

# Whistleblower Policy-Global

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## Objective

The principles of Trust through Transparency and Accountability are at the core of HCLT's (hereinafter known as "the Company") existence. 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 Conduct or ethics policy or to report breach of Company's Code of conduct 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Trading by designated persons and their immediate relatives, including any incident involving leak or suspected leak of unpublished price sensitive information. (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 whistleblower investigations ([whistleblower@hcl.com](mailto:whistleblower@hcl.com));
- To encourage ethical and lawful conduct;
- 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 or 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, employees third party vendors, consultants and customers throughout the world, operating out of any location of the Company.

## Definitions

- Whistleblower ("WSB") :A person or entity making a disclosure of any actual or suspected Unethical and Improper Practice that they have observed or has knowledge. Whistleblowers could be directors, employees, contractors, contractor's employees, clients, vendors, internal or external auditors, law enforcement/regulatory agencies, or other third parties.
- Whistleblower Committee ("WC"):The Whistleblower Committee shall be comprised of at least four members, which shall include (1) the Chief Financial Officer ("CFO"); (2) the Chief



- Executive Officer ("CEO"); (3) the Chief Human Resources Officer ("CHRO"); and (4) the Head of Internal Audit function. The Committee may choose to appoint any additional member, if required.
- Whistleblower Committee Chairman: a member of the Whistleblower Committee, who shall be designated as the Chairman of the Whistleblower Committee. The Whistleblower Committee Chairman shall be the Chief Financial Officer of the Company or such other person as may be appointed by the Board of Directors ("BOD") of the Company.
  - Complaint: The reporting of any Unethical and Improper Practice to the Whistleblower Committee made in good faith by a Whistleblower.
  - Ombudsperson or Ombudsperson Function ("OF"): Any external agency / individual / department appointed to independently carry out an initial investigation of the Complaints lodged by a Whistleblower.
  - Secretary: Any member of the Whistleblower Committee or any other person as may be appointed by the Whistleblower Committee to act as the Secretary of the Whistleblower Committee. He shall keep minutes of meeting of the Whistleblower Committee.
  - Audit Committee ("AC"): The Audit Committee of HCL Technologies Limited as constituted by its Board of Directors in accordance with the applicable law.
  - Company: HCL Technologies Limited and any direct or indirect subsidiary of HCL Technologies Limited.

## Policy Details

It is the duty of all directors 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 of Conduct 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 preliminary 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 Whistleblower Committee to further act upon an anonymous Complaint or not, depending upon the disclosure so made.

## Disqualification

In case the Whistleblower Committee 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 Whistleblower Committee may recommend that appropriate action 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 investigation 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 Whistleblower cases that require adequate safeguards against victimization of employees and directors.



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 any of the following address:

The Chairman,  
Thought Arbitrage Research Institute                      Whistleblower Committee  
C-16, Qutab Institution Area, New Delhi – 110016 HCL Technologies Limited  
Software Tower 6, Plot No. 3A, Sec.126, Noida, U.P. India

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

All Complaints received will be immediately reported to the Ombudsperson.

### 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 Whistleblower Committee.

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

- Complaints against CEO / CFO / CHRO / President / Corporate Officers, (hereinafter referred as "C" Level officers), and Complaints against any Director of the Company.
- Complaints against others.

Complaints against "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 may deem fit including appointing any investigation agency to investigate such the 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 Head of Internal Audit. The Head of Internal Audit shall decide upon further investigation and the next steps. The Head of Internal Audit shall submit its final report to the Whistleblower Committee, and any disciplinary action shall be decided by the Whistleblower Committee. A periodic update shall be provided by the Head of Internal Audit to the Audit Committee.

In situations warranting immediate / urgent disciplinary actions, the CHRO or his delegate may, after considering the recommendations of the Head of Internal Audit, determine and initiate appropriate actions basis investigation findings. An update shall be submitted to the Whistleblower 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:



- Any person found guilty of violation of the Company's Code of Conduct will be subject to disciplinary action up to and including termination of employment or removal from position associated with the Company.
- Appropriate procedures, policies, and controls will be established in all departments to ensure early detection of similar violations.
- 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 Whistleblower Committee for a period of not less than 3 years from the date of disposal of the Complaint.

### **Audit Committee:**

- To review and approve the "Whistleblower" process / framework;
- To review and monitor cases presented each quarter;
- To review the final report submitted by the Chairman of the Audit Committee post investigation by the investigation agency, and decide any disciplinary action to be taken in case of Complaints received against "C" Level Officers; and
- To review the periodic reports submitted by the Head of Internal Audit, in case of Complaints received against other employees.

If any of the members of the Audit Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Committee should deal with the matter on hand.

### **Chairman of Audit Committee:**

- To deal with Complaints received against the "C" level officers, or against any Director or Chairman of the Company; the Chairman of the Audit Committee shall decide to deal with such Complaint as he may deem fit including appointing any investigation agency to investigate such the Complaint; and
- To submit final report to the Audit Committee.

### **Head of Internal Audit:**

- To deal with Complaints received against other employees; decide upon further investigation and the next steps;
- To submit final report to the Whistleblower Committee; and
- To provide a periodic update to the Audit Committee.

### **Whistleblower Committee:**

- In case of repeated frivolous complaints, the Whistleblower Committee may take suitable action against the concerned employee, including reprimand;



- To appoint and review the performance of Ombudsperson Function;
- To review and monitor corrective actions initiated to prevent / minimize recurrence of such events;
- To review the report submitted by the Head of Internal Audit and decide any disciplinary action to be taken for each case.
- To delegate authorisation(s) to the Head of Internal Audit and/or other L1 leaders for taking suitable actions against the employees.

If any of the members of the Whistleblower Committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee should deal with the matter on hand.

#### Ombudsperson Function (OF):

To receive Complaints on [whistleblower@hcl.com](mailto:whistleblower@hcl.com), and provide acknowledgment to the Whistleblower, update Head of Internal Audit on Complaints received (SLA – Within 24 hours of receiving the Complaint if the next day is a working day or within 3 hours of the next immediate working day);

To forward Complaints against "C" Level officers or Complaints against a Director or Chairman of the Company to the Chairman of the Audit Committee;

To forward Complaints against other employees to the Head of Internal Audit;

To maintain tracker for Complaints raised along with action taken report;

To carry out an initial investigation based on preliminary evaluation of Complaint and the quality of information / evidences provided for Complaints (SLA – Within 1 week of sending the Complaint); and

To present an update on cases investigated and action taken report to the Head of Internal Audit every 15 days.

#### Whistleblower:

- 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.
- 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.
- 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:

- 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.



- 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 Whistleblower Committee. 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:

Unethical business practices like bribery taken / given
Non-financial significant favors, gifts beyond the defined guidelines
Misuse 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
Criminal offence
Theft of confidential / proprietary / customer information
Violation of law / regulation organization wide
Embezzlement of company funds/assets
Breach of employee Code of Conduct or Rules
Breach of Company's Code of conduct 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.

Process Section

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

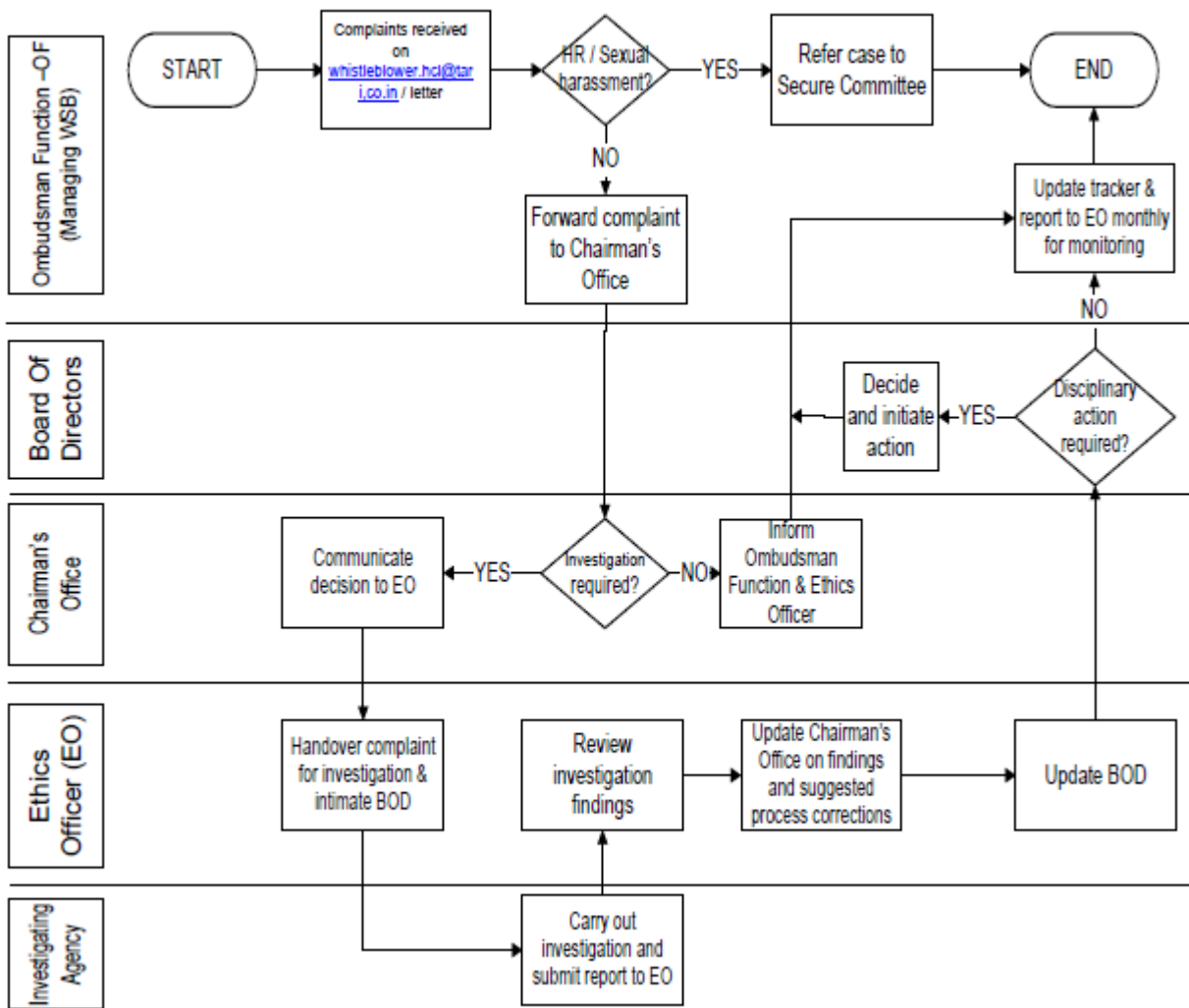
- **Written Complaint:** A written complaint can be sent to any of the following address:

Thought Arbitrage Research Institute C-16, Qutab Institution Area, New Delhi – 110016	The Chairman, Whistle Blower Committee, HCL Technologies A-11, Sec.3, Noida, U.P. India
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- **Email:** An email complaint can be sent to the Ombudsperson Function at [whistleblower@hcl.com](mailto:whistleblower@hcl.com)

#### Process Flow – Complaints Against "C" Level Officers





\* Note: Email complaints on whistleblower ID will be auto forwarded to OF and EO; Complaints on hotline will be received by OF who shall update the EO Written complaints shall be received by the EO who shall forward the same to OF

**Process Flow – Complaints Against Other Than "C" Level Officers**

EO's role has not been separately defined being the Chairman of the EC

\* Note: Email complaints on whistleblower ID will be auto forwarded to OF and EO; Complaints on hotline will be received by OF who shall update the EO Written complaints shall be received by the EO who shall forward the same to OF



