

# Whistleblow er Policy- Global

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## Revision History:

Version	From	To	Description	Author	Approved By
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2	01 Oct 2012	30 Sep 2013	Revision	Global Policies Team	BOD
3	01 Oct 2013	31 Dec 2015	Revision	HR Policy & Compliance CoE	HR Policy & Compliance CoE Head
4	01 Jan 2016	09 Dec 2017	Revision	HR Policy & Compliance CoE	HR Policy & Compliance CoE Head
5	10 Dec 2017	27 Jan 2019	Revision	HR Policy & Compliance CoE	HR Policy & Compliance CoE Head
6	28 Jan 2019	05 Nov 2019	Revision	HR Policy & Compliance CoE	HR Policy & Compliance CoE Head
7	06 Nov 2019	16 Mar 2020	Revision	HR Policy & Compliance CoE	HR Policy & Compliance CoE Head
8	17 Mar 2020	21 May 2020	Revision	HR Policy & Compliance CoE	HR Policy & Compliance CoE Head
9	22 May 2020	17 Feb 2022	Revision	HR Policy & Compliance CoE	HR Policy & Compliance CoE Head
10	18 Feb 2022	-	Revision	HR Policy & Compliance CoE	HR Policy & Compliance CoE Head



## Objective:

The principles of Trust through Transparency and Accountability are at the core of the existence of HCL Technologies Limited and its subsidiaries worldwide (hereinafter known as the “Company”). To ensure strict compliance with ethical and legal standards across the Company, the present policy has been created.

The objectives of this Policy are:

- To create a window for any person who observes or knows of any unethical behavior, actual or suspected fraud, or violation of a law, the Company’s Code of Business Ethics and Conduct (“Code”) or breach of any other Company policies or to report breach of Company’s Code of Conduct for Prevention of Insider Trading (including any incident of leak or suspected leak of unpublished price sensitive information. (hereinafter, collectively the “Unethical and Improper Practices”), either organizationally or individually to be able to raise it;
- To encourage timely, safe and open reporting of alleged wrong doings, potential illegal activity or suspected impropriety;
- To ensure consistent and timely institutional response;
- To ensure appropriate reporting of Unethical and Improper Practices ([whistleblower@hcl.com](mailto:whistleblower@hcl.com));
- To encourage ethical and lawful conduct; and
- To provide adequate safeguards against victimization or retaliation of persons.

## Scope:

This Policy defines and lays down the process for raising a Complaint, the safeguards in place for the person raising a Complaint, **the roles and responsibilities of all stakeholders**, and **sets the timelines** for processes to be followed. In all instances, the Company retains the prerogative to determine when circumstances warrant an investigation and the appropriate investigative process to be employed, in conformity with this Policy and applicable laws and regulations.

Complaints related only to Unethical and Improper Practices will be dealt by this Policy. Any Complaints related to HR issues will be forwarded to [hear@hcl.com](mailto:hear@hcl.com) and issues related to sexual harassment will be forwarded to [secure@hcl.com](mailto:secure@hcl.com). An illustrative list of Complaints redressed by this Policy is provided in

## Annexure 1.

## Applicability:

This Policy covers all directors, officers, employees, third party vendors, consultants and customers throughout the world, operating out of any location of the Company.

## Definitions

- o **Whistleblower ("WSB")**: A person or entity making a disclosure of any actual or suspected Unethical and Improper Practice that they have observed or have knowledge. Whistleblowers could be directors, employees, contractors, contractor’s employees, clients, vendors, internal or external auditors, law enforcement/regulatory agencies, or other third parties.
- o **Ethics Committee ("EC")**: The Ethics Committee shall be comprised of at least four members, which shall include (i) the Head of Ethics Committee; (ii) one (1) member from Finance; (iii) one (1) member from Legal; and (iv) one (1) member from HR. The General Counsel is Head of Ethics Committee and including him current EC constitution comprises of six (6) members, others being two (2) from Finance; two (2) from Legal and one (1) from HR. EC may choose to appoint any additional member, if required.
- o **Complaint**: The reporting of any Unethical and Improper Practice to the EC made in good faith by a Whistleblower.
- o **Ombudsperson or Ombudsperson Function ("OF")**: Any external agency / individual appointed to independently carry out preliminary investigation of the Complaint lodged by a Whistleblower.



- o **Secretary:** Any member of the EC or any other person as may be appointed by the EC to act as the Secretary of the EC. He/ she shall keep minutes of meeting of the EC.
- o **Audit Committee ("AC"):** The Audit Committee of HCL Technologies Limited as constituted by its Board of Directors in accordance with the applicable law.
- o **Company:** HCL Technologies Limited and any direct or indirect subsidiary of HCL Technologies Limited.

**Policy Details:**

It is the duty of all directors, officers and employees to notify the Company if they observe, or learn of, any Unethical and Improper Practices. Failure to promptly raise a known or suspected violation is considered an unethical behavior. Please refer to the Company's Code for the standards of ethical behavior and personal conduct.

**Reporting a Complaint**

Reports of allegations of suspected Unethical and Improper Practices are encouraged to be made in writing so as to assure a clear understanding of the issues. Such reports should be factual rather than speculative and must contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of investigative procedures. The Whistleblower need not prove the concern but must demonstrate sufficient grounds for raising the concern. The disclosure can also be made anonymously, but it will be the decision of the EC to further act upon an anonymous Complaint or not, depending upon the disclosure so made. The Company encourages the complainant to provide his / her identity to facilitate timely and effective resolution of the Complaint.

**Disqualification**

In case the EC reaches a conclusion that a Complaint has been made in bad faith and is a false accusation, or is an abuse of process, or the Complaints are repeatedly frivolous, then the EC may recommend that appropriate action, subject to all applicable laws, be taken against the person making the false Complaint(s), including reprimand. Having said that, the Company clearly understands that some Complaints may not result in any finding of wrongdoing or action at a later stage even though they are made in good faith. In such circumstances, no action would be initiated against the Whistleblower. It is also clarified that this process should not be used as a grievance redressal mechanism.

**Access to Chairman of the Audit Committee**

The Whistleblower shall have a direct access to the Chairman of the Audit Committee in appropriate or exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard. Appropriate or exceptional cases shall be such Complaints that require adequate safeguards against victimization of directors, officers and employees.

The Whistleblower can reach out to the Chairman of the Audit Committee by writing at [chairman\\_ac@hcl.com](mailto:chairman_ac@hcl.com)

**Procedure to Submit a Complaint**

The Complaint can be made in any of the following methods:

**Written Complaint:** A written Complaint can be sent to the following address:

Thought Arbitrage Research Institute  
C-16, Qutab Institution Area, New Delhi – 110016, India

**Email:** A Complaint can be sent via email to the Ombudsperson at [whistleblower@hcl.com](mailto:whistleblower@hcl.com)

**Procedure of Investigation**

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:

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

### **Remedies and Discipline**

If it is determined that an Unethical and Improper Practice has occurred, the following actions may be taken, as deemed fit to correct it:

- o Any person found guilty of violation of the Company's Code will be subject to disciplinary action up to and including termination of employment or removal from position associated with the Company.
- o Appropriate procedures, policies, and controls will be established in all departments to ensure early detection of similar violations.
- o During the investigation period or at any time thereafter, if any employee is found to be (a) retaliating against the Whistleblower, (b) coaching witnesses or (c) tampering with evidence, then it would lead to severe disciplinary action including termination of employment.

For the avoidance of doubt, this Policy does not preclude the remedies/processes available and provided under applicable law(s) for any Unethical and Improper Practice.

### **Documentation and Reporting**

All documentation pertaining to the Complaint, including but not restricted to the investigation report, corrective action taken, and evidence will be maintained by the Internal Investigation team for a period of not less than 3 years from the date of disposal of the Complaint.

### **Roles and Responsibilities**

Whistleblower:

- o The Whistleblower provides the Complaint, which is the initial information related to a reasonable belief that an Unethical and Improper Practice has occurred. The motivation of a Whistleblower is irrelevant to the consideration of the validity of the allegation.
- o Whistleblower (including anonymous Whistleblower) must provide all factual corroborating evidence, as is available/possible, to enable commencement of an investigation, material which demonstrates sufficient grounds for concern. However, the Whistleblower shall refrain from obtaining evidence for which they do not have a right of access and no protection would be guaranteed to the Whistleblower for having obtained information illegally.



- o The Whistleblowers will not be immune from disciplinary action if she/he is found guilty of or is a party to the allegations.

### **Whistleblower Protection**

The Company will ensure to protect Whistleblowers against retaliation, as described below:

- o The Company will keep the Whistleblower's identity confidential, unless (a) the person agrees to be identified; (b) identification is necessary to allow the Company or law enforcement officials to investigate or respond effectively to the report; (c) identification is required by law; or (d) the person accused of violations of the Unethical or Improper Practice is entitled to the information as a matter of legal right in disciplinary proceedings.
- o The Company prohibits retaliation against a Whistleblower with the intent or effect of adversely affecting the terms or conditions of employment (including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages). Whistleblowers who believe that they have been retaliated against may file a written Complaint with the EC. A proven Complaint of retaliation shall result in a proper remedy for the person harmed and severe disciplinary action including termination of employment against the retaliating person. This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.

### **Communication**

This policy as amended from time to time shall be disclosed on the website of the Company and in the report of the Board of Directors of the Company.

The Audit Committee reviews the policy and its implementation on periodic basis and is provided a quarterly update on the status of various Complaints received and investigated.

### **Annexure 1: Illustrative List of Unethical or Improper Practices:**

Breach of Code and other Company policies  
Unethical business practices like bribery taken / given (both financial and non-financial favours)  
Misuse / embezzlement of Company funds, assets, property, facilities etc.  
Negligence causing substantial risk to public health and safety  
Manipulation of Company data / records  
Financial irregularities, including fraud or suspected fraud  
Abuse of authority  
Violation of law / regulation  
Breach of Company's Code to regulate, monitor and report Insider Trading by designated persons and their immediate relatives, including any incident involving leak or suspected leak of unpublished price sensitive information  
Any other unethical behavior

\*For Australia additional details are mentioned in extension document attached in forms section.

