

## Code of Ethical Business Conduct

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## 1. INTRODUCTION

This specifies the code of ethical business conduct of Tech Mahindra and its subsidiaries (herein after referred to as “Tech Mahindra”/”Company”).

This policy is indicative and associates are advised to be aware of specific nuances as applicable per laws of the land.

This policy applies to all associates globally to ensure consistent understanding and application of values including integrity, behavior while ensuring due respect for local customs and tradition.

## 2. OBJECTIVE

The Directors, both executive and non-executive, and Associates are responsible for carrying out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the laws, rules, regulations, agreements, guidelines, standards and internal policies, including such other requirements which are incidental thereto. As Directors and Associates of Tech Mahindra we have a duty to make decisions and implement policies in the best interests of the company and its stakeholders. The Board of Directors of Tech Mahindra is entrusted with the fiduciary responsibility of overseeing the assets and affairs of the company.

In this policy, third party means any individual or organization associates come into contact with during the course of their work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

## 3. SCOPE

The code of conduct is applicable to:

- (i) Both executive and non-executive Directors of the company
- (ii) All Associates of the company on permanent and contract role.
- (iii) Other than associates, it will be also be applicable to suppliers, distributors, business contacts, agents, advisors, business associates current and potential clients, customers and others acting on the Company’s behalf.
- (iv) While dealing with government and public bodies, including their advisors, representatives and officials, politicians and political parties.

The Board of Directors of Tech Mahindra has adopted this Code of Ethical Business Conduct as a testimony of its commitment to adhere to the standards of loyalty, honesty, integrity and to avoid any kind of conflicts of interest.

The rules and principles set forth in this code are general in nature and the compliance with the code shall be ensured to be read with other applicable company’s policies & procedures and the applicable laws of land wherever the company operates. The Directors and Associates may contact the CORPORATE OMBUDSMAN for assistance in interpreting the requirements of this code.

It is hereby clarified that the requirement to comply with this code does not constitute an express or implied promise of continued employment with TECH MAHINDRA Any amendments to this code shall be first approved by the Board of Directors and promptly disclosed on the company’s website. In the event, of any changes required to be performed prior to the board approval, this would be accordingly ratified by the board of directors in the subsequent board meeting.

Any queries regarding compliance or noncompliance with this code may be raised in writing with the Chairman of the Board / CORPORATE OMBUDSMAN.

#### 4. TRAINING AND CERTIFICATION

Tech Mahindra's training Program for Code of Ethical Business and Conduct (CEBC) and Policy on Prevention of Sexual Harassment is intended to give associates the understanding and awareness required to carry out their responsibilities in compliance with legislation and regulations.

All associates are required to complete training and mandates as assigned acknowledging that they have read, understood and comply with CEBC Policy. Reporting Managers are responsible for ensuring that associates who report to them, directly or indirectly, comply with this policy and complete certification and training required of them.

All associates are required to clear an assessment test within 30 days of commencement of their employment and whenever considered necessary (for example after significant changes to content). Associate will receive communication about the mandate along with instructions and deadlines. Action in the event of non-completion of mandatory certification:-

<u>Timelines</u>	<u>Action</u>
1. Beyond 30 days	File Note
2. Beyond 60 days	DAP 1
3. Beyond 90 days	DAP 2. Any further delay could lead to Disciplinary action including suspension / Termination

#### 5. COMPLYING WITH LEGAL REQUIREMENTS

##### 5.1 COMPLYING WITH LAWS

The policy of Tech Mahindra is to comply strictly with all laws governing its operations, and to conduct its affairs in keeping with the highest level of moral, legal and ethical standards. Accordingly, the Directors and Associates shall respect and obey the laws of the jurisdictions in which Tech Mahindra operates and comply with all applicable laws, rules, regulations, agreements, guidelines, standards and internal policies, including other requirements incidental thereto. The company has an Insider Trading Policy, the adherence of which shall be ensured, in letter and spirit. The Directors and Associates are expected to be aware of all relevant laws and regulations involving their responsibilities as Associates of Tech Mahindra and refrain from any illegal, unethical or otherwise improper activities. When in doubt, the Directors and Associates may seek assistance from the CORPORATE OMBUDSMAN of the company.

##### 5.2 COMPETING FAIRLY

All Directors and Associates are obligated to deal fairly with each other, and with the Company's customers, suppliers, competitors and third parties. Directors and Associates should not take undue advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice. They should not discriminate on the basis of gender, race, nationality, caste and creed.

Tech Mahindra is committed to free and open competition in the marketplace. Directors and Associates should avoid actions that could reasonably be construed as being anticompetitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and / or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices.

## 6. ACTING WITH INTEGRITY

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, and to implementing and enforcing effective systems to counter bribery.

### 6.1 LEGAL, HONEST AND ETHICAL CONDUCT

The Directors and Associates are required to conduct their duties legally, honestly and ethically while acting for and on behalf of Tech Mahindra or in connection with its business or operations. They shall:

- Act in the best interests of, and fulfil their fiduciary duties to the stakeholders of the company;
- Act honestly, fairly, ethically, with integrity and loyalty;
- Conduct themselves in a professional, courteous and respectful manner;
- Act in good faith, with responsibility, due care, competence, diligence and independence;
- Act in a manner to enhance and maintain the reputation of the company;
- Treat their colleagues with dignity and shall not harass any of them in any manner.

### 6.2 CONFLICT OF INTEREST

The policies and procedures under this code requires that the Directors and Associates of Tech Mahindra shall avoid any activity or association that creates or appears to create a conflict between the personal interests of the Directors and Associates and the business interests of the company.

*For more details, please read the Policy on Hiring of Relatives.*

### 6.3 OTHER EMPLOYMENT / ASSIGNMENTS

The Executive Directors and Associates of TECH MAHINDRA shall devote themselves exclusively to the business of the company and shall not accept any other work or assignment for remuneration (part-time or otherwise). The Directors and Associates are expected to avoid even the remote appearance of a conflict of interest even if the activity is non-remunerative.

### 6.4 DISCLOSURE OF INTEREST BY DIRECTOR

The Directors shall disclose conflicts of interest that Directors may have regarding any matters that are placed before the Board, and abstain from discussion and voting on any matter in which the Director has or may have a conflict of interest and shall make available and share with other

Directors, the information as may be appropriate to ensure proper conduct and sound operations of TECH MAHINDRA.

## 6.5 OTHER DIRECTORSHIPS

Acceptance of directorship on the Boards of other Companies which compete with Tech Mahindra amounts to conflict of interest. The Directors and Associates shall obtain the prior approval of the Board of Directors before they accept such directorship(s).

### 6.5.1 Related Parties

The policies and procedures of Tech Mahindra require the Directors and the Associates to avoid conducting any kind of business of the company, with their relatives or their significantly associated companies, firms and other businesses. In case of conflicts, disclosure shall be made to the Board of Directors and its approval shall be obtained before proceeding further.

### 6.5.2 Others

Conflict of interest may arise in the form of awarding of benefits, such as increase in salary or remuneration, posting, promotion or recruitment of relatives of associates of Tech Mahindra, where such individual is in a position to influence the decision with respect to such benefits.

*For more details, please read the Policy on Hiring of Relatives*

The conflict of interest may also arise in any other form, which at this point in time may not be practicable to enumerate. In case, of any doubts, questions or concerns in regard to any act, transaction or situation, the Directors or Associates must consult Tech Mahindra's CORPORATE OMBUDSMAN.

Note: In the event of any doubt pertaining to conflict, discuss with your manager and HR representative to agree on the way forward.

## 6.6 BRIBERY / KICKBACKS / GIFT AND HOSPITALITY

Bribery is an offer or receipt of any gift, loan, fee, reward or other advantage to or from any person as an inducement to do something which is dishonest, illegal or a breach of trust.

The Company does not make, and shall not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action by an official. Kickbacks are typically payments made in return for a business favor or advantage. All associates must avoid any activity that might lead to a facilitation payment or kickback being made or accepted.

The Directors and Associates of TECH MAHINDRA shall not accept any personal gifts which , because of their value, personal significance, position, role or the time at which they are offered, could be interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity.

Gifts on account of celebrations, memorial in nature, business meals, and gifts received because of personal relationship and not because of official position, mementos received because of

attending widely held gatherings as panellist / speaker and other customary gifts which are not improper and do not in any way, influence the business decisions, are allowed under this policy.

The Directors and Associates of the company shall also not offer gifts or payments or authorization of payments by way of gifts or pay personally pay for gifts or hospitality in order to avoid this policy.

We may sometimes produce modest promotional materials (e.g. branded pens). It is acceptable to give such items to contacts in order to promote our company. However associates have to ensure that the value of such gifts/mementos do not exceed US Dollar 40 (or its equivalent in local currency).

In some cultures / countries, it may be seen as an insult to reject a gift, and we appreciate that it may adversely affect business relationships if associates refuse to accept a gift. In these circumstances, and if the gift is anything other than US Dollar 40 (or its equivalent in local currency), associates should report the gift to reporting manager who will decide whether to allow you to keep the gift; retain the gift for the benefit of Tech Mahindra; return the gift; or sell the gift and give the proceeds to charity. If the Reporting Manager is uncertain as to how to treat the gift, he/she should seek clarification from his/her relevant Human Resource (HR) contact/Corporate Ombudsman.

*For more details, please read the company's Anti-Corruption and Bribery Policy.*

#### **6.7 NON ALLIANCE WITH POLITICAL PARTIES**

Tech Mahindra as a company complies with the applicable laws and the governance systems of the country in which it operates.

The company is committed, not to campaign for, support and offer any funds or property as a donation or otherwise to any political party or to any independent candidate for the political office. The company strives to preclude any activity or conduct which could be interpreted as a favour to and from any political party or person.

The Company does not make contributions to political parties which are so made to influence any decision or gain a business advantage. The Company only makes donations that are legal and ethical under local laws and practices.

#### **6.8 SUSPECTED FRAUDULENT BEHAVIOR**

Any acts of commission or omission which are detrimental to the business of the company i.e., bribery, corruption, fraud, pilferage, theft etc., will be termed as misconduct. Any such suspected fraudulent behavior is liable to be investigated as per process laid down and defined by the CORPORATE OMBUDSMAN and the Associate/s concerned is / are liable to face appropriate disciplinary action including termination from the services of the company which may extend to legal action.

#### **6.9 OUTSIDE EMPLOYMENT OR ANY OTHER TYPE OF ASSOCIATION**

Directors and Associates are expected to devote their full time attention to the business of the Company and not take on any assignment either directly or indirectly without proper authorization.



**6.10 COMMUNICATION**

Directors and Associates will be truthful, and accurate in their communication.

Effective communication is vital to avoid any kind of misrepresentations, misstatements and misleading impressions. All communication material shall be prepared against this backdrop and should be adequately backed by documentation to support any claims or statements made.

Certain designated persons or groups of persons will be authorized to communicate on specified matters depending on the sensitivity of information and no other person shall communicate in an out-of-turn manner on those matters.

**6.11 COMPLIANCE AND SCHEDULE IV TO THE COMPANIES ACT**

Directors and Associates should ensure that our customers have confidence in the commitments we make on behalf of Tech Mahindra and its subsidiaries.

Decisions, commitments, or business agreements made by us as individuals are seen and envisaged by the outside world as having been made by Tech Mahindra.

All decisions shall be taken by virtue of authority which may be 'delegated'. This includes a duty to involve anyone else who may have the responsibility for such decision, and to make sure that everything has been accurately recorded.

**6.12 MAINTAINING CONFIDENTIALITY OF INFORMATION**

The Directors and Associates must maintain confidentiality of information relating to the affairs of Tech Mahindra having gained knowledge of such information in the course of their service as Directors or Associates, until and unless authorized or legally required to disclose such information; and shall not use confidential information and other corporate opportunities for their personal advantage.

**6.13 INSIDER TRADING**

Directors and Associates are prohibited from using material information pertaining to the company before it is made public, for financial or other personal benefit or conveying this information to others. This constitutes a violation of Insider Trading policy and may even violate the law. This includes buying or selling the securities of the Company or its subsidiaries about which associate may have material non-public information and giving this "inside information" to anyone else who might deal in securities of the company or its subsidiary(s) based on the information shared.

Directors, Management and Associates of Tech Mahindra or its subsidiaries may have regular access to or benefit from inside information. In order to comply with the rules and regulations stipulated by relevant authorities, such persons are prohibited from directly or indirectly conducting securities transactions except during specific periods. More generally, any Associate is prohibited from conducting securities transactions if in possession of inside information. All Directors and Associates are also prohibited from providing third parties (including friends and family) with inside information. Any breach of these legal duties may lead to criminal and civil penalties being imposed upon director/s or associate of Tech Mahindra or any third party to whom he / she has provided inside information. These penalties can include fines and / or imprisonment.

**6.14 COMPLIANCE TO SCHEDULE IV TO THE COMPANIES ACT**

The Independent Directors shall also abide by the Code and Duties as laid down under Schedule IV to the Companies Act, 2013

**7. PROTECTING ASSETS****7.1 PROTECTION AND USE OF COMPANY ASSETS**

The Directors and Associates shall protect the assets of Tech Mahindra and ensure their efficient and proper use. All company assets should be used for legitimate business purposes. The assets of TECH MAHINDRA should not be used for other than business requirements of the company. Incidental personal use, if reasonable, does not amount to violations under this code.

We will protect our brand, physical, financial and intellectual assets.

We are responsible as individuals for the security and protection of the assets used in our job. This includes the proper accounting for the use of any company resources.

It is expected that Company property – equipment and intellectual property rights such as patents, trademarks, copyrights, designs, strategies, plans, trade secrets and similar items that are not in the public domain – will be used only in the course of, and for, Company business, with proper care and safeguards.

Innovation and well-reasoned risk taking shall be supported, but performance will be demanded. Employees shall have no rights or lien over any inventions that arise in the course of employment.

One of our most valuable assets is the 'Tech Mahindra' brand and its reputation. A strong brand is essential for sustainable success, especially in fast-changing and highly competitive markets. The Company's brand must be protected with as much care as our buildings or equipment. Products, services or marketing communications that are not consistent with the meaning of the brand, bad press publicity, or improper use of the logo undermine our brand and competitiveness.

We will not infringe the intellectual property rights of others. For example, we respect copyright in third party software.

**7.2 MANAGEMENT AND MITIGATION OF RISKS**

Company's Business continuity and crisis management plan includes development and implementation of viable business plans to prevent potential business disruptions and resume business operations within acceptable time frames and at agreed service levels for the identified key products and services. The objective of this plan is to delight and balance the interest of its key stake holders by addressing continuity requirements across regions and facilities in office locations. The company implements rigorous plans to ensure safety and welfare of Associates and to protect the assets and information from and during a disruption.

*For more details, please read the process of Business Continuity referred in the Information Security Policy*

### 7.3 INFORMATION SECURITY

Information security is the responsibility of all Associates and Directors of Tech Mahindra. All Associates and Directors should comply and adhere to the acceptable use of computer resources such as data protection, information classification & protection, password usage & management, and third party access. Information security is classified as both tangible assets such as systems and business equipment facilities as well as intangible assets such as information technology, propriety information, intellectual property and relationships with customers and suppliers. Any act of breach or violation against Tech Mahindra's information security policy will be viewed seriously and suitable disciplinary action will be initiated.

*For more details on information security, please read the policies on Information Security Policy*

## 8. RELATING WITH STAKEHOLDERS

### 8.1 CUSTOMERS

(Tech Mahindra)'s business success depends upon its ability to foster lasting customer relationships. The company is committed to dealing with customers fairly, honestly and with integrity. Specifically, the following guidelines should be kept in mind while dealing with customers:

- Information supplied to customers should be accurate and complete to the best of the knowledge. Directors and Associates should not misrepresent information to customers.
- Directors and Associates should not refuse to provide services to the customer, in the event one of the Tech Mahindra's competitors is also providing services to the same customer.
- Customer entertainment should not exceed reasonable and customary business practice. Directors and Associates should not provide entertainment or other benefits that could be viewed as an inducement to or a reward for, customers' purchase decisions. Please see "Gifts" above for additional guidelines in this area.

Our products and services shall be technologically competitive and whilst fulfilling the needs of our customers, shall offer the best possible value to our customers such that we become the customers' first choice for quality and service. No false or misleading claims shall be made whilst marketing our products or services. Our service standards shall be of the highest possible order.

Mutually beneficial relationships of an enduring nature will be built with customers. Our response to the needs and expectations of customers shall be speedy, courteous and effective. Customer complaints and warranties will be attended to the full satisfaction of the customer.

### 8.2 PARTNERS

The policy of the Company is to cultivate a global network of collaborative and mutually beneficial alliances after carrying out due diligence of all prospective partners. We will respect partners' customs and traditions, and be honest and ethical in our dealings. We will work with partners in the creation of successful ventures with high standards of integrity and business practice. We will use our values and principles in dialogue with other organizations and in considering new and existing relationships.

The Company will ensure that its partners do not make any payments to governmental officials to secure any benefit for the Company.

### 8.3 SUPPLIERS

Tech Mahindra and its subsidiaries deal fairly and honestly with their suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation. Directors and Associates dealing with suppliers should carefully guard their objectivity. The Company will carry out due diligence before selection of suppliers.

The Company will ensure that its partners do not make any payments to governmental officials to secure any benefit for the Company.

Specifically, no Director or Associate should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of the supplier's products and prices. Directors and Associates can give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice. Please see "Gifts" above for additional guidelines in this area.

### 8.4 COMMUNITY

Tech Mahindra will contribute to the wellbeing of the societies in which we operate through our business activities. We will maintain the highest level of integrity while respecting local laws, customs and traditions. We will work with community and other organizations to support non-profit making activities and activities that benefit wider society.

## 9. MAINTAINING AN EQUITABLE AND SAFE WORKPLACE

### 9.1 EMPLOYMENT PRACTICES

The policy of the Company is to provide equal opportunities to all its Associates without being biased to their race, region, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability. The company has a policy to eliminate overt and covert bias in recruiting, promoting and separating male and female Associates. The company strives to hire people on the basis of their qualifications, prior experience, expertise and abilities, local and constitutional law mandate with regard to recruitment (if any) and is determined to provide a work environment free of any form of unlawful discrimination.

The company shall promote gender equality in providing access to opportunities for training, learning, and participation in decision making. The company shall put in place organizational policies and practices that address various Associate issues including sexual harassment, work life imbalance and professional discrimination.

Any Associate with questions or concerns regarding any act of discrimination in the workplace is encouraged to bring the issue to the attention of his / her immediate supervisor or the head of the concerned business / support unit and further to the CORPORATE OMBUDSMAN.

*Please refer to the Employment Practices Policy.*

### 9.2 NON SOLICITATION

The Company believes that the services of an Associate are crucial to Tech Mahindra and its clients. While employed with Tech Mahindra and a period of one year thereafter, Associates shall not solicit and shall not provide services to any of Tech Mahindra's clients (on the same account / project) with whom they have been associated in the preceding one year from the date of separation (for any reason) from Tech Mahindra. During the tenure of employment with Tech Mahindra and after the cessation of employment, the Associate is responsible for safeguarding Tech Mahindra's business and confidential information including its customers' names and other business details, information regarding technical, trade or business data.

Associates should not solicit or induce or endeavour to solicit or induce any person who is employed by the company to cease working for or providing services to Tech Mahindra. Associates should not also solicit or induce or endeavour to solicit any consultant, supplier or service provider to cease to deal with the company and shall not interfere in any way with any relationship between a consultant, a supplier or a service provider and the Company.

In any event of a violation of the above mentioned Tech Mahindra reserves the right to any legal remedy available to it under applicable laws and claim any such damages from you as it may incur from this act of yours.

### 9.3 SEXUAL HARASSMENT

The Company's Policy on Prevention of Sexual Harassment aims at bringing 'zero tolerance' policy on any act of sexual harassment / any discrimination based on sex and promote a work environment that encourages mutual respect, promotes respectful and congenial relationships between Associates, and is free from all forms of sexual harassment to any Associate or applicant for employment by anyone including vendors, or customers.

Sexual Harassment is a form of discrimination which includes a range of behaviour from seemingly mild transgressions and annoyances, to actual sexual abuse or sexual assault, and will not be accepted in any form or manner.

Sexual harassment includes conduct of associates, managers, vendors and / or customers who engage in verbally or physically harassing behaviour, which has the potential for humiliating or embarrassing an associate of the Company.

According to Tech Mahindra's Policy on Prevention of Sexual Harassment.

All of the Company, both management and non-management, are responsible for assuring that a workplace free of sexual harassment is maintained.

Any Associate may file a sexual harassment complaint regarding incidents experienced personally or incidents observed in the workplace.

The Company is committed to maintaining a lawful, pleasant work environment where all Associates are able to effectively perform their work without interference of any type and requests the assistance of all Associates in this effort.

All Company supervisors and managers are expected to adhere to the Company's Policy on Prevention of Sexual Harassment Policy.

*For more details, please read the Policy on Prevention of Sexual Harassment Policy.*

### 9.4 HEALTH AND SAFETY

Protecting the environment and the health and safety of Associates is of prime importance to the company and the company strives to provide a safe, healthy and hygienic environment to its workforce. The company attaches the greatest value to its personnel. It conducts its operations in a safe manner that minimizes adverse environmental impact. It strives to prevent all possible accidents, incidents, injuries and occupational illness.

Company believes in creating awareness among its Associates on work place practices and communicating information, instruction and training programs to all the Associates to enable them to comply with the Environment, health and safety policy of the company.

#### **9.5 ENVIRONMENTAL COMPLIANCE**

We will minimize the potentially harmful effects of our activities on the environment.

We are committed to protect and preserve the environment. We will endeavor to reuse rather than dispose whenever possible. We will also promote recycling and the use of recycled materials.

#### **9.6 HUMAN DIGNITY**

We are committed to treating those engaged with our Company with dignity and respect.

#### **9.7 HARASSMENT**

Harassment is any form of behavior that is unwelcome, unsolicited, unreciprocated and usually (but not always) repeated. It is the behavior that has the purpose or effect of violating an associate's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment, and in the perception of the recipient of the conduct, it should reasonable be considered as having that purpose or effect.

For harassment to occur there does not have to be an intention to offend or harass. It is the impact of the behavior on the person who is receiving it, together with the nature of behavior, which determines whether it is harassment or not.

Some common examples of harassment are:

- Telling insulting jokes about particular groups or genders.
- Displaying offensive posters or screen savers.
- Making derogatory comments about someone's race or religion.
- Offensive physical contact, derogatory language or intimidating actions.
- Using any kind of abusive language in the workplace.
- Insulting or threatening gestured or language (overt or implied) or continual and unwarranted shouting in the workplace.
- Unjustified and unnecessary comments about an associate's work or capacity for work.
- Openly displayed pictures, posters, graffiti or written materials which might be offensive to some.
- Phone calls or messages on electronic mail/snail mail or computer networks which are threatening, abusive or offensive to associates.
- The exclusion of an associate or group from normal conversations, work assignments, work related social activities and networks in the workplace.

#### **Abuse of Managerial Authority:**

Abuse of Managerial authority means conduct by a Reporting Manager in relation to an associate who reports to them or over whom they have supervisory authority and which:

- Intimidates, humiliates or undermines another associate by belittling them, or
- Excessively, destructively or inappropriately criticizing or reprimanding them, or excessively scrutinizing their work, or
- Makes demands that are unreasonable and/or outside that other associate's role; or
- Makes demand to perform an action that is in breach of the principles of any policy of TechM

## 9.8 DRUGS, ALCOHOL AND SMOKING

All associates including third party vendor personnel working in Tech M premises must be free of impairment due to alcohol or drugs (banned substance)

### Alcohol

Unauthorized possession or use of alcohol at Tech Mahindra premises is prohibited

### Drugs

The illegal possession, use, sale, manufacture or distribution of illegal drugs (including the abuse or misuse of legal drugs) at company premises or while on company business activities is banned.

Tech M maintains an abuse-free workplace. All its Suppliers and their Workers, are required to ensure that their employees, independent contractors and consultants, and all individuals whom they engage to work on Tech Mahindra premises and/or Tech Mahindra projects under their control and/or supervision, are compliant with Tech M abuse-free workplace standards.

### Smoking

We owe and assure a smoke free environment for our Associates. Barring designated areas (referred as "Smoking zones", the entire office premises including conference rooms, lobbies, are declared as "No-Smoking Zones".

## 10. RAISING CONCERNS/COMPLAINTS

### 10.1 CORPORATE OMBUDSMAN

The CORPORATE OMBUDSMAN is primarily responsible for overseeing and managing compliance issues within the organization. The CORPORATE OMBUDSMAN is in charge of ensuring, that the company and its Associates are complying with internal policies and procedures.

### 10.2 WHISTLEBLOWER

Tech Mahindra's Whistle-blower Policy is a critical means through which stakeholders can raise actual or suspected violations. The policy is applicable to all Associates (including permanent and on contract) Customers and Suppliers / Vendors of Tech Mahindra.

The policy sets out ways through which the stakeholders can raise concerns that relate to actual or suspected violations of the Code of Ethical Business Conduct, Accounting, Internal Accounting Controls, Auditing Matters and applicable national and international laws including statutory / regulatory rules and regulations which includes but not limited to Companies Act, SEBI and SEC Regulations.

A "whistle-blower complaint" is a complaint where a Complainant / Whistle Blower ( person raising the Complaint) believes that Tech Mahindra(or an officer or Associate of Tech Mahindra) has, or may have, breached the Code of Ethical Business Conduct, Accounting, Internal Accounting Controls, Auditing Matters and applicable national and international laws including statutory / regulatory rules and regulations.

Alerting Tech Mahindra to potential issues will assist in promoting compliant corporate environment and will protect Tech Mahindra's reputation. All the stakeholders have an obligation to raise such concerns as soon as possible.

All the stakeholders shall address the complaints / concerns to the CORPORATE OMBUDSMAN. In case of a complaint / concern against CORPORATE OMBUDSMAN, the same shall be addressed to the Vice Chairman of the Board of Directors.

*For more details, please read the Company's Whistle Blower Policy.*

### 10.3 CONCERNS ABOUT INTEGRITY AND NON COMPLIANCE

Concerns about Integrity and non-compliance with Tech Mahindra's code of Ethical Business Conduct will be investigated as per process laid down and defined under the Whistle blower policy. The Associate/s concerned who is / are found to be non-compliant after the investigation are liable to face appropriate disciplinary action including termination from the services of the company.

Tech Mahindra's investigation process includes:

- Associates need to write to CORPORATE OMBUDSMAN immediately and raise a concern with required evidences and documents.
- A minimum 7 member Redressal Committee consisting of experts will be formed with the right knowledge and objectivity from within the company. Members from this committee shall be assigned to investigate into the matter within 48 hours of receipt of the whistle blower complaint.
- The Redressal Committee should conduct an inquiry and come up with a report within 15 to 45 working days from the date of the initial complaint.
- The Redressal Committee should recommend the corrective actions to the appropriate managers for implementation. In the event the accused is found guilty, penalties will be prescribed through CORPORATE OMBUDSMAN, and will be implemented by HR.
- The person raising the concern will also receive an update on the final outcome.

## 11. ADDITIONAL POLICIES AND STANDARDS



**11.1 DISCLOSURE STANDARDS**

As a public company, Tech Mahindra is committed to full, fair, accurate, timely disclosure in reports and documents that it files with, or submits to, the regulatory authorities in India or abroad and in other public communications of the company. For honouring this commitment, the Directors and Associates shall be responsible to ensure internal controls over financial reporting and also compliance with the disclosure and reporting requirements.

**11.2 INVESTOR RELATIONS**

Tech Mahindra investor relations shall be ethical, professional, transparent and investor friendly. We recognize the right of our investors to information and shall always be attentive to this need. The relevant information will be speedily disseminated and shall be as informative as is required to be, subject to consideration of confidentiality and applicable legislation. We respect the right of investors to express their views during investors meet including the general meetings of the company, on matters forming part of the agenda and on the performance of the company, and shall respond to their observations and queries to the fullest extent permissible. No information shall be made available on a selective basis to a specified group of investors in a manner that places them at an advantage over other group of investors. We shall always respond speedily and with courtesy to our investors on matters relating to securities held by them in the company.

**11.3 INTERNATIONAL TRADE CONTROL**

International Trade Control (ITC) laws affect the transmission of goods, services and technology across national borders. Tech Mahindra is committed to comply with these laws and trade controls in all of its operations — shipping products, exchanges of information across national boundaries, including e-mail and web access. Tech Mahindra shall abide with the specific compliances tailor-made for the respective countries and published elsewhere in Tech Mahindra website on compliance applicable in these jurisdictions.

**11.4 MONEY LAUNDERING PREVENTION**

Money Laundering implies engaging, directly or indirectly, in a transaction that involves property that is the proceed of crime, or receiving, possessing, managing, investing, concealing, disguising, disposing of or bringing any property that is the proceeds of an act identified as a crime under the Prevention of Money Laundering Act, 2002 or any other applicable legislation.

Tech Mahindra is committed to comply fully with all anti-money laundering and anti-terrorism laws throughout the world. It conducts business only with reputable customers involved in legitimate business activities, with funds derived from legitimate sources. Each business is required to take reasonable steps to prevent and detect unacceptable and suspicious forms of payment.

Tech Mahindra shall abide with the specific compliances as is tailor-made for the respective countries and published elsewhere in Tech Mahindra website on compliance applicable in these jurisdictions.

**11.5 WORKING WITH GOVERNMENT**

In the course of its business, Tech Mahindra shall apply the highest ethical standards while interacting with government agencies, officials and public international agencies. It abides by the applicable laws and regulations relating to its working with governments, including certain special requirements associated with government transactions including but not limited to regulations on government contracting and special anticorruption restrictions.

Company keeps checks on the following:

- Deviation from contract requirements without the written approval of the authorized government official.
- Submission of inaccurate or incomplete cost or pricing data to the government.

Associates that violate this policy may be subject to disciplinary action which may even extend up to termination of services.

## 11.6 INTELLECTUAL PROPERTY

Tech Mahindra's intellectual property is one of its most valuable assets and the company has exclusive legal rights over its trademarks, patents, copyrights, business methods, and industrial processes.

All Associates must work to safeguard company's patents, trademarks, copyrights, trade secrets and other proprietary information. At the same time, it is also critical that we respect the valid intellectual property rights of others. Unauthorized use of others' intellectual property is not permitted.

Tech Mahindra consults with its legal counsel before:

- Accepting or using proprietary information of outsiders or of a competitor.
- Disclosing its proprietary information to outsiders.
- Permitting outsiders to use its intellectual property.

## 11.7 CONTROLLERSHIP

Controllershship embodies three fundamental elements: (1) rules that classify transactions and balances appropriately; (2) systems and controls that protect assets and accumulate information consistently and correctly; and (3) financial and transaction reporting that is timely and unbiased.

Tech Mahindra creates the right environment for disclosing timely, reliable and accurate information to government agencies and to the public. It complies with the Generally Accepted Accounting Principles, standards and regulations for accounting and financial reporting.

It assures regulatory compliance by preparing or reviewing reports and necessary procedures, it designs, implements and monitors internal controls to safeguard assets and provide reliable financial statements.

Tech Mahindra complies with the applicable laws and regulations relating to the preservation of documents and records. It preserves documents and records relevant to pending or reasonably foreseeable litigation, audits or investigations, and as directed by the company counsel.

## 11.8 SOCIAL MEDIA GUIDELINES

These social media Guidelines apply to all Associates who are employed at Tech Mahindra its subsidiaries or affiliates, or are engaged as consultants and are contributing to blogs, wikis, social networks or any other form of social media, both inside and outside Tech Mahindra

The company expects associates to be aware of, understand and follow these guidelines while taking part in global conversations related to the work at Tech Mahindra Failure to do so, could incur risks pertaining to associate's association with Tech Mahindra These guidelines are not exhaustive but suggestive as they continue to evolve, as and when new technologies arise.

**Guidelines:**

- All associates shall acknowledge and abide by the following:
- Associates shall not post any content (e.g. text, books, quotes, logos, etc.) that is the property of another individual without requisite and applicable right(s) under law.
- Associate shall not defame, abuse, harass or threaten Tech Mahindra, its associates or any third party, or otherwise violate the legal rights of Tech Mahindra or any third party.
- Associates shall not in any manner publish or post any inappropriate, defamatory, infringing, obscene, racist, terrorist, politically slanted, indecent or unlawful topic, name, material or information.
- Associates shall not publish confidential or other proprietary information of Tech Mahindra or any other Third Party.
- Associates shall not cite or refer to clients, partners or suppliers without their approval.
- Associates shall not use ethnic slurs, personal insults, obscenity, etc.
- Associates shall not post or promote any obscene, racist, prejudiced, bigotry, hatred or physical harm of any kind against any group or individual.
- Associates shall not harass or advocate harassment of another person or organization.
- Associates shall not post any material which contains nudity, violence or is offensive in nature.
- Associates shall not publish information that is false or misleading or promotes illegal activities or partake in conduct that is abusive, threatening, obscene, defamatory or libelous.
- Associates shall not exploit people in a sexual, violent or in any manner not respectful of human rights.
- Associates shall not commit or promote any criminal activity or enterprise or provide instructional information about illegal activities, such as making or buying illegal weapons or violating someone's privacy.
- Associates shall not violate Tech Mahindra's privacy, confidentiality or any other guidelines for external commercial speeches.
- Associates shall not knowingly introduce viruses, worms, harmful code or Trojan horses.
- Associates shall show proper consideration for the privacy of others.
- Associates shall use the following disclaimer when they are posting the content related to work or subjects associated with Tech Mahindra.
- "The postings on this site are my own and do not necessarily represent Tech Mahindra's positions, strategies or opinions."

**11.9 INDEMNITY**

Associates agree to indemnify and hold Tech Mahindra, its subsidiaries and affiliates from any claim, cost, expense, judgment or other loss relating to communication\ publication, that shall come under the purview of the Social Media Guidelines, including without limitation of the foregoing, any action take.

## 12. DOCUMENT HISTORY

Version	Date	Author (Function)	Reviewed by	Approved by	Nature of changes
Issue 1.0	21 Aug 2013	HR	Function Head	Function Head	Board Approved. First integrated Issue
Issue 1.1	1 <sup>st</sup> Apr 2017	HR	Function Head	Function Head	<ol style="list-style-type: none"> <li>1) Redressal Committee conduct and inquiry and come up with a report within 15-45 working days from the date of the initial complaint. Clause 10.3</li> <li>2) Section 5.6.updated to reflect the upper limit (USD40) for gifts.</li> <li>3) Included section 6.3, 6.11, 6.14 and updated section 9.3</li> <li>4) Inclusion of following clauses into the revised policy: Training and Certification, What is Harassment?, Drugs, Alcohol and Smoking</li> </ol>
Issue 1.1	15 <sup>th</sup> Sept 2018	HR	Corporate HR	NA	Document Review
Issue 1.2	01 <sup>st</sup> July 2019	HR	Corporate HR	NA	Aligned as per Group Policy Addition in point 3 - Scope

