

Contents

1. Financial Integrity	3
2. False Information or Fake Documents	3
3. Intellectual Property Violation.....	3
4. Improper use of Happiest Minds or Customer resource.....	4
5. Unfair or Illegal means or declarations for achieving executing business.....	4
6. Ignoring and not reporting a known breach of Integrity	5
7. Sexual Harassment.....	6
8. Discrimination	6
9. Breaking the law of the land	6
10. Compliance.....	6
11. Summary	7
12. Breach of the Policy.....	7
13. Review of the Policy.....	8

[TOC 250000](#)

Policy Details

Happiest Minds upholds its values of Sharing, Mindful, Integrity, Learning, Excellence and Social Responsibility (SMILES) to the highest standards. Our Values guide our behaviour. Integrity, one of our core values, involves respecting commitments not just in letter, but in spirit, by being reliable, trustworthy & dependable, exhibiting professional, intellectual, and financial integrity by being truthful, transparent & honest and staying with the right, not just the convenient.

We, at Happiest Minds Technologies Ltd. ('Happiest Minds') have articulated this Integrity Policy ("Policy") to build a shared understanding in a diverse, multi-cultural, multi-locational environment.

Happiest Minds places very high value on integrity. Each of its stakeholders – Directors, Members of the Board, Members of the Advisory Board, Happiest Minds (team), Partners, Suppliers and Consultants ("Stakeholders") – are responsible for complying with all applicable laws and regulations in each country in which Happiest Minds does business and for knowing and complying with the Policy.

The principles described in the Policy are general in nature and they do not cover every situation that may arise. Please use commonsense and good judgement towards following this, Policy. When in doubt about an action or decision, it should be escalated to legal@happiestminds.com and/or Peoplepractice.all@happiestminds.com

The Policy is written in first person, to emphasize the personal nature of the responsibility each of us undertake in implementing this, Policy. It is required that all Stakeholders will recognize, respect, internalize and uphold the Integrity Policy.

I will act responsibly and in a manner that will reflect favorably on me as a representative of Happiest Minds to the inside and the outside world – the Happiest Minds, our customers, our people, our partners and our community – regardless of the pressures inherent in conducting business. I will not engage in activities that will compromise the integrity of Happiest Minds.

1. Financial Integrity

- 1.1. I will not misappropriate Happiest Minds funds. I am clear that Happiest Minds funds cannot be used for personal needs.
- 1.2. I will not authorize payment knowing that any part of the payment will be used for any purpose other than what is described in documents supporting the payment.
- 1.3. I or my family members will not hold materially impactful financial interest in any entity that does business with or competes with the Happiest Minds without written approval from the Happiest Minds.

2. False Information or Fake Documents

- 1.4. I will not suppress a material fact that can have an impact on or interfere with my ability to discharge my duties; or a contractual obligation that would otherwise prevent me from working for the Happiest Minds.
- 1.5. I confirm that I have provided correct personal information and have not furnished false or forged data relating to my education, past employment or compensation.
- 1.6. I will not fabricate documents or falsify expense statements in my travel claims; I will claim only what I have spent or what is allowed under 'per diem' limits.
- 1.7. I will not claim reimbursement under the Flexible Expenses Plan (FEP) with false documentation or Income Tax exemption on false grounds.
- 1.8. I will furnish complete and correct records on leave taken. I will not submit false medical documentation to claim medical leave. I will not intentionally file a wrong leave type for personal gain.
- 1.9. I will adhere to attendance related guidelines. I will not misuse the attendance system to wrongly account for my presence/deemed presence for any given day.

3. Intellectual Property Violation

- 1.10. I understand that all code, documents, patents, papers, data, Brand Identity and the like, created, received or transmitted using the resources of the Happiest Minds is the property of the Happiest Minds, I consent to Happiest Minds monitoring and examining all such data and transmissions for any reason and without notice.
- 1.11. I will respect the legitimate intellectual property rights of others, including customers and former employers; I will not reproduce or use software or other technology licensed from suppliers except as permitted by the applicable license agreement or by law. I will not download, store or use pirated software on Happiest Minds resources.
- 1.12. I understand that violating the Intellectual Property policy will be dealt with equal if not higher levels of severity as per the guidelines mentioned in Intellectual Property policy.
- 1.13. I will not willfully tamper with official documents/data to cause potential harm to the Happiest Minds, a fellow Happiest Mind or any third party.

4. Improper use of Happiest Minds or Customer resources

- 1.14. I will safeguard Happiest Minds property and information. I will use and maintain such assets with care and respect while guarding against waste and abuse. I will not misuse Happiest Minds and customer resources that have been given to me for official purposes. Assets include physical property and equipment, tangible assets such as securities, cash, office equipment, supplies and information systems and intangible assets such as business opportunities, software, patents, trademarks, copyrights, brand identities and other proprietary information, intellectual property and know-how.
- 1.15. I will not disclose non-public information, confidential information or trade secrets pertaining to the Happiest Minds and the customer, including business processes, financial information, business plans, product plans, organization structure, employee lists, employee data, strategies, strategic alliances and intellectual property of the Happiest Minds and customers unless required by law or for legitimate business requirements.
- 1.16. I will not use Happiest Minds resources to access, download or view indecent/pornographic material.
- 1.17. I will not use confidential Happiest Minds information or other assets of the Happiest Minds for personal profit, including appropriating corporate business opportunities that are discovered through the use of

Happiest Minds resources or information for myself.

5. Unfair or illegal means for achieving and executing business and violation of Anti-Corruption laws

- 5.1 I will seek business openly and honestly. I am committed to winning and keeping customers in an open, competitive and legal manner. I will not use unfair means to secure business and competitive information. I understand that Happiest Minds has zero tolerance attitude towards bribery or corruption. I will strictly not accept or give bribes, kickbacks, loans, inducements, gifts, facilitation payments, favours or any other form of improper payment, direct or indirect, to any representative of a government, current or prospective customer, supplier or competitor in order to obtain a contract or for some other commercial gain.
- 5.2 Giving or receiving gifts or hospitality shall be acceptable as long as it does not exceed INR 5,000 (or its equivalent in other currencies) in value and is given openly and occasionally, such as at the time of special events / festivals and infrequent in nature, without the intention of influencing the person receiving the gift. I will exercise sound judgement in identifying inappropriate, frequent, or material gifts to maintain the integrity of Happiest Minds. I will strictly adhere to the rules and regulation including any ethical practices under local laws while making any political or charitable contributions under my personal capacity.
- 5.3 I will ensure to review the integrity of Third-Party records before entering into any engagement or commercial relationship with them.
- 5.4 I will not deliberately give wrong advice or impossible commitments to mislead a client with a view to winning business or perceived gain for Happiest Minds
- 5.5 I will not influence any supplier negotiation so as to grant favour to any one party in which I may have a vested interest.
- 5.6 I will not influence a supplier or a contractor of the Happiest Minds to provide personal service of any kind by obtaining a less-than-prevalent market price for such services.
- 5.7 I am aware that Happiest Minds does not condone unfair/unethical/illegal means and declarations for procuring and executing business. If I am asked to make such a wrong declaration, I will bring it to the attention of the Chief People Officer.

6. Ignoring and not reporting a known breach of integrity

- 6.1. I will report a breach of integrity, when it occurs or is suspected. I will bring it to the attention of my immediate supervisor, the Chief People Officer or the Chief Finance Officer. Also, I will inform about any noncompliance of this Policy in writing by sending an email addressed to Compliance Officer-legal@happiestminds.com and/or Peoplepractice.all@happiestminds.com.
- 6.2. I realise that not reporting a breach of Integrity is, in itself, a breach of Integrity.
- 6.3. I understand that people play an important role in safeguarding the integrity of business and escalating any existing or potential breach of that integrity and the Happiest Minds strictly prohibits retaliation against anyone who reports in good faith a possible violation of code, no matter whom the report involves.
- 6.4. If I am called as a witness in proceedings arising out of reporting of violating of integrity, I will testify truthfully and not give false evidence to create alibis for or falsely implicate the person under investigation.

7. Sexual Harassment

- 7.1 I understand that violating the tenets of the Anti-Sexual Harassment – POSH policy of the Happiest Minds will be equivalent to breaching the Policy and will be dealt with equal if not higher levels of severity as per the guidelines mentioned in the Anti Sexual Harassment – POSH policy.

8. Discrimination

- 8.1 I am committed to an inclusive work culture. I believe there should be no discrimination and recognize that all people should be respected for their individual abilities and contributions, without regard to gender, race, colour, religion, physical or mental disability, age, pregnancy, national origin and sexual orientation.

9. Breaking the law of the land

- 9.1 I will not violate any law of the land through a culpable offence including insider trading.
- 9.2 I will not violate the immigration laws of any country that I am traveling to.
- 9.3 I will not bring firearms, explosives or other weapons to the office that can endanger the lives of fellow Happiest Minds.
- 9.4 I will not personally indulge in Gambling and Betting activities while working in any Happiest Minds facility.
- 9.5 I will not use, bring or encourage other Happiest Minds to use drugs or any psychotropic substances.

10. Compliance

- 10.1 I shall comply with the letter and spirit of the Policy. I understand that compliance is my responsibility. I recognize that the Happiest Minds fosters an environment in which integrity issues and concerns may be raised and discussed with supervisors or the leadership team without fear of retribution.
- 10.2 I will not only champion the Policy but also protect it – questioning and reporting any practice or activity that conflicts, or appears to conflict, with the ethical standards of the Happiest Minds. No policy can address every ethical choice that I may face; I will be faced with challenges throughout my career. I will use common sense and fair judgement in my personal conduct to approach the ethics of each situation not covered in this policy, individually. I also am aware that in moments of doubt, I am obligated to actively seek help and clarification from the Chief People Officer or the Chief Finance Officer.
- 10.3 I am mindful that violations of the Policy will result in disciplinary action up to and including immediate separation or will be dealt with equal if not higher levels of severity as per the guidelines mentioned in the Disciplinary Policy.
- 10.4 I am aware that I will have to attend training programs conducted on the Policy whenever applicable.
- 10.5 I am conscious that Integrity is treated as a black and white issue meriting summary dismissal. I understand that the management has clarified that in some rare and exceptional cases, summary dismissal penalty may not apply; if it is found that there was no malafide intent or there was an inadvertent violation or a genuine misinterpretation of a policy. The decision will be at the sole discretion of the management. However, for wilful acts that are a breach of integrity as mentioned in the Policy, I am aware there will be summary dismissal and no exceptions whatsoever.
- 10.6 I understand that when an investigation into a breach of integrity is initiated, it will be carried out swiftly, but not at the expense of ensuring fairness.

11. Summary

I am aware that any of the acts of the following nature could constitute breach of the Policy:

- 11.1 Financial Integrity breach
- 11.2 False information or Fake Documents
- 11.3 Intellectual Property Violation
- 11.4 Improper use of Happiest Minds or Customer resources
- 11.5 Unfair or Illegal means or declarations for achieving and executing business
- 11.6 Ignoring and not reporting a known breach of Policy
- 11.7 Sexual Harassment
- 11.8 Discrimination
- 11.9 Breaking the law of the land

12. Breach of the Policy

I understand that in the event of any breach of this Policy will face disciplinary action, which could result in termination of employment or any kind of arrangements with the Happiest Minds with immediate effect.

13. Review of Policy

The Happiest Minds team will review and evaluate this Policy on a continual basis to determine whether the Policy is ensuring compliance with the present laws or rules and regulations.