

HINDUJA GLOBAL SOLUTIONS LIMITED

CODE OF CONDUCT FOR INDEPENDENT DIRECTORS (SUPPLEMENTAL TO THE EXISTING CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF THE COMPANY)

Preamble

Code of Conduct for Directors and Senior Management of the Company was earlier approved by the Board of Directors of the Company on March 7, 2007. The said Code since then has been posted on the website of the Company. The said Code of Conduct continues to remain in force. However, the same then does not include Code of Conduct for Independent Directors as now required under Section 149(7)&(8) of the Companies Act, 2013 and Clause 49(II)(E)(3) of the Listing Agreement.

As per the Section 149(8) of the Companies Act, 2013 the Company and Independent Directors shall abide by the provisions specified in Schedule IV of the Act. As per the Clause 49(II)(E)(3) of the Listing Agreement, the Code of Conduct of the Company shall suitably incorporate the duties of Independent Directors as laid down in the Companies Act, 2013.

Code of Conduct for Independent Directors

In order to comply with the aforesaid provisions, the Code of Conduct for Independent Directors is devised (which is supplemental to the existing Code of Conduct for the Board Members and Senior Management of the Company). The Code of Conduct for Independent Directors is devised as under:

“The Independent Directors of the Company shall abide by the Code for Independent Directors as provided in Schedule IV of the Companies Act, 2013.”

Affirmation

Under the existing Code of Conduct for Board Members and Senior Management Personnel Directors and Senior Management Personnel are required to affirm compliance with the Code on an annual basis within 30 days of close of every financial year ending on 31st March. Likewise, the Independent Directors shall affirm compliance with the Code on an annual basis within 30 days of close of every financial year ending on 31st March.

Amendment:

The Board reserves its right to amend or modify this Code of Conduct for Independent Directors (which is supplemental to the existing Code of Conduct for the Board Members and Senior Management of the Company) in whole or in part at any time. However, no such amendment or modification shall be inconsistent with the applicable provisions of Listing Agreement, Companies Act 2013, or any law for the time being in force.

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