

# **WHISTLEBLOWER POLICY**

## **Objective**

The principles of trust through transparency and accountability are at the core of HCL Technologies Limited's (hereinafter known as "the Company") existence. To ensure strict compliance with ethical and legal standards across the company, the present policy ("**Policy**") has been created.

The objectives of this Policy are:

- To create a window for any person who observes an unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct or ethics policy (hereinafter "**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 or suspected impropriety;
- To ensure consistent and timely institutional response;
- To ensure appropriate reporting of whistleblower investigations;
- To encourage ethical and lawful conduct;
- To provide adequate safeguards against victimization 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 also sets the time lines for all 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*: A person or entity making a disclosure of any actual or suspected Unethical and Improper Practice that they have observed. Whistleblowers could be directors, employees contractors, contractor's employees, clients, vendors, internal or external auditors, law enforcement/regulatory agencies or other third parties.
- *Whistle Blower Committee*: The committee constituted to deal with Complaints under this Policy.
- *Chairman* means the Chairman of the Whistle Blower Committee. The Chairman of this Committee shall be the Chief Financial Officer of the Company or such other person as may be appointed by the Board.
- *Complaint*: The reporting of any such Unethical and Improper Practice or violation to the Whistle Blower Committee (as defined above) by a Whistleblower made in good faith would constitute a complaint.
- *Ombudsperson*: Any agency / individual / department appointed to independently carry out an initial investigation of the Complaints lodged by employees, vendors, customers or consultants of the Company.
- *Audit Committee* means the Audit Committee constituted by the Board of Directors of the Company in accordance with applicable law.

## 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 Whistle Blower Committee to further act upon an anonymous Complaint or not, depending upon the disclosure so made.

## **Constitution of the Whistleblower Committee**

The Whistle Blower Committee will consist of a Chairman and members having cross functional representation.

## **Disqualification**

In case of the Committee reaching a conclusion that the Complaint has been made with *malafide* intentions and is a false accusation or is an abuse of process or the complaints are repeatedly frivolous, then the Committee may recommend that appropriate action be taken against the person making the disclosure including reprimand. Having said that the Company clearly understands that some disclosures 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 victimisation of employees and directors.

## **Procedure of Investigation**

- All Complaints received by the Ombudsman will be categorized in two broad categories: Complaints against CEO / CFO / CHRO / President / Corporate Officers, hereinafter referred as “C” Level officers
- Complaints against others

The Complaints against “C” level officers will be dealt with by Company’s Chairman's Office and can be sent to the e-mail id chairman@hcl.com.

The Ombudsperson Function will carry out preliminary investigation of Complaints received against employees other than “C” level officers and based on the findings of preliminary investigation report, Whistleblower Committee shall decide upon further investigation and the next steps.

Please refer to the **Process Section** for detailed processes.

## **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 Committee for a period of not less than 3 years from the date of disposal of the Complaint.

## **Remedies and Discipline**

If the Whistle Blower Committee determines that an Unethical and Improper Practice has occurred, it will take the following actions 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.
- 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.

## **Roles, Responsibility and SLA**

### **Audit Committee of the Company**

- To decide upon the disciplinary action against CEO / CFO / CHRO / President / Corporate Officers, hereinafter referred as "C" Level, based on Final Investigation Report;
- To review and monitor cases pertaining to "C" Level officers.
- To review and approve the "Whistleblower" process / framework;
- To review and monitor cases presented each quarter;
- In case of repeated frivolous complaints, the Audit Committee may take suitable action against the concerned director or employee, including reprimand;
- 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's Office

- To decide need for investigation and investigating agency based on preliminary evaluation of Complaint and the quality of information / evidences provided for Complaints involving "C" Level officers and communicate to the Chairman (SLA – Within 1 week);
- To appoint and review performance of Ombudsperson Function;
- To approve members of Whistleblower Committee based on nomination of Chairman;
- To receive written Complaints / on [whistleblower.hcl@tari.co.in](mailto:whistleblower.hcl@tari.co.in), and forward written Complaints to the OF (SLA – Within 24 hours);
- To review performance of the investigating agency;
- To monitor progress of investigation and receive the investigation findings;
- To review and monitor corrective actions initiated to prevent / minimize recurrence of such events;
- To update the Audit Committee upon initiation of investigation (SLA – Within 1 week);
- To update the Audit Committee on the findings of the investigate on report along with process corrections for Complaints pertaining to "C" level officers; (SLA – Within 2 weeks);
- To update the AC on cases investigated and action taken report every quarter pertaining to other than "C" level officers.

## Investigating Agency (IA)

- To carryout investigation as per the defined terms of reference by ***the Committee or the Chairman's office (SLA – Within 45 days).***

## Ombudsperson Function (OF)

- To receive Complaints on [whistleblower.hcl@tari.co.in](mailto:whistleblower.hcl@tari.co.in), hotline and provide acknowledgment to the Whistleblower, update Chairman on Complaints received on hotline (SLA – Within 24 hours of receiving the Whistleblower if the next day is a working day or within 3 hours of the next immediate working day);
- To maintain tracker for Complaints raised along with action taken report;
- To forward Complaints received against "C" level officers to Chairman's Office (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);
- Carry out an initial investigation based on preliminary evaluation of Complaint and the quality of information / evidences provided for Complaints involving other than "C" Level officers (SLA – Within 1 week of sending the Complaint to the Committee or the Chairman's office);

- To present update on cases investigated and action taken report to Committee 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 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 Compliance violations 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 web site of the Company and in the report of the Board of Directors of the Company.

### Annexure 1: Illustrative List of Malpractices and Events

Malpractices / Events
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
Any other unethical behavior

## **PROCESS**

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

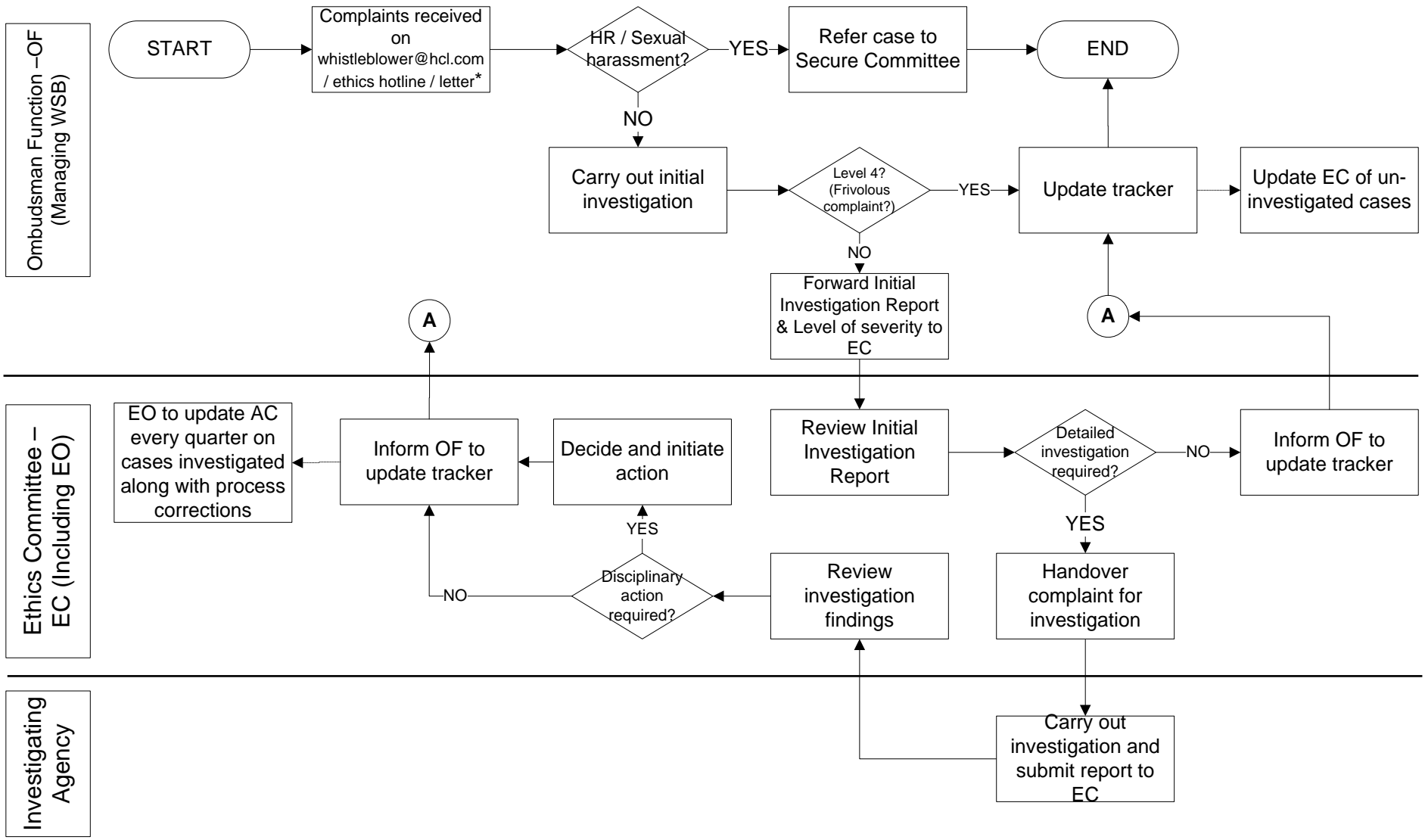
- ***Written Complaint:*** A written Complaint can be sent to any of the following address:

Thought Arbitrage Research Institute	The Chairman, Whistle Blower Committee,
C-16, Qutab Institution Area,	HCL Technologies
New Delhi – 110016	A-11, Sec.3, Noida, U.P. India

- ***Email:*** An email Complaint can be sent to the Ombudsperson Function at [whistleblower.hcl@tari.co.in](mailto:whistleblower.hcl@tari.co.in)

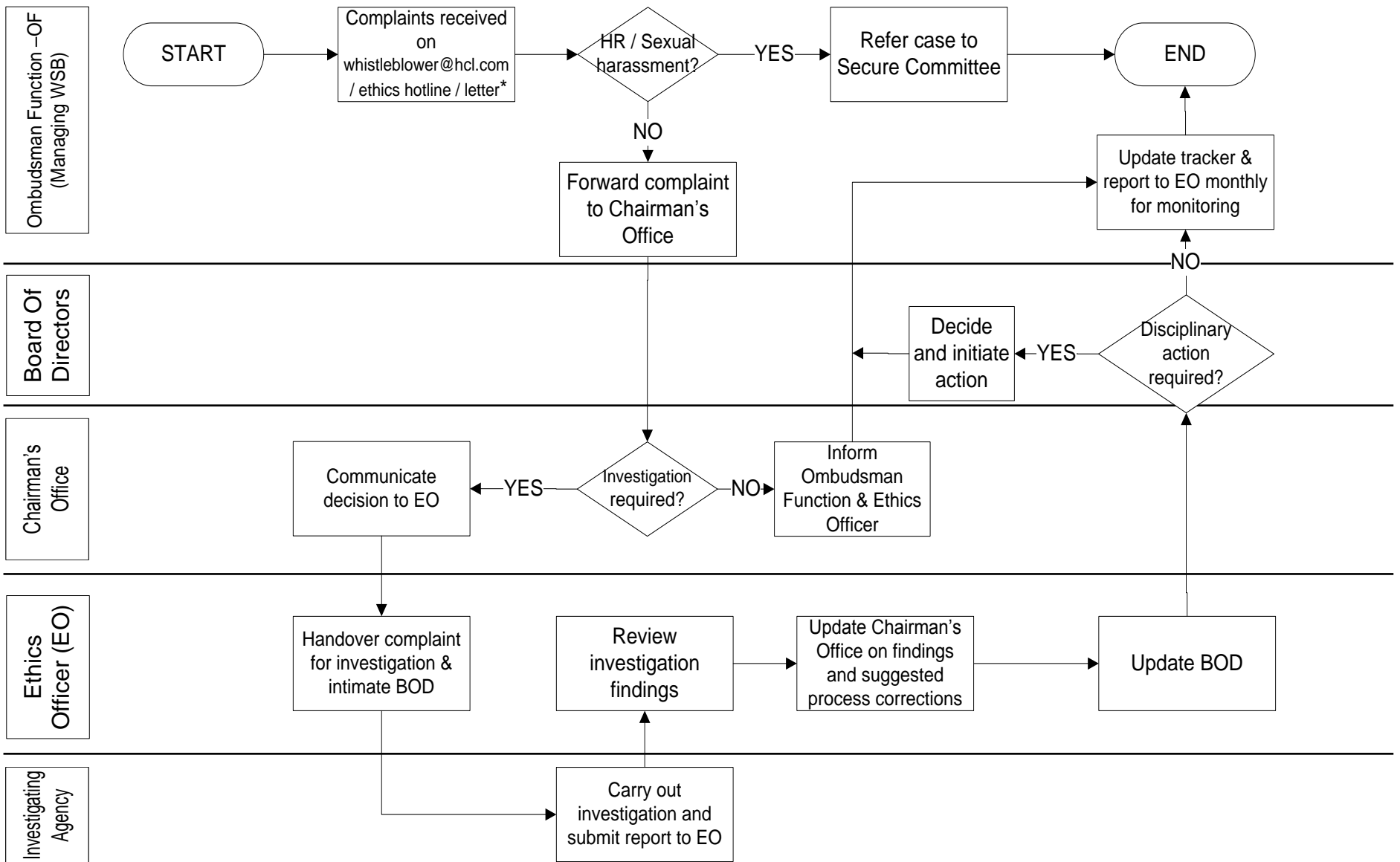


# Process Flow – Complaints Against Employees (Other Than “C” Level Officers)



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

# Process Flow – Complaints Against “C” Level Officers



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

# Process Flow – Complaints Against Directors / Chairman

