

CODE OF ETHICAL BUSINESS CONDUCT Training



CEBC and Whistleblower Policy

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1. INTRODUCTION

This module specifies the Code of Ethical Business Conduct for Tech Mahindra and its Subsidiaries

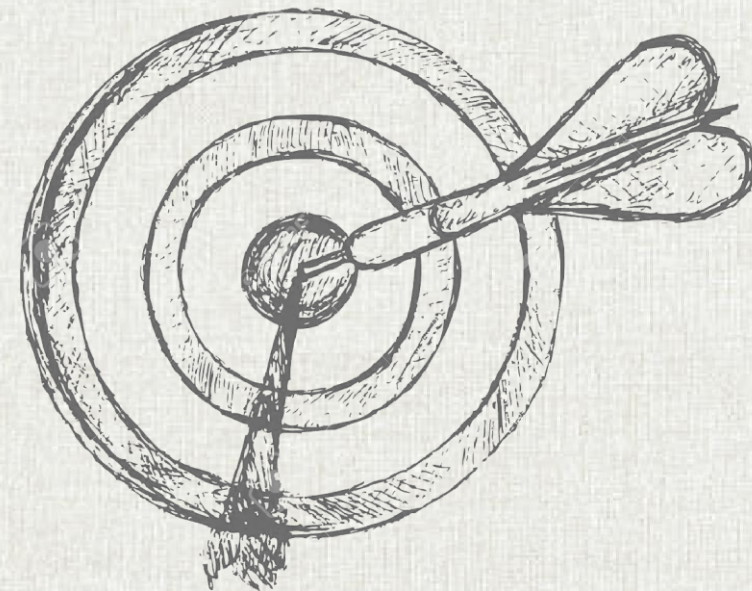
The Board of Directors of Tech Mahindra has adopted this Code of Ethical Business Conduct as a testimony of our commitment to adhere to the highest standards of integrity and to avoid any kind of conflicts of interest.

All stakeholders covered under this code are advised to be aware of specific nuances as applicable in line with laws of the land to ensure consistent understanding and application of the guidelines mentioned in this code, While ensuring due respect for local legislation, customs, and tradition.



2. OBJECTIVE

The objective of this Code is to provide guidance to all stakeholders for carrying out their conduct in an ethical and transparent manner and in accordance with the laws, internal policies and established procedures.



3. SCOPE

The Code of Ethical Business 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. Suppliers, Distributors, Business contacts, Agents, Advisors, Business associates, current and potential Customers and others acting on the Company's behalf

The guidelines given in this code are indicative and not exhaustive and compliance with the code should be established with other applicable company policies & procedures and the applicable laws of land. In the event of any conflict between the provisions of this code and any other statutory enactments / rules, the provisions of such statutory enactments / rules shall prevail over this Policy. 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



4. TRAINING AND CERTIFICATION

Tech Mahindra's training Program for Code of Ethical Business and Conduct (CEBC) 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. All associates are required to clear an assessment test within 30 days of commencement of their employment. Associates will receive communication about the mandate along with instructions and deadlines.

Actions in the event of non-completion of mandatory certification:

Timelines	Action
1. Beyond 30 days	E-mail warning
2. Beyond 60 days	<ul style="list-style-type: none"> Warning letter + a note will be added in PMS Any changes on career progression and compensation will be kept on hold until completion of mandatory certification by the Associate Financial penalty to be levied every Quarter (as defined by Regional HR head in accordance with applicable regulations in the country). Amount collected will be used for Social welfare causes

5. VALUES, VISION & RISE

VALUES :

PROFESSIONALISM:

Tech Mahindra has always sought the best people for the job and given them the freedom and the opportunity to grow. Tech Mahindra will continue to do so. Tech Mahindra will support innovation and well-reasoned risk taking but will demand performance.

GOOD CORPORATE CITIZENSHIP:

As in the past, Tech Mahindra will continue to seek long-term success, which is in alignment with the needs of the countries it serves. Tech Mahindra will do this without compromising ethical business standards.

CUSTOMER FIRST:

Tech Mahindra exists and prospers only because of the customer. Tech Mahindra will respond to the changing needs and expectations of its customers speedily, courteously, and effectively.

QUALITY FOCUS:

Quality is the key to delivering value for money to Tech Mahindra's customers. Tech Mahindra will make quality a driving value in its work, in its products and in its interactions with others. Tech Mahindra will do it 'First Time Right.'

DIGNITY OF THE INDIVIDUAL:

Tech Mahindra will value individual dignity, uphold the right to express disagreement and respect the time and efforts of others. Through its actions, Tech Mahindra will nurture fairness, trust, and transparency.



5. VALUES, VISION & RISE

VISION :

We will drive positive change in the lives of our stakeholders and communities across the world by being agile, customer-centric and purpose-led company, delivering best-in-class technology led business solutions.



5. VALUES, VISION & RISE

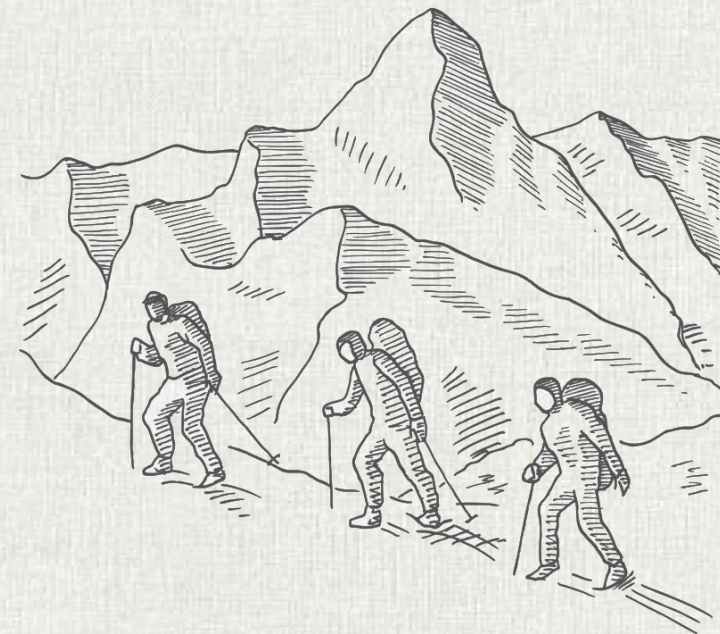
RISE :

Rise is a simple yet powerful word that defines the Mahindra Group. It gives the brand a meaning and purpose. It was formally defined in 2011 as an evocative brand philosophy that unified all Mahindra Group companies. The last decade has changed the world in diverse ways, more specifically with the rise of disruptive technologies, the start-up ecosystem, climate change – and of course, the pandemic. While the brand's philosophy remained intact, there was a need felt to simplify and sharpen its commitments by focusing on stronger business results, and future-ready innovation. Mahindra Group refreshed its brand by defining a new core purpose and brand pillars in line with the Rise philosophy. The refreshed brand pillars to align better with global issues, and how the Mahindra Group is solving them – Rise for a MORE EQUAL WORLD, Rise to be FUTURE-READY, and Rise to CREATE VALUE.

Tech Mahindra's first brand pillar "Rise for a More Equal World" is about taking care of its communities. Tech Mahindra will do this by focusing on three elements – Climate Change, Inclusion and Ethics.

Tech Mahindra's second brand pillar "Rise to be Future-Ready" is about taking care of its customers. Tech Mahindra does this by converging its efforts on three elements – Customer Focused, Technology and Innovation.

Tech Mahindra's third brand pillar is to "Rise to Create Value" and is about growing its business. Tech Mahindra does this by concentrating its actions on three elements – Entrepreneurship, Scale and Impact



6. CORPORATE SOCIAL RESPONSIBILITY

Tech Mahindra has an obligation towards the communities in which we operate, to help in whatever way we can improve the quality of life. We work extensively on the vision of 'Empowerment through Education' with three key focus areas - Education, Employability and Disability to empower all to Rise.

For more details, please read Policy on Corporate Social Responsibility



7. COMPLYING WITH LEGAL REQUIREMENTS

7.1 COMPLYING WITH LAWS

The company's objective 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 rules and internal policies. 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 Legal team of the company



7. COMPLYING WITH LEGAL REQUIREMENTS

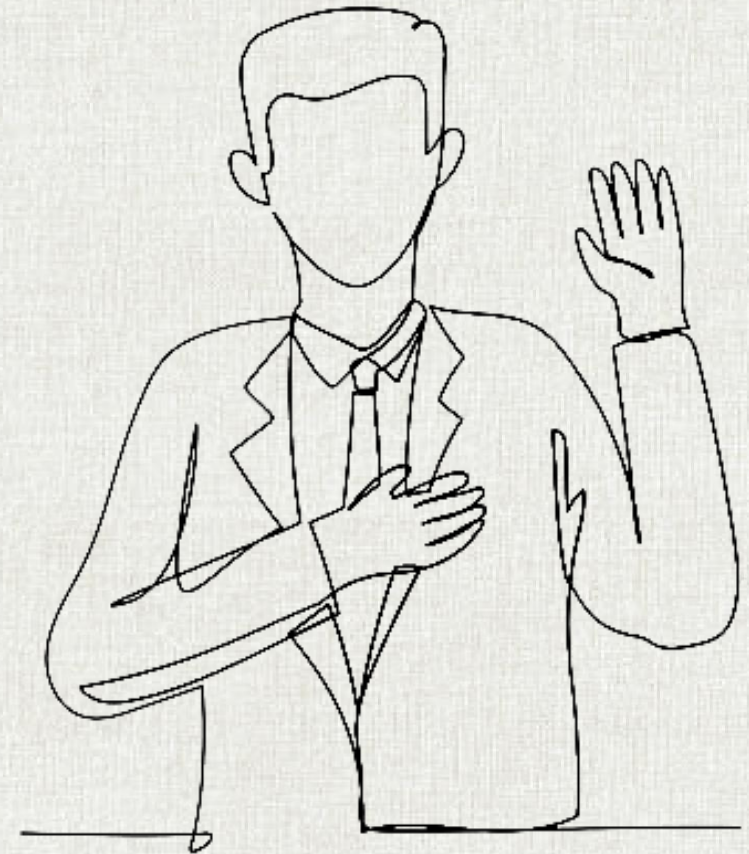
7.2 COMPLIANCE TO SCHEDULE IV TO THE COMPANIES ACT

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



8. ACTING WITH INTEGRITY

The company's objective is to conduct all our business in an honest and ethical manner. We have a zero-tolerance approach to bribery, corruption and are committed to act professionally, fairly and with integrity in all our business dealings and relationships. All stakeholders representing Tech Mahindra or acting on our behalf, must follow the guidelines mentioned below.



8. ACTING WITH INTEGRITY

8.1 LEGAL, HONEST AND ETHICAL CONDUCT

All stakeholders 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



8. ACTING WITH INTEGRITY

8.2 CONFLICT OF INTEREST

The policies and procedures under this code require that all stakeholders representing Tech Mahindra shall avoid any activity or association that creates or appears to create a conflict between their personal interests and the business interests of the company.



8. ACTING WITH INTEGRITY

8.3 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 either directly or indirectly without proper authorization 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.



8. ACTING WITH INTEGRITY

8.4 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



8. ACTING WITH INTEGRITY

8.5 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).

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 with companies with which they have a significant association. In case of conflicts, disclosure shall be made to the Board of Directors and its approval shall be obtained before proceeding further.



8. ACTING WITH INTEGRITY

8.6 NON-SOLICITATION

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 customer names and other business details, information regarding technical, trade or business data.

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.

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 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.



8. ACTING WITH INTEGRITY

8.7 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. There should not be any discrimination based on 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.



8. ACTING WITH INTEGRITY

8.8 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.



8. ACTING WITH INTEGRITY

8.9 BRIBERY/ KICKBACKS / GIFT AND HOSPITALITY

The Company does not make, and shall not accept, facilitation payments, bribery, gift, loan, fee, reward and "kickbacks" of any kind. 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. The Directors and Associates of the company shall also not offer gifts or payments or authorization of payments by way of gifts or personally pay for gifts or hospitality. It is not acceptable to give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to facilitate, expedite, or reward any action or procedure.

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. Associates may accept a gift as per company policy by informing their reporting manager and updating the gift declaration register. If the Reporting Manager is uncertain as to how to treat the gift, he/she should seek clarification from BHR. It is mandatory to declare all gifts received from third parties where the value is greater than USD 40 per instance or greater than USD 100 in the last 12 months in the Gift register (<https://hr.techmahindra.com/Giftmanagement/Login.aspx>). Failure to do so will be considered as non-compliance to CEBC and will invite disciplinary action.



8. ACTING WITH INTEGRITY

8.9 BRIBERY/ KICKBACKS / GIFT AND HOSPITALITY

SPONSORSHIP:

The company may extend sponsorship only for a legitimate purpose to a bona fide recipient and in compliance with the applicable laws. All sponsorships must be approved by Global CPO.

LOBBYING:

An attempt to influence legislation directly or indirectly through interaction with the government official may be considered as lobbying. Any meetings with government should be conducted in compliance with the applicable laws. For more details, please read Anti-Corruption and Bribery Policy, Corporate Gift Policy, and Gift Declaration Register (Gift Tracking System)



8. ACTING WITH INTEGRITY

8.10 SUSPECTED FRAUDULENT BEHAVIOR

Any acts of commission or omission which are detrimental to the business 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 by the CORPORATE OMBUDSMAN.



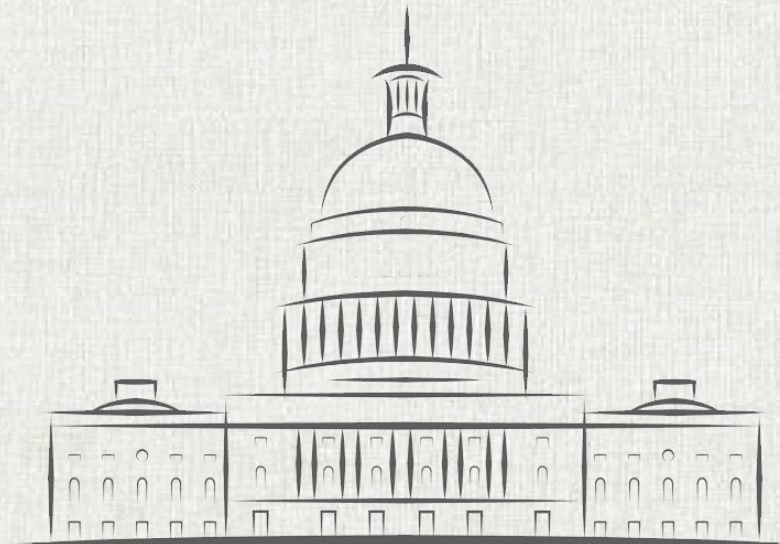
8. ACTING WITH INTEGRITY

8.11 WORKING WITH THE GOVERNMENT

Tech Mahindra is committed to apply 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. Gift or hospitality to a government official, agent or representative must always be approved by the Legal team

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



9. EQUITABLE AND SAFE WORKPLACE

9.1 EMPLOYMENT PRACTICES

Tech Mahindra provides equal opportunities across the Associate Lifecycle to everyone without any bias to race, region, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, or disability.

We hire people purely based on qualifications, skills, prior experience, expertise, abilities, local and constitutional legal mandates (if any) and are determined to provide a work environment free of any form of unlawful discrimination.

We have zero tolerance towards the fake information and documentation furnished during the recruitment and selection process. As a part of our hiring and onboarding processes a formal background verification is conducted. We have a robust framework, 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 their immediate supervisor, their respective Business Unit / Function or their designated Business HR POC. Any unresolved concerns can be addressed to the Corporate Ombudsman.



9. EQUITABLE AND SAFE WORKPLACE

9.2 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, everyone in the Company is responsible for assuring that a workplace free of sexual harassment is maintained. We are committed to maintaining a lawful, pleasant work environment where all Associates can 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.

Any sexual harassment complaint regarding incidents experienced personally or incidents observed in the workplace can be raised at posh@techmahindra.com for the POSH committee to examine and address.

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



9. EQUITABLE AND SAFE WORKPLACE

9.3 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 and conducts its operations in a safe manner that minimizes any adverse environmental impact. We strive to prevent any possible accidents, incidents, injuries and occupational illness. We believe in creating continuous awareness on workplace practices and communicating information, instruction, and training programs to all the Associates to enable them to comply with the Health, Safety and Environment policy of the company.

For more details, please read Health, Safety and Environment Policy.



9. EQUITABLE AND SAFE WORKPLACE

9.4 ENVIRONMENTAL COMPLIANCE

It is our goal to minimize the potentially harmful effects of our activities on the environment. We are committed to protecting and preserving the environment, with our concerted effort towards reuse rather than dispose whenever possible and promoting recycling and the use of recycled materials



9. EQUITABLE AND SAFE WORKPLACE

9.5 HUMAN RIGHTS & MODERN SLAVERY

We are committed to treating those engaged with our Company with dignity and respect. We strive to respect and promote human rights across all our global sites, in accordance with the UN Guiding Principles (UNG) on Business and Human Rights in our relationships with our stakeholders.

For more details, please read Human Rights Policy



MODERN SLAVERY

Tech Mahindra's philosophy is to respect and promote human rights and as part of this, we are committed to addressing modern slavery in our business, operations, and supply chains. We exhibit zero tolerance towards all facets of modern slavery, as elaborated under the Modern Slavery Act, 2015, Commonwealth Modern Slavery Act, 2018, the UN Declaration of Human Rights and the conventions of the International Labour Organisation specified to forced or compulsory labour. In pursuance of this, we publish a public statement elucidating the initiatives undertaken to eradicate the slavery and/or human trafficking from our supply chain or in any part of our organization

For more details, please read Modern Slavery statement

9. EQUITABLE AND SAFE WORKPLACE

9.6 HARASSMENT

The Company's policy on bullying and harassment at the workplace aims at ensuring 'zero tolerance' to any act of harassment. Harassment is any form of behaviour that is unwelcome, unsolicited, unreciprocated, and usually (but not always) repeated. It is the behaviour 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 behaviour on the person who is receiving it, together with the nature of behaviour, which determines whether it is harassment or not



9. EQUITABLE AND SAFE WORKPLACE

9.6 HARASSMENT

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



9. EQUITABLE AND SAFE WORKPLACE

9.6 HARASSMENT

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 Company policy



9. EQUITABLE AND SAFE WORKPLACE

9.7 DRUGS, ALCOHOL AND SMOKING

All associates including third party vendor personnel working in Tech Mahindra 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

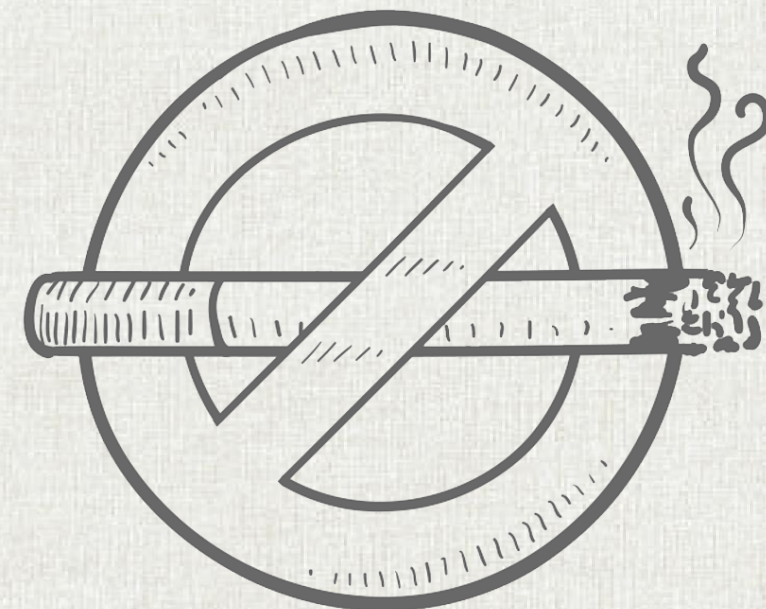
DRUGS

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 Mahindra maintains an abuse-free workplace. All its suppliers and their workers are required to ensure that their associates, 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 Mahindra abuse-free workplace standards.

SMOKING

We owe and assure a smoke free environment for our Associates. Entire Tech Mahindra office premises across the globe including conference rooms, lobbies are declared as No Smoking Zone.

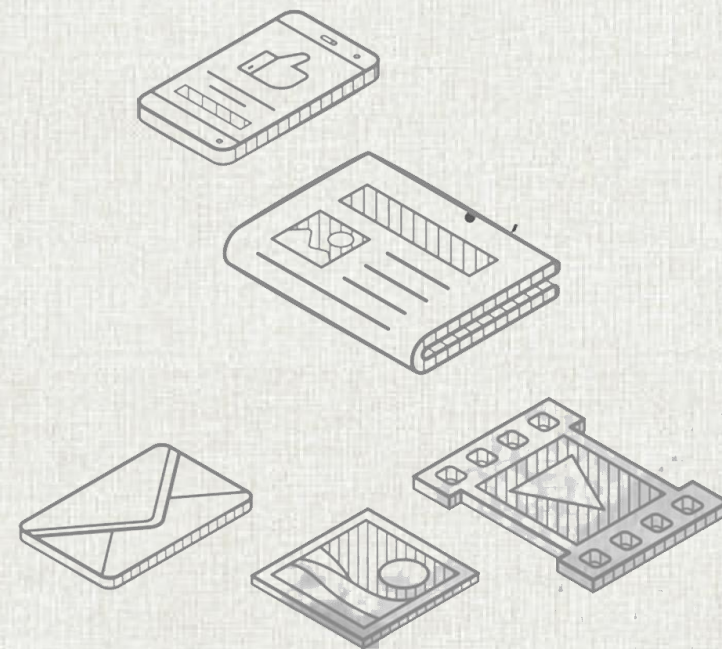


9. EQUITABLE AND SAFE WORKPLACE

9.8 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, microblogs, message boards, chat rooms, electronic newsletters, online forums, social networking sites, social networks or any other form of social media, both inside and outside Tech Mahindra.

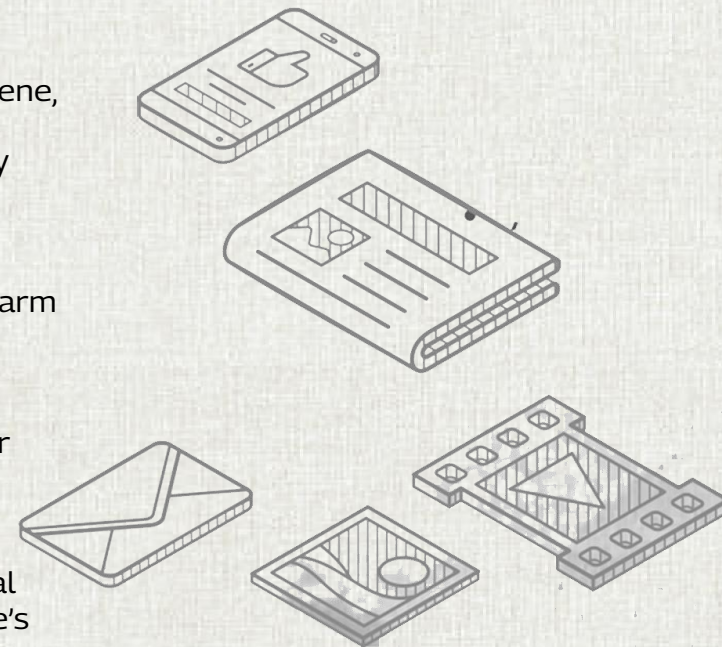
The company expects associates to be aware of, understand and follow these guidelines while taking part in global conversations related to the work at Tech Mahindra. Failure to do so, could incur risks pertaining to associate's association with Tech Mahindra. These guidelines are not exhaustive but suggestive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



9. EQUITABLE AND SAFE WORKPLACE

9.8 SOCIAL MEDIA GUIDELINES

- 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 libellous
- 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 position, strategies or opinions."



10. PROTECTING ASSETS & DATA

10.1 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 and 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.

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.



10. PROTECTING ASSETS & DATA

10.2 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.

We 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 our Customers, Partners and other associated stakeholders. Unauthorized use of their intellectual property is not permitted.

Tech Mahindra legal team must be consulted before

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

It is expected that Intellectual property rights such as patents, trademarks, copyrights, designs, strategies, plans, trade secrets and similar items that are not in the public domain and will be used only during the course of, and for, Company business, with proper care and safeguards. Associates shall have no rights or lien over any inventions that arise in the course of their employment with the company.



10. PROTECTING ASSETS & DATA

10.3 LEGAL HOLDING OF DATA

All Company records are maintained and retained in accordance with the local regulations and internal policy. The respective department may place a legal hold on records or documents in case of litigation or government investigation. During such period, the document destruction procedures will be suspended.



10. PROTECTING ASSETS & DATA

10.4 INFORMATION SECURITY & CONFIDENTIALITY

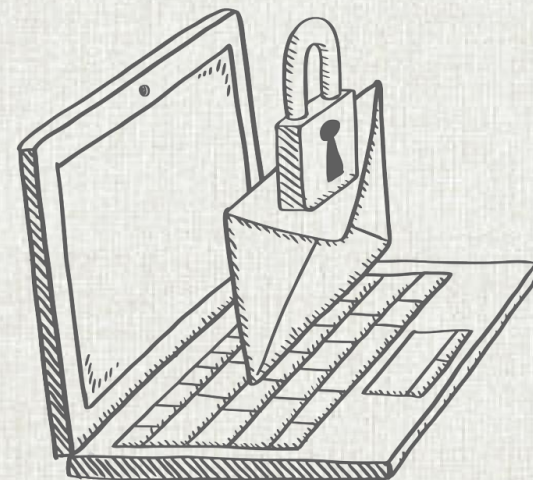
Information security is the responsibility of all Associates and Directors of Tech Mahindra. All Associates and Directors should comply and adhere to the acceptable use of Tech Mahindra's resources including but not limited to IT resources, computer & network resources, assets, services, internet services, email services, software & its licensing, photocopy, printer facility, various services 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.

It is the responsibility of each associate to report suspicious activities, phishing or other information security or data privacy incidents immediately to ISG for investigation using the Online Incident Management system (<https://isg.techmahindra.com/ims/login.aspx>).

Privacy incidents must be informed to our customer within 24 hours and to regulators within 72 hours. Incidents can also be reported by sending email on ISGIncidentManagementGroup@TechMahindra.com. The Directors, Associates, contractors, suppliers and consultants must maintain confidentiality of information relating to the affairs of Tech Mahindra and its stakeholders including customers having gained knowledge of such information, including other business-related 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.

For more details, please read Acceptance Usage Policy



10. PROTECTING ASSETS & DATA

10.5 DATA PRIVACY AND DATA PROTECTION

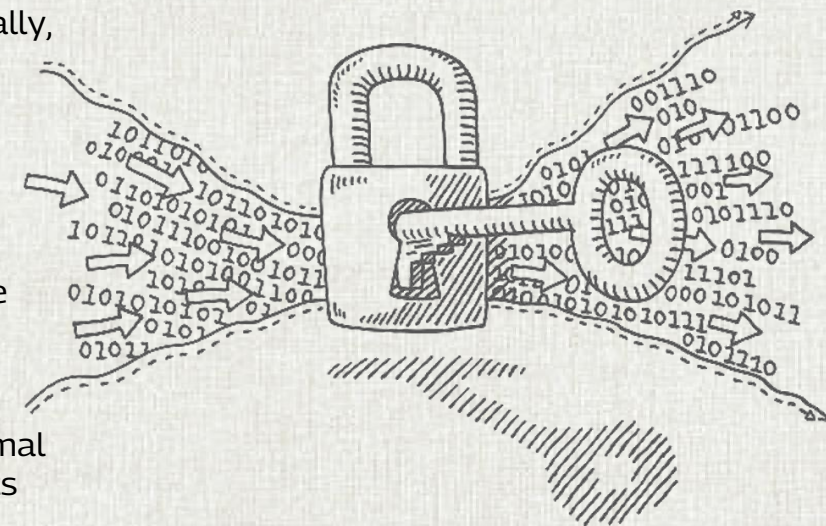
Objective of data privacy is to safeguard personal data (PI) and sensitive personal data (SPI), related to Tech Mahindra or any third party including its clients and vendors, which is controlled, processed, transferred, imported, or exported by or to Tech Mahindra on any system, portable device, portable electronic storage media/cloud within or outside Tech Mahindra premises and procedures to be followed to achieve these objectives. Additionally, aim is ensuring anyone handling PI, SPI is fully aware of data privacy and protection requirements and handles it accordingly.

Associates shall be responsible to protect and safeguard the personal data of Tech Mahindra associates, partners, customers shared with them.

In this respect, associates shall always prioritize security and privacy process and ensure that these are strictly adhered to without deviation, irrespective of delivery and other pressures. Associates shall be extra careful to avoid making mistakes and errors that would result in exposure of personal or sensitive business data. This would include checking email recipients, ensuring that attachments and mail threads contain the minimal personal information required for the task, including while reporting issues or complaints or incidents.

Associates shall follow guidelines shared from time to time related to protection of assets and data by utilizing the technical controls deployed by the organization for the same.

For more details, please read Data Privacy and Data Protection Policy



10. PROTECTING ASSETS & DATA

10.6 DATA PROTECTION OFFICER (DPO) - PRIVACY ISSUES/COMPLAINTS

Data Protection Officer (DPO) is an independent appointed role to serve as the Privacy contact for associates, customers, stakeholders and regulatory authorities.

DPO will ensure that data subject requests (DSR) are appropriately managed and acted upon in timely manner. The DPO will review personal data breach or personal data incidents, data privacy violations and related improvements as per Incident Management Policy and applicable local legislation

Data Subject Rights Request is an associate's request to access, modify, or delete their Personal Data that Tech Mahindra holds on them. Associates can create a request under HR HUB (Associate Services Tool), Data Privacy category to raise Data Service Request.

Associates shall report all data privacy incidents, issues by contacting DPO at dpo@techmahindra.com.

For more details, please read and refer to DPO Function Chapter DPO-FM-01 document published on BMS



10. PROTECTING ASSETS & DATA

10.7 BUSINESS CONTINUITY

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 stakeholders 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 Information Security Policy



11. STAKEHOLDERS

11.1 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, Business Associates and Associates should not misrepresent information to customers
- Directors, Business Associates 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, Business Associates and Associates should not provide entertainment or other benefits that could be viewed as an inducement to or a reward for, customers' purchase decisions.

Our products and services shall be technologically competitive and whilst fulfilling the needs of our customers, we 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



11. STAKEHOLDERS

11.2 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 our Partners' customs and traditions and be honest and ethical in our dealings. We will work with partners and business associates 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 and business associates do not make any payments to governmental officials to secure any benefit for the Company.



11. STAKEHOLDERS

11.3 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, Business associates and Associates dealing with suppliers should carefully guard their objectivity. The Company will carry out due diligence before selection of suppliers.

Engagement of supplier shall be in line with the local legal requirement and internal policies. A copy of supplier code of conduct must be provided while executing a formal contract

The Suppliers must ensure that they do not make any payments to governmental officials to secure any benefit for the Company.

Specifically, no Director, Business Associates and 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, Business Associates and Associates can give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice.

For more details, please read Supplier Code of Conduct



11. STAKEHOLDERS

11.4 COMMUNITY

Tech Mahindra will contribute to the wellbeing of the community 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.



11. STAKEHOLDERS

11.5 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 favor 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.



12. INVESTOR RELATIONS, TRADING AND REGULATION

12.1 INVESTOR RELATIONS

Our 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 best 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.



12. INVESTOR RELATIONS, TRADING AND REGULATION

12.2 INSIDER TRADING

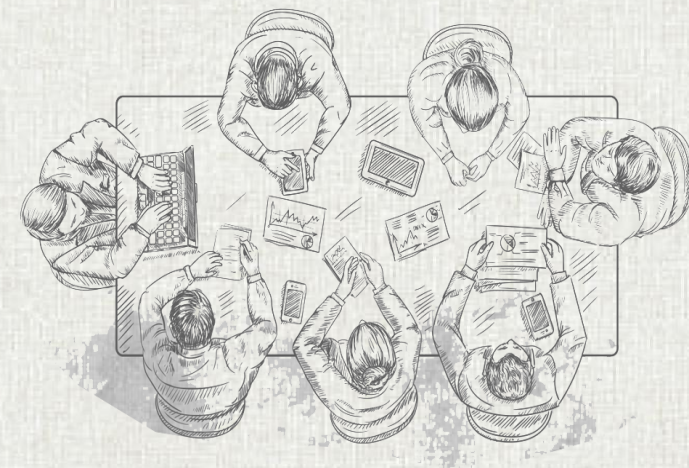
Directors and Associates are prohibited from using material information pertaining to the company before it is made public, for financial or other personal benefit or conveying this information to others. The material information could include but not limited to information on financial results, any price sensitive information, impending merger or acquisition, new product or changes in the key organization structure etc.

Inappropriate use of sensitive Company information 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. 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 Directors or Associates of Tech Mahindra or any third party to whom they have provided inside information. These penalties can include fines and / or imprisonment.

For more details, please read Insider Trading Policy.



12. INVESTOR RELATIONS, TRADING AND REGULATION

12.3 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 our operations — shipping products, exchanges of information across national boundaries, including e-mail and web access. The company abides with the specific compliances for respective countries

The law concerning international trade is complex and is subject to change and therefore it is important that Associates remain up to date on relevant requirements and consult Corporate Taxation in case of any query.



12. INVESTOR RELATIONS, TRADING AND REGULATION

12.4 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 unit is required to take reasonable steps to prevent and detect unacceptable and suspicious forms of payment.

Tech Mahindra shall abide with the specific compliances for the respective countries where Tech Mahindra has presence.



12. INVESTOR RELATIONS, TRADING AND REGULATION

12.5 CONTROLLERSHIP

Controllanship 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
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.

We comply with the applicable laws and regulations relating to the preservation of documents and records

We preserve documents and records relevant to pending or reasonably foreseeable litigation, audits or investigations, and as directed by the company counsel.



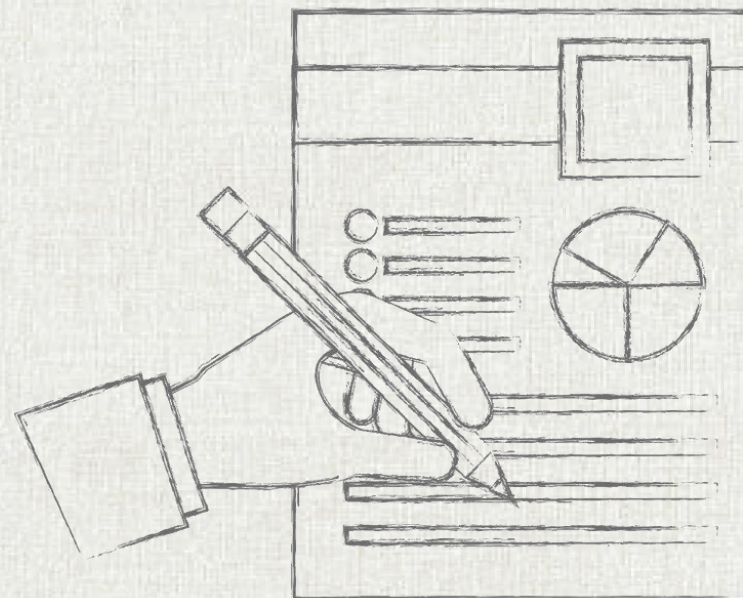
12. INVESTOR RELATIONS, TRADING AND REGULATION

12.6 DISCLOSURE STANDARDS

As a public company, Tech Mahindra is committed to full, fair, accurate and 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 honoring 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.

All associates, contractors, suppliers must adhere to the instructions from Tech Mahindra at all times.



13. RAISING CONCERNS/COMPLAINTS

13.1 CORPORATE OMBUDSMAN

The COREPORATE OMBUDSMAN is an independent management function and is primarily responsible for investigation and redressal of concerns about Integrity and non-compliance with Tech Mahindra Code of Ethical Business Conduct



13. RAISING CONCERNS/COMPLAINTS

13.2 WHISTLE BLOWER

All the stakeholders shall address their complaints / concerns to the CORPORATE OMBUDSMAN. In case of a complaint / concern against CORPORATE OMBUDSMAN, CXO's and Directors, the same shall be addressed to Chairman of the Audit committee.

A Whistle Blower can raise a concern with the CORPORATE OMBUDSMAN by:

- a. Sending an e-mail to
CORPORATEOMBUDSMAN@techmahindra.com
- b. In person - Complaints can also be reported verbally on telephone no. 0120-488- 4450 Verbal reports will normally be documented by the CORPORATE OMBUDSMAN by a written transcription of the verbal report.

For more details, please read Whistle Blower Policy



14. INDEMNITY & DISCIPLINARY ACTIONS

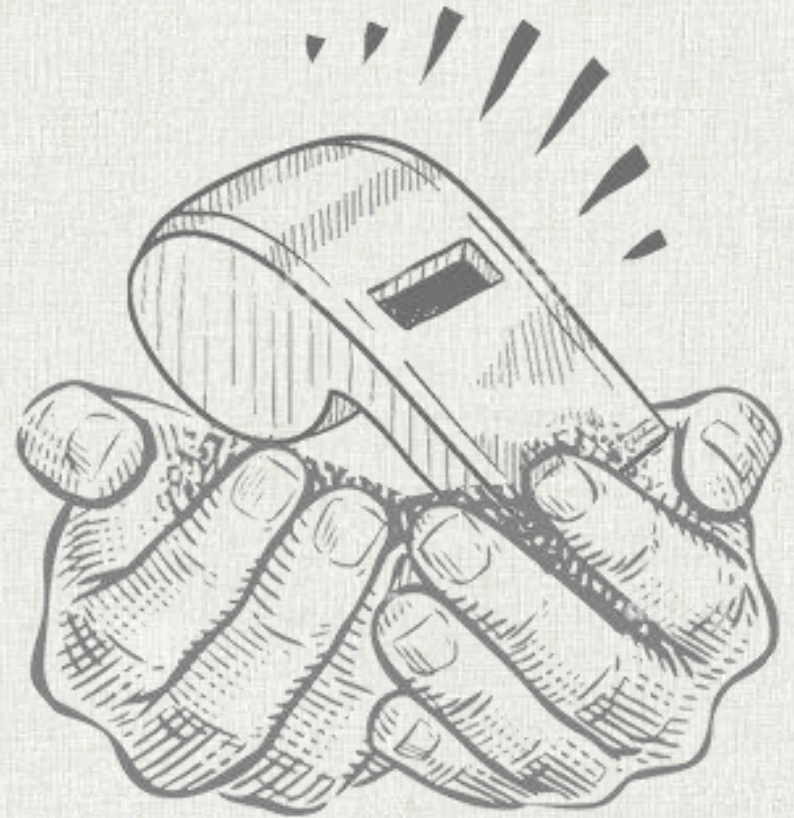
Associates agree to indemnify and hold Tech Mahindra, its subsidiaries and affiliates from any claim, cost, expense, judgement, or other loss relating to communication\ publication, that shall come under the purview of the Social Media Guidelines, including without limitation of the foregoing, any action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

Company's Code of Ethical Business Conduct lays down the broad guidelines on the standards and policies to be followed. There may be additional policies or laws that may be relevant based on the specific scenario.

This code is non-negotiable and in case of non-compliance, appropriate consequence management will be initiated, depending on the nature and severity of the violations in accordance with the company policies.

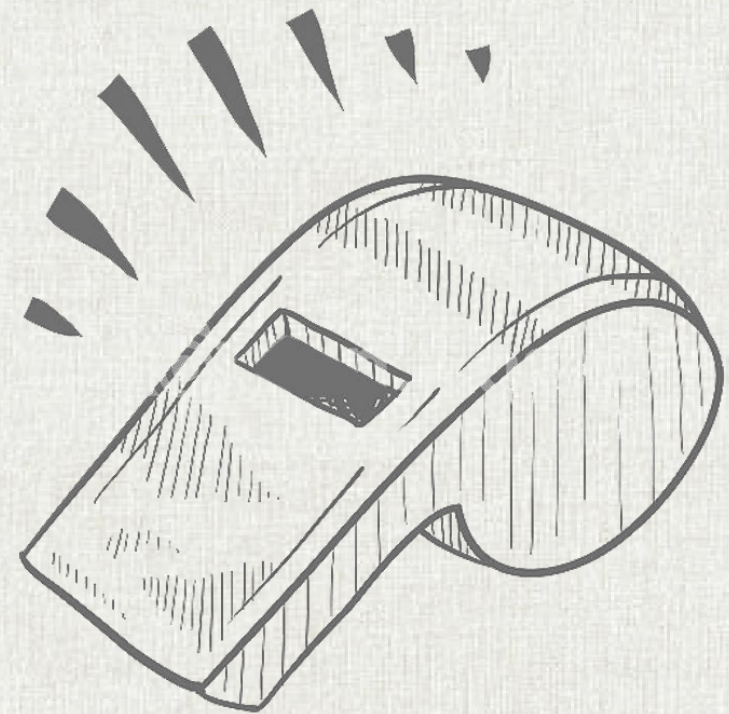


Whistleblower Policy



1. OBJECTIVE

The objective of this policy is to uphold Tech Mahindra's commitment to ethical business practices in every country we operate in. It promotes an environment where stakeholders can report any actual or perceived wrongdoing without fear of retaliation. The policy sets out ways through which the stakeholders can raise concerns and provides necessary protection for whistleblowers in good faith.



2. SCOPE

Stakeholders, for the purpose of this policy, include all associates (including permanent and on contract), business partners (including agents, contractors, vendors, and suppliers), investors, and customers of Tech Mahindra Limited.



3. Raising A Complaint

All stakeholders have an obligation to raise actual or perceived wrongdoing which include fraudulent, illegal, or unethical behavior or conduct that could harm the company, our associates, customers, or shareholders, or the communities we serve. Such concerns should be raised as soon as possible to the Corporate Ombudsman by sending an e-mail to CorporateOmbudsman@techmahindra.com

Concerns of the following nature should be directly reported to the following email IDs

- Concerns regarding sexual harassment at workplace should be reported to POSH@TechMahindra.com
- Concerns regarding harassment at workplace should be reported to CAREHRHELPDESK@TechMahindra.com
- Concerns regarding job posting or job offer should be raised on <https://www.techmahindra.com/contact-us> (use 'Employment and Careers' in enquiry field)
- Information security violations should be reported to ISGIncidentManagementGroup@techmahindra.com
- Raise ticket for concerns on full and final settlement, leaves, loss of Pay, Provident Fund and exit formalities on <https://remember.techmahindra.com/loginpages/loginnew.aspx>

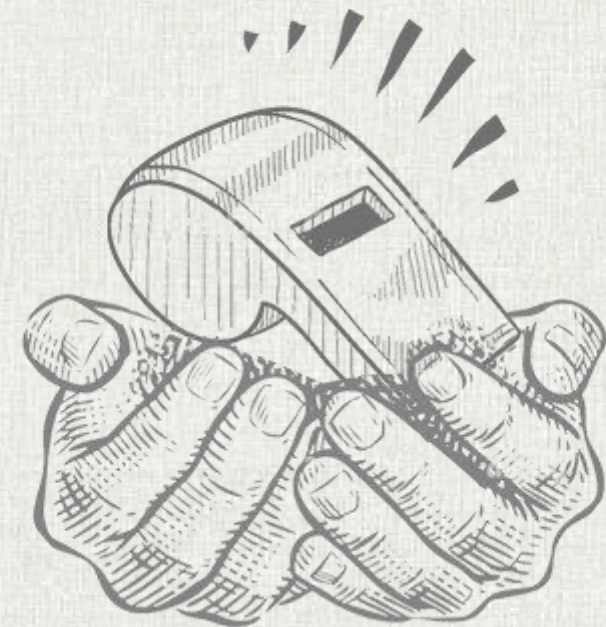
Annexure A provides details on reportable complaints, reporting avenues and escalation mechanism



4. Reporting Protocols And Guidelines For The Complainant

The complainant should focus on giving factual rather than speculative information. The complainant should apply judgment before raising a complaint and provide appropriate opportunity to the business, or relevant functions or HR to provide the necessary resolution. The complainant is also expected to keep all discussions confidential. Malicious and baseless allegations may result in disciplinary action.

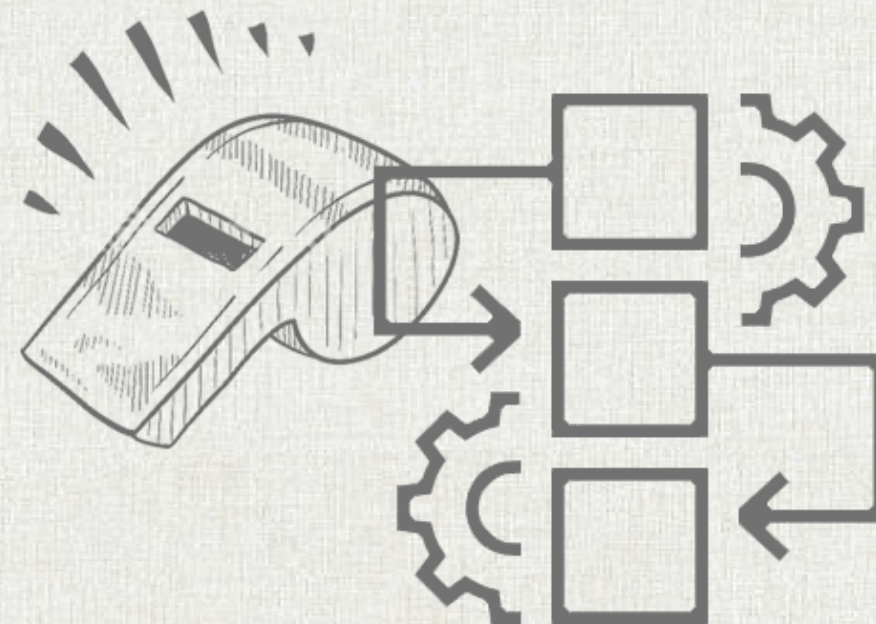
Annexure B details guidelines and protocols to be followed by the complainant.



5. Protection Accorded To A Whistleblower

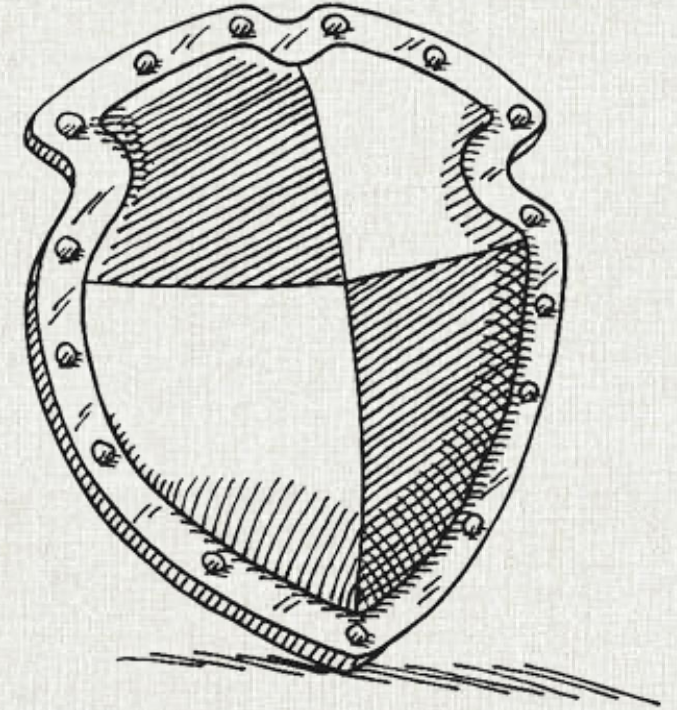
Tech Mahindra believes that protecting whistleblowers is essential for maintaining accountability, promoting transparency, and safeguarding the whistleblower against any discrimination and harassment. Such protection will promote an environment where whistleblowers can report wrongdoing without fear of reprisal. Associates can raise allegations of retaliation with HR or with Corporate Ombudsman.

Annexure C details the principles adopted by the company for Whistleblower protection.



6. Policy Revision

This policy, last amended on 01 August 2024, will be revised on a need basis and shall be uploaded on the company's website.



Annexure A - What To Report, Where To Report And Escalation Mechanism (1/3)

I. What to Report: A reportable complaint refers to a concern or a complaint relating to

- Actual or perceived violations of the Code of Ethical Business Conduct (CEBC), or activities which may otherwise be illegal or unethical.
- Financial fraud, deliberate error in financial reporting, accounting fraud, intentional circumvention of internal controls, and misrepresentation in financial records, financial reports, or audit reports.
- Insider Trading in securities of Tech Mahindra, including leak of unpublished price sensitive information (as per applicable SEBI Regulations)
- Breach of applicable national and international laws including statutory/regulatory rules and regulations

Raising a complaint neither releases associates, customers and/or third-party intermediaries from their duty in the normal course of their work, nor is it a route for taking up a personal grievance.



Annexure A - What To Report, Where To Report And Escalation Mechanism (2/3)

II. Where to report: In addition to sending an email to the Corporate Ombudsman, complaints can also be reported verbally on telephone number +91 120-488-4450 and 000911204884450 (US). However, we recommend that the verbal conversations should be followed with a written complaint to the Ombudsman's email ID. In exceptional circumstances, to share certain documents or evidence, the complainant can also send details by post addressed to:

Sudeep Chopra,
Corporate Ombudsman, Tech Mahindra Ltd, Plot no 58A and B,
NSEZ, Phase II, Noida (UP) 201301, India.

Associates can also raise their concerns pertaining to Corporate Ombudsman, ISG and PoSH through the quick action (SOS) button available on Twingo homepage (TechM intranet).



Annexure A - What To Report, Where To Report And Escalation Mechanism (3/3)

III. Who to escalate | Escalating beyond the Corporate Ombudsman:

The policy provides avenues to the complainants to reach out to the CEO & MD as well as the Chairman of the Audit Committee of Tech Mahindra Limited. Escalation can be made to them by sending an email on the following address:

CEO & MD: Mohit Joshi

Mohit.Joshi@TechMahindra.com

Audit Committee Chairman: Tarun Bajaj

tarunbajaj10@gmail.com

The complainant must apply judgement before escalating the matter. Any complaint should first be made to the Corporate Ombudsman, then to the CEO & MD and last to the Audit Committee Chairman. Complainants should avoid marking all in copy when initiating a complaint.

IV. Communicating with the complainant: The Office of the Ombudsman will communicate with the complainant and provide feedback on the progress and closure.

HR shall inform all new associates of this policy during induction and onboarding process so that they are aware of their obligations and protocols to be followed regarding what to report and where to report.



Annexure B - Detailed Guidelines For The Complainant (1/2)

- I. Information to be included in a complaint:** The complaint should focus on factual rather than speculative information and should contain specific information addressing the 'who', 'what', 'when', and 'where' of the alleged breach. The complaint should, as far as possible, include relevant evidence and documentation to support the allegation being made.
- II. Confidentiality:** Whistleblower involved in an investigation is expected to keep all discussions confidential. This is important to safeguard the integrity of the investigation, safeguard the whistleblower and maintain the sanctity of the investigation process.
- III. Exhausting available options prior to raising a complaint:** Based on the nature of the complaint, the associate should initially contact their Reporting Manager (RM) or, if necessary, request for a skip-level meeting with the RM's supervisor. Should the concern remain unresolved, the next step would be to escalate it to the concerned Business HR Team. If the matter continues to remain unresolved, further escalation should be directed to the Corporate Ombudsman. This may not apply to fraud, sensitive matters, or serious breaches to the CEBC, which can directly be reported to the Corporate Ombudsman.



Annexure B - Detailed Guidelines For The Complainant (2/2)

Seeking functional support prior to raising queries or requests to the Corporate Ombudsman is also recommended. For instance, queries pertaining to job posting, PF withdrawal (similar queries) expense eligibility, validation of offer letter, and more, should be made to the relevant functional teams. Likewise, requests for change of RM/project; earlier release; quicker full and final settlement; delay in laptop allocation; non-receipt of joining bonus/referral bonus; etc., should be made to the relevant functions.

IV. Bad Faith Complaints: The intent of the policy is to bring genuine and serious concerns to the forefront. Reporting a complaint that is known to be false, malicious, frivolous, or otherwise misleading, will subject the complainant to disciplinary action, including potential termination of services.

V. Whistleblower immunity: A whistleblower has the right to protection from retaliation, but this immunity does not extend for complicity in the matters that are the subject of the allegations and investigation.



Annexure C - Principles For Whistleblower Protection (1/2)

I. Non-retaliation: Retaliation against a whistleblower refers to any adverse action taken by an associate or the organization in response to individual's whistleblowing activities. Tech Mahindra prohibits retaliation against anyone for raising or for helping to address integrity concerns. Allegations of retaliation will be investigated and if proved, appropriate action will be taken in line with the applicable local regulations.

II. Anonymity: Concerns may be reported anonymously to the Corporate Ombudsman, which are taken seriously and investigated appropriately, although a named complaint enhances reliability and trust in the process. If the complainant chooses to disclose their identity at any point, Tech Mahindra is committed to maintaining the confidentiality of the whistleblower, to the fullest extent possible.



Annexure C - Principles For Whistleblower Protection (1/2)

III. Confidentiality: Whistleblower's identity shall be kept confidential to the extent reasonably possible within the requirements of local regulations and considering the legitimate needs of any review and ensuing investigation. Sharing of complainant's personal information, as needed to conduct a fair investigation process, shall be considered as a consent from the complainant unless specific request has been made to not disclose such information without consent.

IV. Neutrality: Investigations and reporting of complaints shall be fair, transparent, and impartial, ensuring that all parties involved are treated equitably and that the truth is sought without prejudice.

V. Independence: The Audit Committee is responsible for monitoring the implementation of this policy, and the Corporate Ombudsman is responsible for administration of the policy on behalf of the Audit Committee. This reporting relationship, separate from management, lends the required independence.

