

# Code of Business Ethics and Conduct - Global

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## Revision History:

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**Objective:**

At HCL Technologies (hereafter referred as the "Company" or "HCLTech") we strongly believe in the principle of Trust through Transparency and Accountability. This forms the foundation of the HCLTech Code of Business Ethics and Conduct (hereafter known as the "COBEC" or the "Code"). This articulates zero tolerance approach towards bribery and corruption.

**Scope:**

All policies, practices, processes, business dealings at HCLTech are governed by the COBEC. The COBEC covers all directors, employees, third party vendors, consultants and customers across the world, whether operating out of any HCLTech location or otherwise.

All relationships - with directors, employees, customers, partners, stakeholders, suppliers etc. need to be built on the foundations of trust and transparency. This is what we believe in and practice every day at HCLTech.

The Code further acts as a guide to all HCLTech directors, employees and various stakeholders on the values, ethics and business principles expected of them in their personal and professional conduct. HCLTech takes cognizance of the fact that it and/ or its subsidiaries are growing rapidly across geographies and this growth must at all times be aligned with the spirit of the COBEC and the ethos, brand and reputation of HCLTech.

The COBEC cannot address every question or every possible circumstance and hence should be read in conjunction with applicable laws and policies and procedures of the Company.

This COBEC also covers all employees active on the rolls of any new entity acquired anywhere in the world by HCLTech or any of its subsidiaries from time to time

**PolicyDetails:****3.Definitions**

In this document, we use the terms "we," "us," "our," "the Company" and "HCLTech" to refer to HCL Technologies and/ or its subsidiaries. The terms "you," "your", "employee" and "HCLTechie" refer to every person who works at the Company including the senior management, or serves on its Board of Directors. The term "COBEC" or the "Code" means this document, as we may amend or add to it from time to time.

**4. What is Expected of Everyone****Comply with the Code and the Law**

Understand this Code and comply with the Code and the law wherever you are. Use good judgment and avoid even the appearance of improper behaviour. In case of any conflict between this Code and any local laws and/ or regulations, including professional obligations, the local laws and/ or regulations will prevail and you must follow the law rather than this Code to the extent of such conflict. If local custom or policy varies with this Code, HCLTech expects you to follow this Code.

In addition to the requirements under this Code, the Independent Directors shall be required to abide with the requirements as mentioned in Annexure-I attached herewith.

Consider your actions and ask for guidance. If ever in doubt about a course of conduct, ask yourself:

- Is it consistent with the Code?
- Is it ethical?
- Is it legal?
- Will it reflect well on me and the Company?
- Would I want to read about it in the newspaper?

If the answer is "No" to any of these questions, don't do it.

If you are still uncertain, ask for guidance. The Code tries to capture many of the situations that employees

will encounter, but cannot address every circumstance.

You can seek help from any of the following:

- Human Resources Management
- Company's General Counsel's office or senior finance personnel supporting your business
- Compliance Officer within Secretarial team

## **5. HCLTech Core Values**

### **To uphold the dignity of the individual**

We place significant emphasis on the respect and dignity of every HCLTech employee. HCLTech employees are empowered to drive innovation, transforming client engagements and markedly improving client satisfaction. HCLTech believes in valuing employees as individuals (not resources), upholding the dignity of all people and displaying tolerance and respect.

### **To honor all commitments**

We keep our commitments to each other and with every stakeholder.

### **Commitment to quality, innovation and growth in every endeavor**

HCLTech is committed to supporting quality processes and employee productivity in a culture and working environment in which they feel appreciated and in which innovation is allowed to thrive.

### **To be responsible corporate citizens**

We believe in encouraging a sense of social responsibility and to give back to society. We take pride in being a company with a strong social conscience. We firmly believe that every drop counts and every step aimed at helping the community is an important step. Our commitment to make a positive difference to the community and the environment in which we operate is a sustained effort and not just a one off initiative.

## **6. Culture At Work**

We create value in one very specific place: the interface between our employees and our customers. This is called the "value zone." The philosophy is about placing employees first and customers second to activate the value zone - the place where the frontline employees interact with customers and create real value for them. This recognizes employees as the strategic elements, turns the management structure upside down, democratizes HCLTech's functions and way of working. Every employee who works in the value zone is capable of creating more value. The whole intent of such action is to do everything that can enable those employees to create the most possible value. This approach has led us to take a number of actions to turn the organizational pyramid upside down. In other words, we want management to be as accountable to the people in the value zone as the people in the value zone are to management.

Our recruitment and promotion policies are based on meritocracy and ability to learn, adapt and assimilate change. We ensure equal opportunities irrespective of gender, national origin, disability, sexual orientation, religion or ethnicity in hiring, pay and/ or career advancement. We focus on promoting workplace diversity and have supplier specific diversity program.

## **7. Business and Financial Records**

Ensure the accuracy of all Company business and financial records. These include not only financial accounts, but other records such as quality reports, time records, expense reports and submissions such as benefits claim forms and resumes.

Ensuring accurate and complete business and financial records is every HCLTechie's responsibility, not just a role for accounting and finance personnel. Accurate recordkeeping and reporting reflects on the Company's reputation and credibility, and ensures that the Company meets its legal and regulatory obligations.

Always record and classify transactions in the proper accounting period and in the appropriate account and

department. Do not delay or accelerate the recording of revenue or expenses to meet budgetary goals. Estimates and accruals must be supported by appropriate documentation and be based on your best judgment.

Ensure that all reports to regulatory authorities are full, fair, accurate, timely and understandable. Never misrepresent any document.

Do not distort the true nature of any transaction.

Never enable another person's efforts to evade taxes or subvert local currency laws. Payments generally should be made only to the person or firm that actually provided the goods or services. Payments should be made in the supplier's home country, where it does business, or where the goods were sold or services provided, unless the supplier legitimately has assigned payment or sold its accounts receivable to another entity.

Strive for Accuracy: Employees must strive to be accurate when preparing any information for the Company, but genuine mistakes occasionally might happen. Only intentional efforts to misrepresent or improperly record transactions, or otherwise to forge a Company business record, are Code violations.

## **EXAMPLES**

### **1. Medical Coverage**

An employee attempted to obtain Company medical coverage for her adult children by submitting a form claiming that her children were fulltime students. In fact, the children were no longer students. The employee falsified Company records.

### **2. Revenue Recognition**

A sales manager estimated that he would meet his targets for the month. To make up the difference, he hired an external warehouse to receive product and then recorded shipments to receive the products and then recorded shipments to the warehouse as sales. The sales manager falsified the accounts.

## **8. Use of Company Time, Equipment and Other Benefits**

### **Company Assets**

Protect the Company's assets, and use those assets in the manner intended. Do not use Company assets for your personal benefit or the benefit of anyone other than the Company.

Use common sense. For example, the occasional personal phone call or e-mail from your workplace is acceptable. Excessive personal calls or e-mail is a misuse of Company assets.

Company policy may allow additional personal use of certain assets, such as a Company car. Always check relevant local policies to ensure that you are using Company assets as intended.

Theft of Company assets—whether physical theft such as unauthorized removal of Company product, equipment or information, or theft through embezzlement or intentional misreporting of time or expenses—may result in termination and criminal prosecution. The Company treats workplace theft of assets belonging to other employees the same way it treats theft of Company assets.

The use of Company assets outside of your Company responsibilities— such as using your Company work product in an external venture, or using Company materials or equipment to support personal interests—requires prior written approval from your HR Manager. You must have this approval renewed annually if you continue to use the asset outside of work.

Do not engage in personal activities during work hours that interfere with or prevent you from fulfilling your job responsibilities.

Do not use Company computers and equipment for outside businesses, or for illegal or unethical activities such as gambling, pornography or other offensive subject matter.

Do not take for yourself any opportunity for financial gain that you learn about because of your position at the Company, or through the use of Company property or information.

Examples of Company Assets : Company money, Company product, Employees' time at work and work product, Computer systems and software, Telephones, Wireless communication devices, Photocopiers,

Company sponsored tickets to concerts or sporting events, Company vehicles, Proprietary information and Company trademarks

## **EXAMPLES**

### **1. A Personal Favor**

An employee used Company computers and equipment as well as time at work, to design and print wedding invitations and birth announcements. The employee misused Company assets.

### **2. Teaching**

**Q:** I am a marketing manager and have volunteered to teach a course on marketing at a local college. I believe that my students would benefit from a discussion of how the Company developed several marketing campaigns. Can I discuss this work in class?

**A:** Only with proper approval from your HR Manager. The development of marketing campaigns is a Company work product and a Company asset. Much of this work may be proprietary, and may not be appropriate to reveal outside the Company.

### **3. Personal Assistance**

A manager persistently asked an administrative assistant to take care of the manager's personal business on Company time, such as picking up dry cleaning, balancing a personal check book and shopping for personal gifts. The manager misused the assistant's work time, which is a Company asset.

### **4. Ticket Swap**

A marketing employee had access to Company tickets to sporting events to be used for consumer promotions. The employee sent some of the tickets to an acquaintance working at a hotel chain in exchange for free hotel rooms for the employee's personal use. The employee misused Company assets.

### **5. Use of Information**

Safeguard the Company's non-public information, which includes everything from contracts and pricing information to marketing plans, technical specifications and employee information.

### **6. Non-public Information**

Do not disclose non-public information to anyone outside the Company, including to family and friends, except when disclosure is required for business purposes. Even then, take appropriate steps, such as execution of a confidentiality agreement, to prevent misuse of the information.

Do not disclose non-public information to others inside the Company unless they have a business reason to know. Employees are obligated to protect the Company's non-public information at all times, including outside of the workplace and working hours, and even after employment ends.

Retain or discard Company records in accordance with the Company's record retention process. Company's legal counsel occasionally may issue "litigation hold" notices regarding retention of records in the case of actual or threatened litigation or government investigation. Employees must abide by the directions contained in these notices, as failure to do so could subject the Company and employees to serious legal risks.

### **7. What Is Non-public Information?**

It is any information that the Company has not disclosed or made generally available to the public. Examples include information related to: Employees, Inventions, Contracts, Strategic and business plans, Major management changes, new product launches, Mergers and acquisitions, Technical specifications, Pricing Proposals, Financial data and Product costs

## **9. Securities and Insider Trading**

Insider trading (including "tipping", which is disclosing any unpublished sensitive price information) is prohibited by the law and is a clear violation of the COBEC. Please refer to the Code of Conduct on Prohibition of Insider Trading ("Insider Trading Code") uploaded in policies hub for more details.

Further employees are expected to strictly adhere to the no trading' periods as and when specified by the [Company on the intranet site www.myhcl.com](http://www.myhcl.com) as well as through e-mailer to all employees of HCLTech. The "No Trading Window is declared from 25th day before the end of the quarter for which results are to be announced and continues up to 48 hours after the declaration of the quarterly/yearly results. No designated employee/ director, Key Managerial Personnel (KMP) can deal in more than 1,000 shares in a day without prior clearance valid for one week from a Compliance Officer (validity is for one week, then fresh clearance is required) Designated employees/ directors, Key Managerial Personnel (KMP) and their dependents who buy or sell shares of the Company shall not enter into an opposite transaction (sell or buy, as the case may be) Disclosure to be made to the company by promoters, directors and all employees in case they trade in the shares beyond the value of Rs. 10 lacs in a calendar quarter within 2 trading days. There is also a consequence for non-compliance to the Code of Conduct for Prevention of Insider Trading. For details please refer to the same.

## **10. Privacy**

The Company respects the privacy of all its employees, business partners and customers. We must handle personal data responsibly and in compliance with all applicable privacy laws.

Employees who handle the personal data of others must:

- Act in accordance with applicable law;
- Act in accordance with any relevant contractual obligations
- Act in accordance with HCLTech's privacy policy and Binding Corporate Rules
- Collect, use and process such information only for legitimate business purposes;
- Limit access to the information to those who have a legitimate business purpose for seeing the information; and
- Take care to prevent unauthorized disclosure.

## **11. Conflict of Interest**

### **Actual / Potential Conflict**

A conflict of interest exists where the personal interests or benefits of the employee interferes with the business interests or benefits of the Company. A conflict of interest can arise when an HCLTechie: Takes an action or has an interest that may make it difficult for him/ her to execute work objectively and effectively;

**or**

Receives improper personal benefits as a result of his/her position in the Company.

While creating the requirement to seek Company approval for engaging in any not-for-profit activity outside of work, HCLTech does not intend to stop community activities of employees and encourages it, though it needs it to be pre-approved by Corporate HR in case it involves any Company asset or information.

Employees are expected to avoid conflicts of interest between their personal interests and those of HCLTech.

Employees should promptly and fully disclose to the employee's manager and/or supervisor any situation that could reasonably present either an actual conflict of interest or the appearance of a conflict of interest. Any activity that may even appear to represent a conflict of interest should be disclosed and avoided. Every situation is unique and determination of an actual conflict will depend on such factors as job position and the extent of the employee's involvement.

### **Outside Activities**

Employees shall not participate in any outside activity (including as an officer, director, owner, consultant, or employee) that could or appears to interfere with the performance of their or other employees' duties and

responsibilities, affect their independent and objective judgment, compete with an HCLTech business, or discredit HCLTech. Each employee's primary business obligation should be to HCLTech, and personal business affairs or outside employment should be kept separate and distinct from those of HCLTech in every respect and not be based on Company property, information or position, and not divert business opportunities away from HCLTech. Any revenue generation activity is not permitted. Any other remuneration received has to be declared if it is received in a company sponsored event which you attended.

An employee's outside activities should not be conducted on HCLTech property and not involve the use of any HCLTech assets, materials, property, or the services of other HCLTech employees, or involve the employee's activities during HCLTech work hours. Exceptions may be granted by the employee's manager and/or supervisor, where the situation warrants.

Employees should not use HCLTech image or influence, directly or indirectly, for personal gain or benefit. In this regard, an employee, while on the job or as an HCLTech representative, should not solicit customers to hire or contract with him/her for outside work of any kind.

## **12. Anti-Bribery & Anti-Corruption**

Bribery in any form is not tolerated. Please refer to the Anti-Bribery Anti-Corruption Policy.

## **13. Antitrust and Fair Competition**

HCLTech makes every effort and takes every opportunity to comply with all laws in all territories when it comes to Antitrust and Anti-Competition. "Antitrust" or "Anti-Competition" refers to unfair trade or business practices and abuse, actions that provide an unfair advantage in the marketplace such as restrictions on competing services or products, creation of entry barriers to entry, and other practices which would hinder competition in the market. HCLTechies must be diligent in adhering to best practices to avoid running afoul of Antitrust and Anti-Competition laws, as they can incurring potential civil and/or criminal penalties, as well as reputational damage, to HCLTech and HCLTechies alike. To be vigilant, HCLTechies should avoid any discussions or conduct that might violate such laws, or even raise the appearance of impropriety, when dealing with customers or third-parties. Ensure strict adherence to confidentiality and privileged information practices, such as, for instance, refraining from sharing price sensitive information; especially when responding to requests for proposals. Further, any discussions among competitors of the following:

- individual company or industry prices, price changes, price differentials, mark-ups, fees, commissions, discounts, warranties, allowances, credit terms, transportation or shipping costs, or any other terms or conditions related to sales
- individual company or industry figures on costs, production, capacity, inventories, sales, profit levels, terms and conditions of service, allocation or divisions of markets or customers, or future sales plans
- plans of individual companies concerning the design, production, distribution or marketing of particular products, including proposed territories or customers
- elimination, restriction, or limitation of the quantity or quality of any product to be sold or division or limitation of sales to particular territories, customers, or classes of customers
- bids on contracts for particular products or procedures for responding to bid invitations
- matters relating to actual or potential individual suppliers or customers that might have the effect of excluding them from any market or of influencing the business conduct of firms toward such suppliers or customers
- wage-fixing or hiring freezes (including "cold-calling" and independent recruiting efforts) could be interpreted as signaling an express, implied or tacit agreement leading to allegations of collusion in



violation of Antitrust and Anti-Competition laws.

As a general rule, avoid any engagements, the entering into any agreement, or any discussion or exchanges with customers, partners, stakeholders, suppliers, etc., that could be interpreted as involving the following:

- a) creation of trade barriers;
- b) creation of unfair market advantage;
- c) creation of monopolistic practices in the market;
- d) creation of wage-fixing or unfair hiring embargoes
- e) participation in cartels; and
- f) engagement in inappropriate exchange of information with competitors

The foregoing is by no means an exhaustive list. It should be seen as a starting point to familiarize yourself with the sorts of practices that could violate Antitrust or Anti-Competitive laws generally. Be sure to review HCLTech's Antitrust and Fair Competition Policy for further information, and please write to [COBEC.Compliance@hcl.com](mailto:COBEC.Compliance@hcl.com) if you are uncertain or have question about a deal in which you are involved.

## 14. Anti-Fraud

### Defining "FRAUD"

"Fraud" is broadly defined as any illegal act that is characterized by deceit, concealment, or violation of trust. It does not matter if the act is intentional, reckless or negligent, it only needs to be deceitful or misleading. It encompasses corruption, misappropriation, misrepresentation, failure to disclose or concealment of material facts, an intentional or negligent inducement to act to one's own detriment, theft, embezzlement, bribery, forgery, collusion, money laundering or anything similar; and for any particular personal or business advantage.

### Factors contributing to "FRAUD"

#### a. Financial Liability

There is no set monetary liability threshold for having committed a fraud, nor does the fraud to have been successful. Even just making an offer that could be fraudulent is enough to incur, whether accepted or not. The person committing the fraud may also not be held liable alone, such unlawful conduct can implicate liability to HCLTech as well.

#### b. Reputational damage

Fraud does not just have a potential financial impact to the person committing it and/or HCLTech, it can also cause reputational damage to the person's managers, to HCLTech, and to all of HCLTech's leadership.

## 15. Equal Opportunity

HCLTech is an Equal Opportunity Employer and endeavors to treat all potential candidates and employees equally without regard to their race, religion, sex, colour, age, national origin, marital status, pregnancy (including child birth), gender identity, sexual orientation, medical condition, disability etc. HCLTech further provides equal opportunities in employment, upgrading, promotion or transfer, recruitment or recruitment advertising, layoff or termination, wages or other compensation, selection for training, including apprenticeship, pre- apprenticeship, and/ or on the job training. Ensuring and maintaining a work environment free of harassment and intimidation and coercion at all facilities where HCLTech employees function, is therefore high on the priority list. HCLTech will ensure adherence to the laws of the land with regard to employment norms and will not indulge in practices such as employing child labour, bonded labour etc. Please refer to the policy on Equal Employment Opportunity available on Policy Hub.

Recruitment Decisions should be based on the candidate's merits e.g education, prior experience and

qualifications. This includes the individual's skills, performance, values, leadership and other job related criteria. All employment related decisions should be taken without regard to a person's race, sex including pregnancy, color, national or social origin, religion, age, disability, gender identity, sexual orientation, medical condition, political opinion or any other status protected by applicable law and policy.

## **16. Workplace and Sexual Harassment**

The Company has a strong, clear and documented stand against any form of harassment at the workplace. Harassment as a result of discrimination or which is sexual in nature and has the effect of creating an intimidating, hostile or offensive work environment is not allowed at HCLTech.

**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 offence, even though they may not have engaged in such behaviour themselves. Thus, they are also held responsible for such misconduct and subject to disciplinary action as per the COBEC. Please refer to the

**Secure policy.** HCLTech is committed to provide a work environment free of workplace and sexual harassment.

## **17. Drugs and Weapons**

The Company strictly prohibits any person entering the Company premises under the influence of or in possession of any intoxicating substance (including alcohol) or any other drugs. Further, any person in possession of unauthorized weapons, illegal firearms, weapons, or explosives will not be permitted to enter the Company premises. However, the trained security personnel may possess authorized weapons as mandated.

Respect the Privacy rights of employees by using, maintaining and transferring personal data in accordance with HCLTech's employment data protection standards and related procedures. You are required to maintain the secrecy of and not to divulge or communicate in any manner, any information regarding your remuneration to any other staff members of the Company except to your immediate superior.

It is the obligation of the employee to furnish true information vis-à-vis:

Own profile (e.g. education details, work experience, last drawn salary, etc.)

Time, expense (amount, purpose, period), compensation related allowances, etc.

Complaints (including Whistleblower issues)

## **18. Use of Cellular Phones and Wireless Devices**

All employees are prohibited from using cell phones or other wireless devices (e.g., smartphones, pagers, Blackberry or PDA devices, laptops, etc.) while conducting HCLTech business in situations, including but not limited to driving a vehicle, in which it appears to the employee that the use of such devices is likely to increase the risk of injury to an employee or to the public. Employees are encouraged to use a hands-free device or to safely stop the vehicle before using a cell phone or other wireless device while driving. Under no circumstances are employees allowed or required to place themselves or others at risk to fulfil HCLTech's business needs.

## **19. Intellectual Property**

Employees should not infringe or violate the intellectual property rights of others and should use proprietary material of others only under valid licenses & in accordance with the terms of such licenses. Any unauthorized receipt or use of the intellectual property of others may expose HCLTech to civil & criminal liabilities and employees are advised to strictly adhere by all HCLTech policies & procedures, including those governing the appropriate handling of unsolicited intellectual property.

Employees are advised to refer to guidelines as issued by the Information Security, Risk Management and

Information Technology Departments from time to time.

## 20. Environmental Protection

Environmental commitments that achieve regulatory compliance are interwoven into every level and every activity of HCLTech. The Company is committed to environmental protection. Employees are expected to comply with environmental regulations and maintain the Company's standards.

## 21. HCLTech and its Customers

HCLTech believes in helping its customers to shift paradigms and start revolutions. We seek to understand our clients' expectations and strive to meet and exceed them. We collaborate with our clients to shape exceptional opportunities of value that can be predicted, measured and repeated. We also conduct business with national governments and government-owned enterprises irrespective of the geographical location. In every instance, an HCLTechie must apply the highest ethical standards and comply with applicable laws and regulations, including certain special requirements associated with government transactions.

**Delivering Value:** Our client relationships are rooted in trust and delivering real value. We base our advice, recommendations and solutions on objective criteria and the needs of the client, not on convenience or self-interest. This means we will decline an opportunity if we believe we cannot deliver value and we will tell the client why. Because we understand that the organization is our client—rather than any individual employee or officer—we are open and transparent in our relationships with people at all levels in the organization.

**Delivering the Committed:** We build business relationships that endure and prosper because they are based on mutual respect and trust. Because HCLTech's size, scope and talent mix often require different people to sell, negotiate and deliver our services, we do not make promises the Company cannot keep. Through available internal resources or by collaborating with others, we ensure we have the skills and capabilities necessary to deliver the work we sell.

**Understand our clients' Code of Conduct:** We understand that our clients have codes of conduct comparable to our own. We recognize that in certain industries and sectors, like financial services, or while working with governments or clients owned or controlled by governments, rules of conduct can be more stringent than our own. We seek to understand not only our clients' business requirements, but also how our clients expect us to interact with their people—and we comply with these expectations. We do not rely on individual client employee or even officer to tell us a client's rule which we should understand ourselves.

We require anyone providing goods or services to HCLTech on a government project or contract (such as consultants, sales representatives, distributors or suppliers) to agree to comply with the intent of this COBEC.

Be truthful and accurate when dealing with customers including government officials and agencies.

Adopt processes that ensure reports, certifications, statements and proposals are current, accurate and complete and that contract requirements are adequately identified and communicated to the responsible parties.

Do not make any unauthorized substitutions for contracted goods and services or deviate from contract requirements without the written approval of the authorized customer representative.

You may not be employed by, or otherwise provide services for or receive payment from, any customer, supplier or competitor of the Company.

## 22. HCLTech and its Supplier

HCLTech's relationships with suppliers are based on lawful, efficient and fair practices. We expect our suppliers to obey the laws that require them to treat employees fairly, provide a safe and healthy work environment and protect the quality of the environment.

Comply with applicable laws and government regulations covering supplier relationships.

Do Business only with suppliers that comply with local and other applicable legal requirements. HCLTech

believes in meritocracy requirement (no discrimination) vis-à-vis vendor selection.  
Safeguard HCLTech's Confidential and Proprietary Information with a confidentiality agreement, and safeguard any supplier-provided information protected by any confidentiality agreement.  
Safeguard "personal data" obtained from suppliers.

### **23. Compliance and Discipline**

Any standards become irrelevant unless there are clear mechanisms to deal with their violations. We would be negligent if we did not state categorically that deviations from the COBEC will not be tolerated.

Disciplinary action will be taken against any individual violating these standards. Specifically, disciplinary action will be taken against any employee who is found to have: authorized, condoned, participated in or concealed actions that are in violation of the COBEC;

against any manager who disregards or approves a violation, or who, through lack of diligence in supervision, fails to prevent or report violations

against managers who retaliate, directly or indirectly, or encourage others to retaliate against an employee who reports a potential violation of these standards.

Since these standards are very important to our basic existence, the response to a deviation from them can lead to including and upto termination of employment.

The following action(s) may be taken depending on the severity of the situation:

- Reprimand
- Verbal warning
- Written warning
- Probation or other disciplinary action
- Suspension/ Blacklisting
- Termination of employment/ business contract
- Litigation (civil and/or criminal)
- Recovery of damages suffered by HCLTech

Any other penal remedy that may be available to the Company under the applicable law of the country where the act has been committed, including recovery of compensation or imposition of fines and any other such actions as may be warranted depending on the circumstances of the case.

The COBEC places HCLTech alongside those global corporations which emphasize the importance of quality business conduct and solid business ethics. Our standards can only be met with the cooperation of HCLTech's employees, long recognized as HCLTech's most valuable asset. Through their efforts, HCLTech and the COBEC set the standard for others to follow.

### **24. Reporting Mechanism**

It is clarified at this stage, that the employee has the option to initiate action as provided below. Depending on the circumstances, other appropriate/ reasonable measures may also be used, under exceptional situations.

The avenues provided are:

For lodging any protected disclosure as per the Whistleblower Policy, you can write to

- Email – A complaint can be sent via email to the Ombudsperson at [whistleblower@hcl.com](mailto:whistleblower@hcl.com)
- Written Complaint - Thought Arbitrage Research Institute C-16, Qutab Institution Area, New Delhi – 110016, India

**Employees can raise concerns by submitting their grievance in the Global Ethics Helpline.**

**Employees based out of Germany/Netherlands shall continue to raise their grievance by writing to [whistleblower@hcl.com](mailto:whistleblower@hcl.com). Path: MyHCLTech >>Top Ribbon (Main Menu)>> Ethics Helpline.**

For any complaint of sexual harassment, you can write to: [secure@hcl.com](mailto:secure@hcl.com)

Postal address: Office of the Chief People Officer, HCL Technologies Limited, Tower 5, 12th Floor, HCLTech SEZ Campus, Sector 126, Noida, Uttar Pradesh - 201303.

Any violation of the COBEC by any other employee, contractor, third party vendor, consultant or any other person associated with HCLTech in any capacity, regardless of position and seniority must be reported without any fear of retribution verbally or in writing.

## **25. Investigation process**

The Ombudsperson will carry out preliminary investigation of a Complaint to decide if a full investigation is required based on facts alleged in the Complaint. If a full investigation is not required, the Ombudsperson shall submit its report to the EC.

All Complaints received by the Ombudsperson will be categorized in two broad categories:

- Complaints against any EX-band (i.e. Executive Vice Presidents) employees and above including CEO, CFO, CPO, and other Corporate Officers, (hereinafter collectively referred as "C" Level officers), and Complaints against any Director of the Company.
- Complaints against others.

Complaints against any "C" Level officers, or Complaints against a Director or Chairman of the Company shall be forwarded to the Chairman of the Audit Committee. The Chairman of the Audit Committee shall decide to deal with such Complaint as he/ she may deem fit including appointing any investigation agency to investigate such Complaint and report to the Audit Committee. Any disciplinary action shall be decided by the Audit Committee. For other Complaints, if the Ombudsperson decides that a full investigation is required, such Complaints shall be forwarded to the Internal Investigation team. The Internal Investigation team shall decide upon further investigation and the next steps in consultation with EC. The Internal Investigation team shall submit its interim report to HR Head and final report to the EC, and any disciplinary action shall be decided by HR head in consultation with the EC, as needed. A periodic update shall be provided by investigation team to the EC and the Audit Committee.

## **26. Waiver and Amendment of the COBEC**

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this document is subject to modification from time to time. Any amendment or waiver of any provision of the COBEC must be approved in writing by majority of members of Top Management. Amendments need to be posted on all applicable regulatory filing or other documents with the nature of amendments.

## **Annexure-I**

### **Duties of Independent Directors**

#### **The independent directors shall—**

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- Strive to attend the general meetings of the Company;

- Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- Keep themselves well informed about the Company and the external environment in which it operates;
- Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy; and
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- Bribery in any form is not tolerated. Please refer to the Anti-Bribery Anti-Corruption Policy.