

HCL Technologies Limited - Code of Conduct

Corporate Business Practices

HCL TECHNOLOGIES 'S CORE VALUES

- To uphold the dignity of the individual
- To honor all commitments
- Commitment to quality, innovation and growth in every endeavor
- To be responsible corporate citizens

At HCL Technologies along with our values we do things in a certain manner .This is derived from what we believe is the behavior of professionals working in world class organizations.

Organizational Pride: All employees have a sense of belongingness and identify with the organization and with its mission, vision and objectives.

Mutual Trust & Respect: We believe in building relationships with all stakeholders and employees, we value the dignity and individuality of all alike.

Ethical & Legal practices: We are a legal and ethical organization. We practice a culture that fosters high standards of ethics; encourage people to behave in a fair manner and display high standards of moral conduct.

Leading by example: Our employees practice the HCL Technologies values in action, setting an example for the other employees.

Self Driven & Motivated: Our employees are self driven, motivated and enterprising.

Openness: We are transparent in our thoughts and action. We are open to consider contradicting views and thoughts.

Fair: We are unbiased and hold no favoritism. We follow a system of meritocracy.

Secular: We have no bias against those with different or certain beliefs, whether religious or others.

Apolitical: We do not patronize any political party.

Human Approach: We approach all our employees with sensitivity and respect their gender, cultural and geographical diversity. We strive to help them fulfill their potential in line with our business objectives.

Customer Orientation: Our approach to our internal and external customers is to understand their needs and to delight them by delivering beyond their expectations.

Quality Focus: Our Systems and processes are constantly enhanced to ensure the highest quality standards worldwide.

The HCL Technologies-Business Practices (Code of Conduct) embodies characters that guide its employees in benchmarking the rules and regulations required to carry on their business practices in a way that helps maintain the professional integrity of the company. It also maintains a balanced and coherent environment between the employees and its customers.

This Code of Conduct is in tune with the Vision of the company, i.e. to make HCL Technologies the most preferred and significant software engineering – led global IT services provider in its chosen environment. The following guidelines shall be deemed to be applicable as “Enforceable Code of Conduct” for all the employees including the Directors and Senior Management of HCL Technologies.

The code of conduct shall touch upon the specific identified issues besides the implied conduct guidelines that are applicable to the industry:

1. Specific Statutory Compliance: The Directors and Senior Management:

- Shall conduct themselves in a manner that any statutory obligation cast upon them is complied with at all times. If any particular member suffers an exception, the same shall be reported to the appropriate authority immediately so as to find the best option to ensure continued compliance.
- Shall not engage in an act that is classified as an offence under a Court of Law in any country, where the company has its operations. Where an official covered by this Code of Conduct is accused of an act that is a punishable offence under any law, he shall immediately notify the Company of such accusation.

2. Tax Compliance:

- Shall file returns as may be required under the Direct tax legislations. Shall not indulge in any act that amounts to tax evasions. If any official of the Company is called for any probe by Tax Officers they shall co-operate with such official within the use of fair and reasonable means.
- In case of any reported discrepancies encountered, the Company shall reserve the right to take disciplinary action against the official including the severance of relationship with the Company.

3. General Statutory Compliance:

- All the Directors, Senior Management and other employees of the company shall abide by the applicable corporate, tax, personnel, trade laws, rules, and regulations etc. of the geographies where they are stationed at the given point of time.
- HCL Technologies may notify its internal corporate conduct guidelines with regard to employment ethics from time to time. This will be enforceable in its totality.
- Any anti-trust laws as may be applicable shall be complied with. Any business practice that may violate such laws shall be avoided in the best interest of the Company.
- All employees should assist any statutory authority, local government officials in case of any legal proceedings instituted against them, with the prior notice to the Company.

4. Behavioral Conduct

Our employees

- Will follow moral and ethical business practices and discourage discriminations related to gender, race, color, religion, marital status, etc.
- Will not indulge in any act of harassment, sexual, racial or other.

Workplace Harassment: Any unwelcome verbal, written or physical conduct that either denigrates or shows hostility or aversion towards a person on the basis of race, color, national origin, age, sex, religion, disability or marital status that: (1) has the purpose or effect of creating an intimidating, hostile or offensive work environment; (2) has the purpose or effect of unreasonably interfering with an employee's work performance; or (3) affects an employee's employment opportunities or compensation.

Sexual Harassment: Any unwelcome sexual advance, request for sexual favors, or verbal, written or physical conduct of a sexual nature by a manager, supervisor or co-workers, or any form of sexual harassment when a victim is subjected to unwelcome and severe or pervasive repeated sexual comments, innuendoes, touching, or other conduct of a sexual nature which creates an intimidating or offensive place for employees to work.

Engaging In Harassment: Any employee who engages in conduct determined to be harassment, or who encourages such conduct by others, shall be subject to corrective action under Standards of Conduct.

Allowing Harassment to Continue: Managers and/or supervisors who allow workplace harassment to continue or fail to take appropriate corrective action upon becoming aware of the harassment may be considered a party to the offense, even though they may not have engaged in such behavior.

Failure to Respond: Managers and/or supervisors who allow workplace harassment to continue or who fail to take appropriate action should be subject to disciplinary action under Standards of Conduct.

- Will not work under the influence of intoxicating substances or any other harmful drugs in the work premises.
- Will not possess unauthorized weapons, illegal firearms, weapons, or explosives on company property.
- Shall not engage in criminal conduct or acts of violence, or make threats of violence towards anyone on company premises or when representing HCL Technologies.
- Shall not use or cause to use any unfair means of gaining business or personal favors.

- At no time during the service in the company or after leaving the company the officials covered herein shall use the association with the Company to advance his/her own interests.
- Shall not make any representations, commitments to the customers of the Company, world at large, statutory authorities, whom he/she knows within his reasonable knowledge and awareness, are beyond the scope of his authorization.
- Shall ensure that HCL Technologies is an Equal Opportunity Company and create a comfortable working environment for its employees and treat them with respect and dignity.
- Shall ensure that all fundamental rights (*specific to the country of operations*) of seniors, colleagues, and subordinates are respected and protected in the professional and personal interactions.

5. No work- no pay rule:

- An official shall avail only duly approved leave. Where the official fails to do so it would be treated as no work-no pay leave unless the reporting authority has approved such absence from work.
- Absence from work on unreasonable grounds shall be subject to disciplinary action as may be deemed appropriate by the Company.

6. Protection of Company Property:

- The physical or intellectual assets of the Company shall not be put to personal use. The degree of care expected is the same as that which would have been accorded to one's own property.
- All tangible assets of the company shall be returned immediately upon the severance of relationship (s) with the Company.

7. Confidential Information:

- All confidential information shall be protected in accordance with the applicable individual contract obligations with the customer if any and in observance of the guidelines regarding protection of Confidential Information that may be notified by the company from time to time.
- The interest of shareholders and stakeholders should be safeguarded by not getting involved in insider trading, money laundering or any other undesirable and offensive practices.

8. Conflict of Interest:

All employees:

- Shall make best efforts to avoid situations where his/her personal interests are in conflict with the professional interest. Upon the happening of any such circumstance, he/she shall immediately notify the company of the same so that best efforts can be made to resolve the Conflict of interest.
- Shall not at any time commit an act or cause to commit an act that shall jeopardize the interest of the company as against its competitors.
- Shall strive to maintain personal integrity and further the interest and welfare of the company in the global information technology market.

9. Gifts:

- All employees are expected to take the approval of the management before they accept /solicit a gift of any kind from the customer, supplier or vendor representative. This would include offers for trips, etc. anywhere in the world. The Staff Member is also expected to refrain from giving gifts to customers, suppliers, vendors except for certain promotional "premiums" (T Shirts, Coffee Mugs Pens, Key Chains etc.) imprinted with the HCL Technologies logo. The management manual would contain all the non-acceptable actions in this regard.

10. Open Door Policy:

- An open door policy towards all employees shall be maintained. It promotes the culture of a family where access to any member is not restricted.

11. Unacceptable Activities:

- Avoidance of the unacceptable activities would be of benefit to the employees and to HCLT. If any employee has any question concerning any work safety rule, or any of the unacceptable activities listed, the manager should be consulted for explanations.

Employees, who engage in any one of the following activities, and/or violation of any HCLT rules or policies, may be subject to disciplinary action, including possible immediate dismissal. This list is not all-inclusive and notwithstanding this list, all employees remain employed "at will." Following are some of the unacceptable activities apart from what all have been mentioned earlier:

- Violating safety regulations.
- Failing to make immediate report of an occupational injury.
- Fighting, hitting, pushing, forcibly grabbing another employee, client, contractor, or business associate or otherwise committing an assault or any other similar physical acts or threats while on company premises or circumstances arising out of company business relations.
- Loafing, loitering, or sleeping on the job.

- Gambling on company premises.
- Excessive use of company telephone, e-mail or Internet for personal use.
- Being under the influence of drugs or alcohol or other intoxicants.
(Other than as medically advised or permitted)
- Any behavior that is seriously disruptive of normal flow of company business.
- Defrauding the company
- Falsifying Documents
- Habitually reaching late to office

The above activities are not exhaustive and will include other activities from time to time.

In an event of an official not abiding by the above stated rules, then the Company shall reserve the right to initiate one or more of the following stated actions in accordance with the gravity of the misdemeanor or report to the audit committee:

- Verbal Warning
- Written Warning
- Suspension
- Termination of employment
- Litigation
- Imposition of damages
- Any other penal remedy that may be available to the company under the applicable law of the country where the act has been committed

Remedial action:

If any employee observes any other employee regardless of position and seniority committing any of the acts as described in this document as unacceptable, he/she may without any fear of retribution report the matter verbally or in writing to any of the following:

1. The Human Resources Head of the SDC or Geo
2. The SDC Head
3. The BU Head

If the individual feels that adequate action or for that matter, importance has not been given to the communication, he/she may without hesitation or fear of retribution, report the matter to any member of Corporate Human Resources, Noida/Chennai. If however, the action of Corp HR in the matter is not felt sufficient, then the individual may intimate the matter by email to the President/VP-HR.

The positions outlined above have the following responsibility, if approached by any individual who wish to report any of the above matters:

- a. Record the matter
- b. Inform Corporate Human Resources immediately of the issue, with a cc to the SDC/Geo head
- c. Ensure the comfort & confidentiality of the individual who reports the matter

- d. Ensure that absolutely no retribution, whether psychological or otherwise is made to the individual by any of the employees who may be involved in the matter. This would include the person against whom the matter has been reported or any of the committee members who would investigate the incident.
- e. Take corrective actions (as outlined) and inform Corporate Human Resources of the same.

The Global HR Head/Corporate Human Resources will nominate a manager, who will immediately inform the President of these incidents, who will audit the remedial/corrective action taken and inform the President accordingly.

1. Process of enquiry:

Each SDC or Geo will nominate a group of employees, not exceeding 6 managers, who will review the incident and decide on a corrective action. In reviewing the incident, the managers may nominate a manager amongst themselves to conduct an enquiry. The enquiry will be conducted governed on the principles of natural justice:

- a. Witnesses to the behavior of the individual will be sought & evidence of the acts will be collected/recorded. This may be in the form of emails, letters etc.
- b. A list of the misconducts will be framed
- c. The individual will be called and allowed to bring his or her witnesses.
- d. The individual will be asked to respond to each of the misconducts and his/her statements will be recorded.
- e. The manager conducting the enquiry will place his/her witnesses and evidence to the individual
- f. The individual could choose to cross examine the witnesses and his statements will be recorded.
- g. The manager can cross examine and take statements of the individual's witnesses.
- h. On completion of the exercise, the manager will place his/her conclusions to the review team, who will then decide on a corrective action.

Corrective actions may be deemed as any of the ones listed under clause 11, Unacceptable activities. The proposed action will then be communicated to the nominated manager in corporate HR. This manager will discuss the action with the President or the individual nominated by him and seek the opinion of an organizationally experienced individual, who may not be an employee of the company, or have any interests in the organization. Names of such individuals will be proposed and approval taken from the President/VP-HR. The opinion of this individual will influence the final decision of the corrective/remedial action.

The findings of the enquiry may be disseminated to concerned personnel, keeping the need of preserving the confidentiality and the human dignity of the individual against whom the proceedings were conducted.

Corporate Human Resources will record all minutes of the above transactions and communicate to SDC/Geo of the outcome. The SDC/Geo's nominated manager will take the corrective action and report the same to Corporate Human Resources, who in turn will report the same to the President and make an entry in the personal file of the individual against whom the action has been taken.

Corporate Human Resources will then seek observation of the behavior of the above individual's behavior for the next 6 months. If no such untoward incident is reported, the case can be closed.

If however, the individual is dissatisfied with the actions taken by the personnel as detailed above, he/she could choose to approach the Audit Committee directly. The individual against whom actions have been outlined can also appeal the findings of the enquiry to the Audit Committee directly.

The audit committee can be provided with details of each of these cases as and when required. The same shall be documented for review for future needs.

Note: (In case of any contradiction specific to other contracts signed, this document super cedes all contracts signed between the concerned parties.)