

Code of Business Ethics and Conduct

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3	01 Mar 2014	28 Feb 2015	Reviewed by external counsel – no changes made	HR Policy & Compliance Team	HR Policy & Compliance Head
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Objective:

At HCL Technologies (hereafter referred as the "Company" or "HCLT") we strongly believe in the principle of Trust through Transparency and Accountability. This forms the foundation of the HCLT Code of Business Ethics and Conduct (hereafter known as the "COBEC" or the "Code").

Scope:

All policies, practices, processes, business dealings at HCLT 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 HCLT 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 HCLT.

The Code further acts as a guide to all HCLT directors, employees and various stakeholders on the values, ethics and business principles expected of them in their personal and professional conduct. HCLT 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 HCLT.

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 HCLT or any of its subsidiaries from time to time

PolicyDetails:

Definition: In this document, we use the terms "we," "us," "our," "the Company" and "HCLT" to refer to HCLT Technologies and/ or its subsidiaries. The terms "you," "your", "employee" and "HCLite" 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. 2 HCL Core Values:

To uphold the dignity of the individual

We place significant emphasis on the respect and dignity of every HCLT employee. HCLT employees are empowered to drive innovation, transforming client engagements and markedly improving client satisfaction. HCLT 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 endeavour: HCLT 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.

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 HCLT'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 specific supplier vendor diversity programs.

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, HCLT 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 legal counsel or senior finance personnel supporting your business

Ethics & Compliance Office (CEO's Office)

USE OF COMPANY TIME, EQUIPMENT AND OTHER BENEFITS

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 HCLite'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

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.

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.

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

A Personal Favour

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.

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.

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.

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.

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.

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.

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

SECURITIES AND INSIDER TRADING

Insider trading is prohibited by the law and is a clear violation of the COBEC. Insider Trading generally involves the act of subscribing or buying or selling of Company's Shares/ Securities, when in possession of any unpublished price sensitive information about the Company. It also involves disclosing any unpublished price sensitive information about the Company to others ("tipping") who could subscribe or buy or sell the Company's Shares/ Securities. Insider Trading invokes severe civil and criminal penalties not only on the insider but also on the Company in certain circumstances under the Regulations issued in India under the SEBI (Prohibition of Insider Trading) Regulations, 2015, and/ or other similar regulations abroad.

The interest of investors and other stakeholders is safeguarded by not getting involved in insider trading or any other undesirable and offensive practices. Please refer to the

Code of Conduct for Prevention of Insider Trading 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

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.

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:

- i) Act in accordance with applicable law;
- ii) Act in accordance with any relevant contractual obligations
- iii) Collect, use and process such information only for legitimate business purposes;
- iv) Limit access to the information to those who have a legitimate business purpose for seeing the information; and
- v) Take care to prevent unauthorized disclosure.

CONFLICT OF INTEREST / ANTI BRIBERY

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 HCLite:

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.

Does vendor selection

While creating the requirement to seek Company approval for engaging in any not-for-profit activity outside of work, HCL 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 HCLT.

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 HCLT business, or discredit HCLT. Each employee's primary business obligation should be to HCLT, and personal business affairs or outside employment should be kept separate and distinct from those of HCLT in every respect and not be based on Company property, information or position, and not divert business opportunities away from HCLT. 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 HCLT property and not involve the use of any HCLT assets, materials, property, or the services of other HCLT employees, or involve the employee's activities during HCLT work hours. Exceptions may be granted by the employee's manager and/or supervisor, where the situation warrants.

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



Anti-Corruption and Anti Bribery

We comply with anti-corruption and anti-bribery laws as may be applicable wherever we do business. Company's anti-bribery policy covers hospitality, "offset" issues, employment of relatives, guidance on gifts, political/ charitable contributions and extortion/ blackmail responses . The same has been uploaded in Policies Hub as well as in www.hcltech.com and can be and should be reviewed for more details.

HCLT'S EMPLOYEES

At HCLT we are guided by a philosophy that places the needs of employees before the needs of customers. This approach has led to greater engagement levels and thereby higher customer delight.

Our philosophy encompasses a variety of elements created with the objective of providing a truly unique and democratic work environment to employees. By treating employees as partners and participants in the Company's success, every individual within the Company becomes responsible for transforming, thinking and providing value to the customers. To further this stance, HCLT has an open door policy encouraging its employees to bring up issues of infringement or violation of the COBEC fearlessly. HCLites have access to any level of the management including the CEO. One may consult the legal or the HR team for guidance as well.

Equal Opportunity

HCLT 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), sexual orientation, medical condition, disability etc. HCLT 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 HCLT employees function, is therefore high on the priority list. HCLT 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. 10

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, sexual orientation, medical condition, political opinion or any other status protected by applicable law and policy.

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 HCLT.

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. HCLT is committed to provide a work environment free of workplace and sexual harassment.

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 HCLT'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)

Others

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 HCLT 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 fulfill HCLT's business needs.

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 HCLT to civil & criminal liabilities and employees are advised to strictly adhere by all HCLT 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

Environmental Protection

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

HCLT AND ITS CUSTOMERS

HCLT 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 HCLite 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 HCLT'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 HCLT 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.

HCLT AND ITS SUPPLIERS

HCLT'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. HCLT believes in meritocracy requirement (no discrimination) vis-à-vis vendor selection.

Safeguard HCLT'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.

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:

- a) Reprimand
- b) Verbal warning
- c) Written warning
- d) Probation or other disciplinary action
- e) Suspension/ Blacklisting
- f) Termination of employment/ business contract
- g) Litigation (civil and/or criminal)
- h) Recovery of damages suffered by HCLT



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 HCLT 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 HCLT's employees, long recognized as HCLT's most valuable asset. Through their efforts, HCLT and the COBEC set the standard for others to follow.

REPORTING MECHANISM

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

The various avenues provided are:

For lodging any protected disclosure as per the Whistleblower Policy you can write to whistleblower.hcl@tari.co.in.

For any complaint of sexual harassment you can write to:
secure@hcl.com

For any risk to be reported you can write to:
risk@hcl.com

For any compliance related issue you can write to:
compliance-officer@hcl.com

For any health and safety concerns you can write to the Health Safety and Environment Department:
sustainability@hcl.com

Postal address: CEO Office, HCL Technologies Limited, Software Tower 5, Special Economic Zone, Plot No. 3A, SEZ, Sector 126, Noida- 201304.

Postal address of TARI: Thought Arbitrage, C-16, Qutab Institutional Area, New Delhi – 110016, Website: <http://www.tari.co.in/>

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

Immediate reporting manager or the Human Resources Head the respective entity or Geo;

The L1 Head of the respective entity; or

The L4 Delivery Head

Investigation process

All such matters get referred to an Ethics/ Investigation Committee especially constituted for this purpose. Complaints/ suspicions/ incidents of violations of law, company policies, COBEC, etc. must be reported to this Committee.

The Committee must undertake a preliminary assessment of the complaint/ suspicion/ incident.

For detailed investigations, the Committee may form a team of personnel (in-house/ external service provider) with the required skill-set (knowledge, expertise, authority, etc.) for the investigation. The investigation team would have a reporting responsibility to the Committee only.

The Committee will decide on the appropriate action based on findings from the investigation.

The Committee will report incidents of violations of law, company policies, COBEC, etc., to the CEO, Audit Committee, Board of Directors, etc., as per the defined periodicity or urgency/ importance of the case.

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

The investigation committee will record all the minutes of the above transactions and communicate to the entity/ geo of the outcome. The entity/ geos nominated manager will take the corrective action and report the



same to investigation committee, which in turn will report the same to the CEO and make an entry in the personal file of the individual against whom the action has been taken.

If no immediate action is recommended by the investigation committee, Corporate Human Resources Department will then observe the behavior of the above individual's for the next six months. If no untoward incident is reported, the case can be closed. However, if the individual is dissatisfied with the actions taken by the personnel as detailed above, he/she could choose to approach the CEO directly. The individual against whom actions have been outlined can also appeal the findings of the enquiry to the CEO directly. The CEO can be provided with details of each of these cases as and when required. The same shall be documented for review for future needs.

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 the Company's Board of Directors. Amendments need to be posted on all applicable regulatory filing or other documents with the nature of amendments.

Form of Acknowledgement & Receipt of COBEC

Each employee shall be required to acknowledge as follows:

I have received and read a copy of COBEC. I understand the standards and policies contained herein and understand there may be additional policies, laws specific to my work areas. I hereby agree to comply with COBEC in letter and spirit.

Employee Name & Code:

Signature:

Annexure-I

Duties of Independent Directors

The independent directors shall—

- (1) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (2) 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;
- (3) Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) Strive to attend the general meetings of the Company;
- (6) 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;
- (7) Keep themselves well informed about the Company and the external environment in which it operates;
- (8) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) 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;
- (10) 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;
- (11) Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- (12) Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy; and
- (13) 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

Process:

REPORTING MECHANISM

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

The various avenues provided are:

- For lodging any protected disclosure as per the Whistleblower Policy you can write to whistleblower.hcl@tari.co.in. Postal address: CEO's Office, HCL Technologies Limited, A-9, Sector 3, Noida- 201301. Please be very specific in your complaint.
- For any complaint of sexual harassment you can write to secure@hcl.com
- For any risk to be reported you can write to risk@hcl.com
- For any compliance related issue you can write to 'compliance-officer@hcl.com'
- For any health and safety concerns you can write to the Health Safety and Environment

Department: sustainability@hcl.com

Investigation Process

- All such matters get referred to an Ethics/ Investigation Committee especially constituted for this purpose comprising of Risk Officer, Compliance Officer, Legal Personnel and HR and Administration personnel.
- Complaints/ suspicions/ incidents of violations of law, company policies, COBEC, etc. must be reported to this Committee
- The Committee must undertake a preliminary assessment of the complaint/ suspicion/ incident
- For detailed investigations, the Committee may form a team of personnel (in-house/ external service provider) with the required skill set (knowledge, expertise, authority, etc.) for the investigation. The investigation team would have a reporting responsibility to the Committee Only
- The Committee will decide on the appropriate action based on findings from the investigation.

The Committee will report incidents of violations of law, company policies, COBEC, etc to the CEO, Audit Committee, Board of Directors, etc. as per the defined periodicity or urgency/ importance of the case.

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

The investigation committee will record all the minutes of the above transactions and communicate to the entity/ geo of the outcome. The entity/ geo's nominated manager will take the corrective action and report the same to investigation committee, which in turn will report the same to the CEO and make an entry in the personal file of the individual against whom the action has been taken.

If no immediate action is recommended by the investigation committee, Corporate Human Resources Department will then observe the behavior of the above individual's for the next six (6) months. If no untoward incident is reported, the case can be closed. However, if the individual is dissatisfied with the actions taken by the personnel as detailed above, he/ she could choose to approach the CEO directly. The individual against whom actions have been outlined can also appeal the findings of the enquiry to the CEO directly.

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



