



PARTNER CODE OF CONDUCT

Leadership that Inspires

For over 150 years, the Tata group has stayed true to the vision of the founder, Jamsetji Tata.

A vision that placed the greater good of society at par with business growth.

A vision that put into practice pioneering social initiatives that changed the way responsible business was run.

And a vision that brought into the group a strong social conscience.

Introduction

This Code of Conduct articulates the values and ideals that guide and govern the conduct and practices we expect you to comply with in all matters relating to your business relationship with **Tata Consultancy Services Digital Software and Solutions Group (TCS)**.

Today, the Code is a bedrock on which we base our individual, as well as leadership commitments to core Tata values. This Code of Conduct outlines our commitment to each of our stakeholders, including the communities in which we operate, and is our guiding light when we are sometimes faced with business dilemmas that leave us at ethical crossroads. The Code is also dynamic in that it has been periodically refreshed in order to remain contemporary and contextual to the changes in law and regulations. However, it remains unaltered at its core. Our stellar reputation and success as a business entity has been defined by the powerful commitment and adherence to the core values and principles expressed in this Code, by all our employees, directors and Business Partners. We expect Business Partners will comply with the laws and regulations that govern our business interests around the world, and will continue to set new standards of ethical conduct that will generate deep respect and inspire emulation by others.

A. Our Values Our five core values that underpin the way we conduct our business activities include:

- **INTEGRITY** - We will be fair, honest, transparent and ethical in our conduct; everything we do must stand the test of public scrutiny.
- **RESPONSIBILITY** - We will integrate environmental and social principles in our businesses, ensuring that what comes from the people goes back to the people many times over.
- **UNITY** - We will invest in our employees and Business Partners, enable continuous learning, and build caring and collaborative relationships based on trust and mutual respect.
- **PIONEERING** - We will be bold and agile, courageously taking on challenges, using deep customer insight to develop innovative solutions.
- **EXCELLENCE** - We will be passionate about achieving the highest standards of quality, always promoting meritocracy.

B. Purpose of this Code

This Code outlines our expectations of all those who work with us, and in order to work with us, Business Partners need to act in a manner consistent with it. You must ensure that this Code of Conduct and any changes to this Code of Conduct that are made from time to time are provided to your employees and contractors and that they are aware of the obligations that apply under this Code of Conduct. TCS will inform Partners when changes to this Code of Conduct occur.

Dignity and Respect. TCS Business Partners must treat their employees, customers and TCS with dignity and respect, and not tolerate any form of harassment, whether sexual, physical, verbal or psychological.

Financial integrity and accounting. TCS Business Partners must not make any willful omissions or material misrepresentation that would compromise the integrity of financial records, statements, internal or external communications and reports. You must ensure that all communications and reports provided to TCS and/or your Distributor involving orders are complete and accurate.

Regulatory compliance. TCS Business Partners shall comply with laws relating to anti-trust, competition, bribery, corruption, harassment, equal opportunity, and other such laws and regulations, both in letter and in spirit, in all the localities and/or territories in which they operate. You must demonstrate the highest standards of ethical conduct in all your actions, and avoid any activities that create even the perception of misconduct.

Intellectual property. TCS Business Partners shall respect and protect all confidential information and intellectual property of both TCS and their clients.

Bribery and Corruption. TCS Business Partners shall not engage in any form of bribery or corruption.

Gifts and Hospitality. Business gifts and hospitality are sometimes used in the normal course of business activity. However, if offers of gifts or hospitality (including entertainment or travel) are frequent or of substantial value, they may create the perception of, or an actual conflict of interest or an 'illicit payment'. Therefore, gifts and hospitality given or received should be modest in value, appropriate, and compliant with the law and company policies. TCS business partners must not offer or provide gifts or hospitality of substantial value which may create the perception of, or an actual conflict of interest or an 'illicit payment'. to any TCS employee or to TCS prospects and/or clients to win business or influence a decision in any way.

TCS employees will decline any offer of gift or hospitality that does not comply with the TCS gifts and hospitality policy.

Competing fairly. TCS expects you and your employees to compete fairly and ethically for all business opportunities. You shall not enter into any activity constituting anti-competitive behavior such as abuse of market dominance, collusion and participation in inappropriate exchange of information with competitors. You shall market TCS products and services on their own merits and not make unfair or misleading statements about the products and services of our competitors.

Social media. In using social media, in particular blogs or social networking sites, you should exercise great caution while talking about TCS or the business we do together, and not share any TCS confidential information. You must act in accordance with applicable laws and government guidelines governing social media.

Securities transactions and confidential information. If a TCS Business Partner becomes aware of material, non-public information relating to TCS or its business, they may not buy or sell TCS securities or engage in any other action to take advantage of that information, including passing that information on to others. In addition, if the Business Partner becomes aware of material, non-public information about any other company, including TCS customers, suppliers, vendors or other Business Partners, that is obtained by virtue of the Business Partner's interaction with TCS, then the Business Partner may not

buy or sell that company's securities or engage in any other action to take advantage of that information, including passing that information on to others.

Monitoring / record keeping. You must maintain effective policies and documentation that incorporate the requirements and guidelines in this TCS Partner Code of Conduct.

Compliance. This Code is more than a set of prescriptive guidelines issued solely for the purpose of formal compliance. It represents our collective commitment to our value system and to our core principles. Every Business Partner, directly or indirectly, should expect to be held accountable for his/her behavior. Should such behavior violate this Code, you may be subject to action including the termination of your business relationship with TCS. When followed in letter and in spirit, this Code is *'lived'* by our employees and our Partner community. It represents our shared responsibility to all our stakeholders, and our mutual commitment to each other.

Reporting violations. The TCS Business Partner shall notify TCS regarding any known or suspected improper behavior by the Business Partner relating to its dealings with TCS, or any known or suspected improper behavior by TCS employees by email to: corporate.ethics@tcs.com

Reported violations will be treated confidentially without retaliation.