

# Employee Code of Business Ethics and Conduct

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# Policy Details

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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 and applicability

All policies, practices, processes and business dealings at HCLT are governed by the COBEC. The COBEC covers all employees, third party vendors, consultants and customers across the world, whether operating out of any HCLT location or otherwise.

All relationships - with 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.

It further acts as a guide to all HCLT 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.

## Policy details

**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 those who serve 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.



## HCL core values:

- **To uphold the dignity of the individual:** In line with HCLT's 'Employees First' philosophy, wherein employees are the organization's main focus, 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 endeavor:** HCLT is committed to supporting quality processes and employee productivity through a working environment and culture in which they feel appreciated and allow innovation 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 making a positive difference to the community and the environment in which we operate is a sustained effort and not just an one-off initiative.

## EFCS culture at HCL

We create value in a specific place, the interface between our HCLT employees and our customers. This is called the "value zone." The 'Employees First, Customers Second' (EFCS) philosophy is about placing the 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 and democratizes HCLT's functions and way of working. Every employee who works in the value zone is capable of creating more or less value. The whole intent of EFCS 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, nationality, 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 it 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.

#### **Consider your actions and ask for guidance**

Please do a check by asking yourself, if ever in doubt about a course of conduct:

- Is it consistent with the Code?
- Is it ethical?
- Is it legal?
- Will it reflect well on me and the Company?

If the answer is "No" to any of these questions, do not do it.

If you are still uncertain, ask for guidance. The Code attempts to capture many of the situations that employees will encounter, but may not address every circumstance.

You can seek help from any of the following:

- Human Resources
- Senior Management
- Company legal counsel
- 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 sheets, expense reports and submissions such as benefits claim forms and resumes.

It is the responsibility of every HCLite to ensure accurate and complete business and financial records. Accurate record-keeping and reporting reflects on the Company's reputation and credibility and ensures that the Company meets its legal and regulatory obligations.

- The recording and classification of transactions should always be in the proper accounting period and in the appropriate account and department. There should be no delay or acceleration of the recording of revenue or expenses in order to meet budgetary goals.
- Appropriate documentation should support estimates and accruals and be based on your best judgment
- All reports to regulatory authorities should be full, fair, accurate, timely and understandable
- Never misrepresent any document
- The true nature of any transaction shall never be distorted
- Do not 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.
- Striving for accuracy is a must whilst 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 company business records, are Code violations.

Example:

An employee who went on an onsite (overseas) trip produced bills for the lodging availed by him. The bills produced arose suspicion in the mind of the scrutinizing agent in the Finance team. Upon investigation it proved that the bills produced for the lodging were fake.

**Here the employee has produced fake bills to receive undue financial gain**

### Company assets

Protect the Company's assets and use them in the manner intended. The Company assets should not be used for your own personal benefit or the benefit of anyone other than the Company.



- For example, Excessive personal calls or e-mail is a misuse of company assets while the occasional personal phone call or e-mail from your workplace may be acceptable. The Company policy may allow additional personal use of certain assets, such as a Company car. Please 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. This approval has to be 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 products, Employees' time at work and work products, computer systems and software, telephones, wireless communication devices, photocopiers, company vehicles, proprietary information and Company trademarks.

#### Example

Mary, an employee who was a trainer and contributed in preparing the Standard Operating Procedure ("SOP") was approached by her friend, Kamal working in another organization to share the SOP for adopting in his process. Mary turns down the request made by Kamal.

The employee has protected the asset of HCL (copyright).

### Use of information

*Safeguard the Company's non-public information which includes everything from contracts, pricing information, marketing plans, technical specifications and employee information.*

#### Non-public information

- Do not disclose non-public information to anyone outside the Company, including to family, relatives 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. HCLites 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 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?

Any information that the Company has not disclosed or made generally available to the public is a non-public information. Examples include information related to employees such as contracts, strategic and business plans, significant management changes, 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 the 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 Securities and Exchange Board of India (SEBI) Act, 1992 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 offensives practices. Please refer to the '**Code of Conduct for Prevention of Insider Trading**' uploaded in Natasha 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](http://www.myhcl.com).

- The 'No Trading Window' is declared 14 days prior to the declaration of the quarterly results





- No designated employee/ director 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 and their dependents shall not enter into an opposite transaction
- There is also a penalty 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:

- Act in accordance with applicable law
- Act in accordance with any relevant contractual obligations
- Collect, use and process such information only for legitimate business purposes
- Limit access to the information to those who have a legitimate business purpose for seeing the information
- 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 interfere 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*
- *Receives improper personal benefits as a result of his position in the Company*
- *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 to be pre-approved by Corporate HR.



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 prestige 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. The Company's anti-bribery policy including hospitality, "offset" issues, employment of relatives, guidance on gifts, political/ charitable contributions and extortion/ blackmail responses



are contained in its ***Anti-bribery and Anti-corruption Policy***. The same has been uploaded in Natasha, as well as in [www.hcltech.com](http://www.hcltech.com) and can be and should be reviewed for more details.

### Examples

Q. The project manager invited his client to attend a fine dining to cement good relations and enhance the client's knowledge of our services. Is this acceptable?

A. Yes. The intention of this hospitality is to improve HCL image in presenting our products and services and improve cordial relations.

Q. I am Business Development Manager responsible for Nordic region. Is it acceptable to invite a potential client to watch Wimbledon a week before the deadline for RFP opening for a large IT deal you hope to secure by persuading them to accept your RFP?

A. No. The hospitality would be against this policy and would constitute bribery as it is made with an intention of influencing potential client to obtain business.

### **HCLT's employees**

**Employees First:** At HCLT we are guided by a philosophy we refer to as EFCS that places the needs of employees before the needs of customers. This approach has led to greater engagement levels and thereby better relationships with our customers.

EFCS 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, color, 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 labor, bonded labor, etc. Please refer to the policy on 'Equal Employment Opportunity' available in Natasha.

**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 offense, even though they may not have engaged in such behavior 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**' available in Natasha. Provide a work environment free of 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, 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., Blackberry , 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 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 HCL to civil & criminal liabilities and employees are advised to strictly adhere by all HCL policies and 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 what we committed to:** 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 the 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 violation. 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
- Failed to prevent or report violations through lack of diligence in supervision or disregards or approves a violation
- Retaliated, directly or indirectly or encouraged 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:

- Reprimand
- Verbal warning
- Written warning
- Probation
- Suspension/ blacklisting
- Termination of employment/ business contract
- Litigation (civil and/or criminal)
- Imposition of damages
- Any other penal remedy that may be available to the Company under the applicable law of the country where the act has been committed or 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 the 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.

Avenues provided:

- For lodging any protected disclosure as per the Whistleblower Policy you can write to [whistleblower@hcl.com](mailto:whistleblower@hcl.com). Postal address: CEO's Office, HCL Technologies Limited, A-9, Sector 3, Noida- 201301. Please be very specific in your complaint.

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:

1. Immediate reporting manager or the Human Resources Head of the respective entity or Geo
2. The L1 Head of the respective entity





### 3. The L4 Delivery Head

#### 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 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/ 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 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 filings or other areas with the nature of amendments.

