the Company in consultation with Chief Executive Officer and Compliance Officer under the Regulations.

6. (i) The Company shall ensure that information shared/being shared with analysts, research personnel or during the Investors Meet is not UPSI.

(ii)The Company shall follow the following guidelines while dealing with research personnel, analysts, Institutional investors and during Investors Meet:-

i. Only Public information to be provided:-
The Company shall provide information which is in public domain only.

ii. Handling of unanticipated questions/issues raised outside the scope of discussion:-
Unanticipated questions/issues raised outside the scope of discussion with analysts or during the Investors or Press Meet may be taken on notice and a considered response be given later, provided the response do not fall within the purview of UPSI.

iii. If the answer includes unpublished price sensitive information, the same shall be made public before responding.

No UPSI to be provided during the interaction with the Press or while giving interview to any TV Channel.

7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

8. The Company shall handle UPSI on a need-to-know basis.

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D. Disclosure

This Code of Fair Disclosure shall be published on the website of the Company and any amendment thereto shall be intimated to the Stock Exchanges where Company's securities are listed as required under the Regulations.

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI REGULATIONS AND OTHER RELATED STATUTES FULLY.

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