

Conflict of Interest Policy (Hiring-Working with Close Kin)

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1.0	Nikith Shetty	Ranjeet Garde / Satyen Kulkarni	CHRO	November 14, 2022	This document is merged from LTI document < HR-India-EGC- 002_ Guidelines on Conflict of Interest (Hiring_ Working with Close Kin) v2.1> and from Mindtree < Hiring of Related Parties>

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1. Introduction

The COI policy is to protect the organisation's interest by providing a framework to avoid any conflict of interest arising from employees working with close kin. LTIMindtree (herein after referred to as "Company") is an equal opportunity employer and allows the employment of close personal contact/ contacts of employees provided it does not create an actual or perceived conflict of interest with the employee's duties to act in the organizations best interest. The policy applies to all aspects of the employment relationship and all other conditions and privileges of employment in accordance with applicable law.

2. Purpose

The policy guides us to avoid any conflict or appearance of a conflict between interests of individuals and Company's interests. It lays the principles for undertaking business transactions without any personal conflicts.

3. Effective Date

This policy will be effective from November 14th, 2022.

4. Scope

The guidelines shall apply to all permanent employees, trainees, retainers, subcontractors, contractors, independent consultants working in India and Overseas. This policy applies to all such personnel regardless of rank, title, gender or sexual orientation to promote a productive environment, free from conflicts of interest as well as favouritism and unfair advantage, whether perceived or real.

It also includes aspects of the employment relationship, including recruitment, hiring, training and development, promotion, transfer, termination, layoff, compensation and benefits, Company sponsored social and recreational programs, and all other conditions and privileges of employment in accordance with applicable law.

5. Authority and Approval

The Company Management reserves the right to revise, amend or modify this policy at any time and in any manner without notice. Compensation and Benefits Team would be responsible for maintaining and carrying out subsequent changes/ modifications in this policy and communicate appropriately.

6. Policy

NA

6.1 Policy Section 1

NA

6.2 Policy Section 2

NA

6.3 Consequence Management

Non-Adherence to the policy without requisite approvals may result in disciplinary action including termination of employment depending on the severity of non-adherence.

7. Process/Procedure

- The hiring of any relatives of members of L&T Board of Directors shall confirm with the provisions of the India Companies Act of 2013 (the “Companies Act”).
- The hiring of any relatives of Whole Time Directors (as defined by the Companies Act) and Key Managerial Personnel (“KMPs”) will require the specific written authorization of the Board of Directors. For purposes of this policy, the following positions are classified as KMPs: Chief Executive Officer & Managing Director (“CEO” & “MD”), Executive Director, Chief Financial Officer, and Company Secretary.
- The hiring of any relatives who is one or two levels below the CEO as per the organization official hierarchy will require the written approval of the CEO & MD.
- The hiring of relatives of any Company employees who are a part of Company enabling functions including but not limited to people function (HR, Payroll, Operations, administration team etc.), procurement, finance will require the written approval of the CHRO.
- If an employee after being employed is transferred or via change in employment enters one of the below mentioned relations (refer definition Close Kin- 6), the same needs to be informed to the immediate supervisor / manager and concerned HR Business Partner.
- The organization will review the situation and evaluate if there is an actual conflict of interest. In such cases Company would have the sole discretion to address the concern. The organization would review each instance on a case to case basis and provide directions as appropriate to protect organization’s interest. This may also imply disciplinary action & may also have repercussions on terms of employment depending on the severity of the instance
- Relatives seeking employment at Company must use standard application channels.

- In cases where an employee, subcontract, contractor, independent consultant, contingent worker is unaware of the recruitment of a relative in the company. Such inadvertent non-disclosure will not be considered a violation of the policy, unless there is substantial evidence to prove that the employee had a direct or indirect influence on such hiring or concealed such material information in which case it will be treated as a violation of these guidelines and the code of policy.

8. Exception Approval

NA

9. Definitions

Terms	Definitions
Close Kin	For the purpose of the policy “Close Kin” means a person connected/related by blood, marriage or adoption to another person (also referred to as ‘relatives’) with such a close bond as to suggest conflict in the employment relationship.
Conflict of Interest	A conflict of interest (COI) is a situation in which a person or organization is involved in multiple interests, financial or otherwise, and serving one interest could involve working against another. Typically, this relates to situations in which the personal interest of an individual or organization might adversely affect a duty owed to make decisions for the benefit of a third party.
COE	Centre of Excellence
CHRO	Chief Human Resources Officer
COO	Chief Operating Officer

Sr.no	Relatives
1.	Spouse
2.	Father (including stepfather)
3.	Mother (including stepmother)
4.	Son (Including stepson)
5.	Son's wife
6.	Daughter
7.	Daughter (Including stepdaughter)
8.	Daughter's husband
9.	Brother (including stepbrothers)
10.	Sister (including stepsisters)
11.	Live in partners
12.	Uncle (Maternal / Paternal)
13.	Aunty (Maternal / Paternal)
14.	Nephew
15.	Niece
16.	Spouse's Siblings & Parents

10. Disclosure Mechanism

- Candidates will be asked to disclose the existence of any close kin relationship within Company at the below stages. **Failure to disclose may be viewed as concealment of material information unless successfully proven.**
- **At the Job Application stage** – The candidate would be required to provide necessary information about the close kin while completing the job application (mandatory field).
- **At the Onboarding stage** – As a part of the offer acceptance and onboarding the candidate will be required to sign a conflict of interest declaration with necessary details about close kin relationship.
- **Existing Employees:** Employees must ensure that their personal interests and that of their 'relatives' /friends do not conflict, or appear to conflict, with the interests of Company. While most conflict of interest may be avoided, there may be situations these conflicts may be unavoidable. In such situations, employees are responsible for using good judgment to objectively evaluate their activities that may result in a conflict of interest. It is the employees' primary responsibility to recognize any potential or actual conflicts with Company interest and report the same to the HRCompliance@ltimindtree.com.

- **In case of internal transfers or transfers between entities:** While the information shall be most likely captured through an internal job posting application; it would be the responsibility of the employee to reveal any close kin relationship in the Conflict of Interest to the HR Business Partner.
- In cases where a close kin relationship is made known by the applicant at the interview stage or application stage to the recruiter, the recruiter must request the hiring manager to allocate an alternate interview panel.
- In case where the recruiter has close kin in interview process the recruiter needs to inform the recruitment lead of the same and recuse themselves. An alternate recruiter should work on the requisition.
- Hiring Managers should ensure that the candidate is not under his/ her direct or indirect sphere of influence. (Ref- Point 7- **Process/Procedure**)
- Failure to adhere to any of above steps before a candidate/employee is considered for an opportunity or role, would lead to appropriate remedial/disciplinary actions being taken, after analyzing the case thoroughly.

If Company determines that action must be taken due to the creation of a “Close kin or Related Parties” relationship between two employees during the course of their employment, the company may ask one or both of the employees to transfer to another position, location, or project. If a transfer proposed by Company is refused, or if Company determines that the situation cannot be adequately addressed by a transfer (or if Company determines that transfer otherwise would not be in the best interests of Company), Company may terminate the employment of one or both employees in its sole discretion. Company has the sole discretion to determine how to address a concern involving an employee relationship.

11. References

Code of Conduct

12. Annexure

NA

DECLARATION

Hereby, I agree to read and abide by the LTIMindtree Conflict of Interest policy including all updates that are published.

Candidate name:

Signature:

Date: