

# Code of Ethical Business Conduct

HR-POLICY |3.0



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## **1. INTRODUCTION**

This document specifies the Code of Ethical Business Conduct (“Code”) for Tech Mahindra Foundation and its employees (herein after referred to as “TMF”/” Company”), partners and others (as specified in later section) TMF works with. The Board of Directors of TMF have 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. This document has been inspired by and follows Tech Mahindra Policy.

## **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, Consultants, Contractors, Third Party Vendors, I NGO Partners, and others acting on TMF’s behalf or working with TMF in any capacity.

The guidelines prescribed under this code are indicative only and not exhaustive. Compliance with the code should be established with other applicable company policies & procedures and 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**

TMF’s Induction 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 acknowledge 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. Associates will receive a notification about the mandate along with instructions in the HR Portal.

## **5. VALUES, VISION & RISE**

### **VALUES**

#### **Beneficiaries First**

We exist and prosper only because of our beneficiaries. We will respond to the changing needs and expectations of our beneficiaries and the communities speedily, courteously and effectively.

#### **Dignity of the Individual**

We will value individual dignity, uphold the right to express disagreement, and respect the time & efforts of others. Through our actions, we will nurture fairness, trust, and transparency.

#### **Good Corporate Citizenship**

We will continue to seek long-term success, which is in alignment with the needs of the society we serve. We will do this without compromising on ethical business standards.

#### **Quality Focus**

Quality is the key to delivering value to our beneficiaries. We will make quality a driving value in our work, in our work and our interactions with others. We will do it 'First Time Right'.

#### **Professionalism**

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

### **VISION**

We will drive positive changes in the lives of our stakeholders and communities we work for and with across India, by being agile, and purpose driven, working with focus and empathy, providing our best to fulfil the CSR vision "Empowerment through Education."

The key focus areas for Corporate Social Responsibility at Tech Mahindra Foundation are:

- Empowerment of girls/women
- Empowerment of people with disabilities
- Corporate volunteering

These three areas are cross cutting themes for all our projects and programs at Tech Mahindra Foundation. The Foundation works with the mandate that 50% of its beneficiaries are women and 10% are Persons with disabilities.

## 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.

We have taken inspiration from the above philosophy of the group and are imbibing them in our working.

## OUR CORE PURPOSE



Driving Positive  
Change



Celebrating Each  
Moment



Empowering All  
to Rise

## OUR CORE VALUES



## OUR BRAND PILLARS

### Rise for a more equal world

To work towards creating a more equal world by empowering others through education and employment.

### Rise to be future-ready

To become more beneficiary-centric by making our programs more impactful through innovative and sustainable solutions.

### Rise to create value

To continuously create value by bringing deep and lasting transformation in the lives of those who we work for.

## 6. CORPORATE SOCIAL RESPONSIBILITY

Founded in the year 2006, Tech Mahindra Foundation is the Corporate Social Responsibility (CSR) arm of Tech Mahindra Limited, which feels an obligation towards the communities in which it operates; to help in whatever way they can to improve the quality of life. TMF works extensively on the vision of 'Empowerment through Education' with three key focus areas – Education, Employability, and Disability to empower all to Rise. We are trying to bring social change and touch lives through our 150+ projects with the help of 90+ partners in 11 locations across India.

## **7. COMPLYING WITH LEGAL REQUIREMENTS**

TMF's objective is to comply strictly with all laws governing its activities 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 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 Foundation and refrain from any illegal, unethical, or otherwise improper activities. When in doubt, the Directors and Associates may seek assistance from the Legal/HR team of the organization or reach out to Head – HR & Admin.

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

## **8. ACTING WITH INTEGRITY**

Our objective is to conduct ourselves and our activities 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 dealings and relationships. All stakeholders representing Tech Mahindra Foundation and / or acting on our behalf, or partnering/working with us must follow the guidelines mentioned below.

### **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 Foundation or in connection with its acts, activities or operations. They shall:

- Act in the best interests of and fulfil their duties, responsibilities and obligations to the objective of, the organization.
- 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 goodwill of TMF.
- Treat their colleagues, partners, beneficiaries and others with dignity and shall not harass any of them in any manner

### **8.2 CONFLICT OF INTEREST**

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

### **8.3 OTHER EMPLOYMENT / ASSIGNMENTS**

The Directors and Associates of TMF shall devote themselves exclusively to the working of the organization and shall not accept any other work or assignment either directly or indirectly without proper authorization from TMF. The Directors and Associates are expected to avoid even the remote appearance of a conflict of interest even if the activity is non-remunerative.

### **8.4 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 Foundation.

### **8.5 OTHER DIRECTORSHIPS**

Acceptance of directorship on the Boards of other Companies which compete with Tech Mahindra Foundation or Tech Mahindra Limited, 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 Foundation require the Directors and the Associates to avoid conducting any kind of business of the organization, with their relatives or with companies/organizations/individuals, 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.

### **8.6 NON-SOLICITATION**

During the tenure of employment with Tech Mahindra Foundation and after the cessation of employment, the Associate is responsible for safeguarding Tech Mahindra Foundation's ' interest and confidential information including its projects, partners, beneficiaries and other relevant details, which includes information regarding technical, trade or business data.

While employed/contracted with Tech Mahindra Foundation and a period of one year thereafter, one shall not solicit and shall not provide services to any of TMF'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.

You should not solicit or induce or endeavour to solicit or induce any person who is engaged by TMF (including consultant, supplier, vendor, service provider or a partner) to cease working for or providing support/ services to Tech Mahindra.

### **8.7 COMPETING FAIRLY**

All Directors and Associates are obligated to deal fairly with each other, and with the third parties, the foundation deals with, which shall include the beneficiaries of projects. No undue advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice is acceptable. There should not be any discrimination based on race, region, caste, creed, religion, color, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability.

### **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.

## **8.9 BRIBERY/ KICKBACKS / GIFT AND HOSPITALITY**

We do 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 if associates refuse to accept a gift. In these circumstances, and if the gift is anything other than Rs 2000/-, 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 Foundation; 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 the Head – HR & Administration.

Failure to do so will be considered as non-compliance to CEBC and will invite disciplinary action.

### **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) of the Organization or Tech-M.

## **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.

An illustrative guidance document on possible fraudulent scenarios is available for ready reference (Please refer Whistleblower Policy document for more details).

## **8.11 WORKING WITH THE GOVERNMENT**

Tech Mahindra Foundation 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
- TMF will ensure that its partners do not make any payments to governmental officials to secure any benefit for TMF.

Tech Mahindra Foundation (TMF) does not make contributions to political parties which are so made to influence any decision or gain a business advantage. TMF only makes donations that are legal and ethical under local laws and practices.

## **9 EQUITABLE AND SAFE WORKPLACE**

### **9.1 EMPLOYMENT PRACTICES**

Tech Mahindra Foundation 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 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 Project/Program/ Vertical Heads or the TMF Head – HR & Admin. Any unresolved concerns can be addressed to the Tech M's Corporate Ombudsman.

### **9.2 SEXUAL HARASSMENT**

Our 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 or beneficiary of any project or people working with us in different capacities.

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 acts by individuals who engage in verbally or physically harassing behaviour, which has the potential for humiliating or embarrassing the other person.

According to our Policy on Prevention of Sexual Harassment, everyone in the organization is responsible for ensuring and assuring that a workplace free of sexual harassment is maintained. We are committed to maintaining a lawful, pleasant work environment where all can effectively perform their work without interference of any type.

All concerned are expected to adhere to the 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@techmahindrafoundation.org](mailto:posh@techmahindrafoundation.org) for the POSH committee to examine and address.

For more details, please read Prevention of Sexual Harassment Policy. (POSH Plus Policy)

### **9.3 HEALTH AND SAFETY**

Protecting the environment and the health and safety of Associates is of prime importance to TMF and it strives to provide a safe, healthy and hygienic environment to its workforce. The Foundation 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.

### **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.

### **9.5 HUMAN RIGHTS & MODERN SLAVERY**

We are committed to treating those engaged with us 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.

**9.6** We are also committed to addressing modern slavery while running our projects or in our activities. 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. **HARASSMENT**

Our 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.

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 Company policy

#### **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 office premises or otherwise, during work hours is prohibited.

##### **DRUGS**

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

We maintain an abuse-free workplace. All who work with us, whether employed or otherwise, or in form of third parties, are required to ensure that their associates, independent contractors and consultants, and all individuals whom they engage to work on Tech Mahindra Foundation's premises and/or Foundation projects under their control and/or supervision, are compliant with these abuse-free workplace standards.

##### **SMOKING**

We owe and assure a smoke free environment for our people. All our premises are declared as No Smoking Zone.

## **9.8 SOCIAL MEDIA GUIDELINES**

This Guideline applies to all Associates employed with us or any third parties engaged with us, who 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, for us.

We expect you to be aware of, understand and follow these guidelines while taking part in global conversations related to our work. Failure to do so, could incur risks pertaining to your association with us. These guidelines are not exhaustive but suggestive as they continue to evolve, as and when new technologies arise.

### **GUIDELINES:**

- Associates shall not post any content (e.g. textbooks, 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, persona 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 Foundation.

*"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.

## **10.2 INTELLECTUAL PROPERTY**

The Foundation has exclusive legal rights over its trademarks, copyrights, and other intellectual properties.

We must work to safeguard the intellectual property rights of Tech Mahindra Foundation 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 any third party's intellectual property is not permitted.

Foundation's legal team must be consulted before Accepting or using proprietary information of outsiders or disclosing our proprietary information to any third party or permitting use of Foundation's intellectual property, including usage of name, logo or trade mark.

## **10.3 LEGAL HOLDING OF DATA**

All 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.

## **10.4 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](mailto: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.

### **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 Foundation or any third party including its beneficiaries and partners, 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, beneficiaries, affiliates 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.

### **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.

Associates shall report all data privacy incidents, issues by contacting DPO at [dpo@techmahindra.com](mailto:dpo@techmahindra.com).

TMF Associates may also reach out to the Central HR Team to raise any such issue/ complaints.

### **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.

## **11 STAKEHOLDERS**

### **11.1 BENEFICIARIES/ NGO PARTNERS**

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

- Information supplied to beneficiaries/ NGO Partners should be accurate and complete to the best of knowledge. Directors and Associates should not misrepresent information to beneficiaries/ NGO Partners.
- Partner engagement 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 services shall be competitive and whilst fulfilling the needs of our beneficiaries, shall offer the best possible value to our beneficiaries such that we become the beneficiaries' first choice for the quality. 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 beneficiaries. Our response to the needs and expectations of beneficiaries shall be speedy, courteous and effective. Beneficiary complaints and warranties will be attended to the full satisfaction of the Beneficiary.

### **11.2 PARTNERS**

The policy of the Foundation (derived from Tech-M Policy) is to cultivate a 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.

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

### **11.3 SUPPLIERS**

Tech Mahindra Foundation and its subsidiaries/affiliates 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

#### **11.4 COMMUNITY**

TMF 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

#### **11.5 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 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.

#### **12.2 CONTROLLERSHIP**

Controllership embodies three fundamental elements:

- Rules that classify transactions and balances appropriately
- Systems and controls that protect assets and accumulate information consistently and correctly
- 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.

### **12.3 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 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.

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

## **13 RAISING CONCERNS/COMPLAINTS**

### **13.1 CORPORATE OMBUDSMAN**

The CORPORATE 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.

### **13.2 WHISTLE BLOWER**

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) Beneficiaries/ Partners and Suppliers / Vendors of Tech Mahindra Foundation.

A "whistle-blower complaint" is a complaint where a Complainant / Whistle Blower (person raising the Complaint) believes that Tech Mahindra Foundation (or an officer or Associate of Tech Mahindra Foundation) 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 Foundation to potential issues will assist in promoting compliant corporate environment and will protect Tech Mahindra Foundation's reputation. All the stakeholders have an obligation to raise such concerns as soon as possible.

All the stakeholders shall address their complaints / concerns to the TMF Head – HR & Admin and/or the Tech M 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](mailto:CORPORATEOMBUDSMAN@techmahindra.com)
- b. In person - Complaints can also be reported verbally on telephone no. 0120-488- 4450
- c. Write to TMF Head – HR & Admin.

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.

## 15 DOCUMENT HISTORY

Version	Date	Author (function)	Reviewed by	Approved by	Nature of changes
Issue 1.1	21-Jul-22	HR	Head - HR	CEO/COO	Tech Mahindra Policy extended to TMF. First Integrated Issue.
Issue 2.0	31-Mar-23	HR	Head – HR & Admin	CEO CC: COO	Tech Mahindra Policy extended to TMF.
Issue 3.0	28-Feb-24	HR	Head – HR & Admin  Legal Consultant	CEO CC: COO	Updated Tech Mahindra Policy extended to TMF

# Thank You

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