

22nd April 2021

To

The General Manager Department of Corporate Relations BSE Limited Sir Phiroze Jeejeebhoy Towers Dalal Street Fort Mumbai 400 001	The Vice President Listing Department The National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai 400 051
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Sub: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Symbol: NSE : HCL-INSYS
BSE (For Physical Form): 179
BSE (For Demat Form): 500179

Dear Sirs,

Pursuant to Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the board of Directors of the Company in their meeting held on 21st April 2021 has amended the Company's "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (Code).

The amended Code is enclosed.

You are requested to please take the above intimation on your records and do the needful.

Thanking you,

Yours faithfully,

For HCL Infosystems Limited

KOMAL Digitally signed by
KOMAL BATHLA
Date: 2021.04.22
11:03:21 +05'30'

Komal Bathla
Company Secretary & Compliance Officer

CODE OF FAIR DISCLOSURE

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

- I. The Company will strive to make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- II. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- III. Ms. Komal Bathla is designated as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- IV. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- V. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. A brief code of practice to be followed by the Company is as under:
 1. The Directors and Employees shall promptly direct any queries or requests for verification of market rumors received from the stock exchanges or press or media or any other source to CIRO.
 2. The CIRO shall respond to such request for information on the same day without any delay, if required.
 3. It is a general policy that the Company shall not respond to any rumors or speculations.
 4. The CIRO in consultation with the Board shall appropriately comment to the rumors that are likely to affect the price of the securities.
 5. All request for information, rumors, speculations and their responses, if any, shall be documented by the CIRO.
- VI. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- VII. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
 1. All Employees and Directors shall provide only public information to analyst and research analysts, media, financial institutions etc.
 2. In case any unpublished information is to be disclosed to aforesaid entities, the employee proposing to disclose such information shall do so only after consultation and approval from the CIRO and the Managing Director/Manager.
 3. All meetings with the analysts, media personnel, and financial institutions should be documented, recorded or minuted.

VIII. Handling of all unpublished price sensitive information on a need-to-know basis.
Some of the best practices to be followed in this regard are set out hereunder:

1. Price sensitive information must be handled on a need to know basis.
2. Such information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to any conflict of interest.
3. Any unpublished price sensitive information selectively disclosed to any person must be pursuant to consultation and approval from the Board of the Company. The recipient of such information should be appropriately informed of this Code of Conduct and Code of Fair Disclosure.
4. CISO and Board shall make sure while dealing with third parties that confidentiality agreements or non-disclosure agreements shall be entered into wherever necessary to keep the information confidential.

IX Process of Public disclosure

1. The Company shall always comply with all applicable laws and Regulations regarding the timely disclosure of unpublished price sensitive information. In order to ascertain whether the information is price sensitive or not the Company shall take guidance from SEBI Regulations, Accounting Standards, Companies Act 2013 including, SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011.
2. Once unpublished price sensitive information is ascertained and determined, the Compliance Officer in consultation with the Board or the Chairman of the Company shall take all actions for full and fair disclosure of such information on a uniform basis.
3. The principle method for publicly disclosing unpublished price sensitive information will be news release. The Company shall use a news service that provides simultaneous distribution to widespread news services, financial media and relevant stock exchanges and regulatory bodies.
4. For disclosure of unpublished price sensitive information, a draft news release shall be formulated by the department or employee handling such unpublished price sensitive information in consultation with CISO. The CISO in consultation with the Board shall make sure that the news release is in compliance with all the applicable laws.
5. The CISO shall validate all the facts in relation to the news release in order to ascertain that the news release clearly and effectively communicates the intended substance and meaning of the information to the public.
6. Post review and approval, the CISO and the Board or the Chairman of the Company shall determine a time and date of such disclosure to stock exchanges and regulatory bodies.

Policy for determination of "Legitimate Purposes"

In line with clause 2A of Regulation 3 of SEBI PIT Regulations and any modification(s)/ amendment(s) thereto, Policy for determination of legitimate purposes is as under:

(a) "Legitimate Purpose" shall mean sharing of unpublished price sensitive information in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, and other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.

(b) Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI PIT Regulations and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the said regulations. Such person is also required to ensure the confidentiality of unpublished price sensitive information shared with him/her, in compliance with the SEBI PIT Regulations.

(c) Unpublished Price Sensitive Information, such as Financial Results, declaration of dividends, proposal of corporate restructuring, diversification, expansion acquisition in the sake of other entities etc. shall be handled within the Company on a need to know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role or function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.

(d) A structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database

Brief of the practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles above is set out below:

1. The disclosure shall be in a uniform manner and shall not be on a selective basis.
2. Ms. Komal Bathla is designated as Chief Investor Relations Officer (the "**CIRO**") to deal with dissemination and disclosure of unpublished price sensitive information in a uniform manner.
3. The CIRO shall obtain prior approval of Managing Director/Manager or the Board depending on the sensitivity of information before releasing to the media and the analyst.
4. If any information is accidentally disclosed or selectively disclosed, the person responsible for such disclosure shall promptly intimate the same to CIRO. The CIRO shall make best efforts to make the information generally available.
5. The Company shall disseminate all unpublished price sensitive information to stock exchanges where its securities are listed and thereafter to news agencies so as to make information generally available.

6. The disclosure shall be simultaneously made on the Company's website.
7. ~~The Company shall~~ consider all other modes of disclosure which assures prompt and
8. The Company shall always comply with applicable laws in SEBI regulations relation to Takeovers, Insider Trading, and Listing Agreement with the stock Exchanges while disclosure of unpublished price sensitive information.

The CISO will propose necessary changes to this Code of Fair as and when the same are necessitated. The proposal will be considered by the Board of Directors of the Company and, if approved, will take effect immediately following the Board Meeting in which such proposals are approved.