

# SUPPLIER CODE OF CONDUCT

## TATA COMMUNICATIONS LIMITED

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## **Contents**

### **1. Introduction**

### **2. Applicability**

### **3. Principles of Supplier Conduct**

*Principle 1: Ethics and Transparency*

*Principle 2: Labour and Human Rights*

*Principle 3: Environment, Health, and Safety*

*Principle 4: Anti-Corruption and Anti-bribery*

*Principle 5: Information Security*

### **5. Monitoring and Assessment**

### **6. Consequences for violating the Code**

### **7. Raising Concern**

### **8. Accountability**

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## **Supplier Code of Conduct**

### **Introduction**

As outlined in the [Tata Code of Conduct](#), Tata Communications Limited and its direct and indirect subsidiaries ("Tata Communications" or the "Company") are committed to conducting their business in an ethical, legal, and socially responsible manner. Tata Communications considers its suppliers to be an integral and indispensable part of its business and believes that a reliable and sustainable supply chain is critical for a responsible and efficient organisation. The Supplier Code of Conduct ("Code") outlines Tata Communications' expectations for supplier conduct in relation to ethics, labour and human rights, health and safety, environmental protection, and management practices.

This code shall be reviewed regularly and updated as necessary.

### **Applicability**

Supplier Code of Conduct applies to all Tata Communications' suppliers. A supplier shall be defined as per the below:

- ***A supplier is a party to a contract or other agreement:*** This means that the supplier has a legal obligation to provide the goods or services as specified in the agreement. Or,
- ***A supplier provides goods or services:*** This can include tangible goods, such as products or equipment, as well as intangible services. For example, consulting or transportation.

Tata Communications requires its suppliers to comply with all applicable laws, and regulations and operate in accordance with all principles and requirements outlined in this code.

Tata Communications will assess its suppliers' compliance with this Code, and any violations of this Code may jeopardize a supplier's business relationship with Tata Communications, up to and including termination. This Code applies to all suppliers (including service providers and contractors) of Tata Communications across all geographies.

### **Principles of Supplier Conduct**

#### ***Overview***

Tata Communications is committed to operating its businesses conforming to the highest moral and ethical standards. The Company's stellar reputation and success as a business entity has been defined by the steadfast commitment and adherence to the core values and principles expressed in the Tata Code of Conduct. The Tata Code of Conduct is the bedrock on which we base our individual, as well as leadership commitments to the core values of the Tata Group. It also outlines our commitment to each of our stakeholders, including the communities in which we operate, and is our guiding light if we are faced with business dilemmas that leave us at crossroads.

The Company's suppliers should strive to achieve the highest standards of ethics, business conduct, working conditions, health & safety and environmental management as stated in [Sustainable Supply Chain policy](#). The supplier principles are elucidated under five categories (*i.e.*, ***Ethics and***

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***Transparency, Labour and Human Rights, Environment Health and Safety, Anti-Corruption and Antibribery, and Information Security).***

***General Disclaimer***

*The Supplier Code of Conduct is in no way intended to conflict with or modify the terms and conditions of any existing contract. Unless otherwise stated, in the event of any conflict, the suppliers shall adhere to the terms of the contract.*

**Principle 1. Ethics and Transparency**

Supplier must uphold honesty, integrity, and fair dealing while doing business with Tata Communications. Supplier shall accurately record information regarding its business activities, labour, health and safety, and environmental and management practices and shall disclose such information, without falsification or misrepresentation, to all appropriate parties and as required by law. The Company encourages its suppliers to have a strong ethical culture in their respective organisations and promote the highest ethical standards towards their internal and external stakeholders.

**Principle 2. Labour and Human Rights**

Tata Communications is firmly committed to respecting and protecting human rights in every aspect of its business. Tata Communications expects all its suppliers to comply fully with [the Business and Human Rights Policy](#) of our company to maintain and uphold the highest standards of Human Rights across its value chain. The Company's principles are aligned with those contained in the Universal Declaration of Human Rights, International Labour Organization Declaration on Fundamental Principles and Rights at Work and the United Nations Guiding Principles on Business and Human Rights. Tata Communications believes all workers in its supply chain deserve a fair and ethical workplace. Workers must be treated with the utmost dignity and respect, and Tata Communications' suppliers shall uphold the highest standards of labour and human rights.

***2.1 Child Labour***

Tata Communications has a zero-tolerance approach to child labour and modern slavery. Supplier shall not employ, engage, or otherwise use any form of child labour and ensure that slavery does not occur in their work environment. The term "child" refers to any person under the minimum legal age for employment where the work is performed provided the legal age is consistent with the minimum working ages defined by the International Labour Organisation (ILO).

***2.2. Prevention of Forced Labour and Human Trafficking***

Supplier shall ensure that all work is voluntary. Supplier shall not traffic persons or use any form of forced, bonded, indentured, or prison labour. Supplier shall ensure that workers' contracts convey the conditions of employment in a language understood by the workers. Supplier shall not impose unreasonable restrictions on movement within the workplace or upon entering or exiting company-provided facilities.

Supplier must adhere to regulations prohibiting human trafficking and comply with all applicable laws in the country or countries in which they operate. Supplier must refrain from violating the rights of others and address any adverse human rights impacts of their operations. Suppliers shall therefore, observe compliance with the Company's [Anti-Human Trafficking and Modern-day Slavery statement](#).

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### ***2.3. Anti-Discrimination***

Supplier shall not discriminate against any worker based on age, disability, ethnicity, gender, marital status, national origin, political affiliation, race, religion, sexual orientation, gender identity, union membership, or any other status protected by applicable national or local law, in hiring and other employment practices. Supplier shall not require pregnancy or medical tests, except where required by applicable laws or regulations or prudent for workplace safety and shall not improperly discriminate based on test results.

### **2.4. Anti-Harassment and Workplace Abuse**

Supplier shall commit to a workplace free of harassment and abuse. Supplier shall not threaten workers with or subject them to, harsh or inhumane treatment, including but not limited to verbal abuse and harassment, psychological harassment, mental and physical coercion, sexual harassment, and any other form of intimidation or threats.

### ***2.5. Working hours***

Supplier shall comply with applicable laws and regulations on working hours, overtime, and maximum work hours.

### ***2.6. Wages and Benefits***

Supplier shall pay at least the minimum wage and provide any benefits required by law and/or contract to its workers. All legally mandated benefits viz. leaves, social security, insurance, etc. shall be provided by the Supplier to its employees. Deductions, if any, from wages shall be made in strict compliance with the applicable laws. Supplier shall not use deductions from wages as a disciplinary measure. Use of temporary and outsourced labour shall be within the limits of the local laws.

### ***2.7. Freedom of Association and Collective Bargaining***

Supplier shall respect the rights of workers to associate with others, form, and join (or refrain from joining) organizations of their choice, and bargain collectively, without interference, discrimination, retaliation, or harassment. Supplier must create employment conditions that foster mutual trust between their management and their employees.

## **Principle 3. Environment, Health, and Safety**

Tata Communications is committed to conducting its business in an environmentally responsible manner and providing a safe and healthy environment for its employees, suppliers, business partners, and those who may be impacted by its operations.

### ***3.1 Environment***

As a sustainable and responsible company, Tata communications focuses its efforts on conservation initiatives to minimise its environmental footprints. The company has [long-term sustainability goals](#) related to environment aimed at boosting the contribution towards a sustainable future. Tata Communications expects its suppliers to adhere to the following set of conducts as mentioned below:

#### ***3.1.1 Environmental Responsibility***

Tata Communications is committed to protect the environment and expects the Suppliers to equally share the commitment by addressing to environmental challenges and working to safeguard the environment. All Suppliers are expected to be a part of this commitment by:

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- Complying with all applicable environmental laws and regulations, including but not limited to those governing disposal of hazardous materials into the surroundings i.e. land, air, water bodies, air emissions that contributes and augments Green House Gases, and waste management & disposal process.
- The suppliers are expected to maintain an Environment Management System such as ISO 14001 or equivalent.

### 3.1.2 Climate Change Mitigation

Tata Communications is committed to achieve Net Zero Emissions by 2035 and contribute towards the global goals to minimize and eliminate of GHG emissions from its operations. Towards this objective, Tata Communications is actively taking actions to reach its Net Zero goals. As a major part of the Scope 3 emissions of the company is contributed by the activities of its suppliers, the company encourages its suppliers to:

- Accurately disclose its scope 1, 2, and 3 greenhouse gas (GHG) emissions data and other related information if requested by Tata Communications. The accounting of such emissions shall be as per Internationally recognised standard and verified by a third party.
- Suppliers must have plans to minimise greenhouse gas (GHG) emissions in all three scopes and share the progress, if requested by Tata Communications.
- Share its commitment towards achieving Net Zero targets, if requested by Tata Communications

### 3.1.3 Conservation of Natural Resources

Tata Communications is committed to conserve the natural resources which ultimately aids in protecting the environment through improvement of resource efficiency, practicing circularity, and optimally managing water resources within its operations. In this regard, the company expects its suppliers to:

- Have adequate mechanisms in place to actively optimise the use of limited resources (such as energy, water, and raw materials)
- Appropriate management, operational, technical controls and conservation measures should be in place to reduce harmful emissions into the environment, enhance energy efficiency
- Prevent, minimize, or eliminate all types of waste generation and limiting waste disposal by implementing appropriate measures in Supplier's facilities, including strategies to reduce, reuse, and recycle materials.
- Appropriate steps should be in place to improve the environmental performance of products and services in use, such as incorporating energy efficiency and end-of-life considerations into the design of delivered items and/or services.

## **3.2. Health and Safety**

Tata Communications expects its suppliers to provide employees with a safe and healthy workplace in compliance with all applicable laws and regulations. Supplier shall ensure that all legal requirements including but not limited to occupational safety, emergency preparedness, occupational injury and illness, industrial hygiene, physically demanding work, machine safeguarding, sanitation, food, and housing are addressed. Supplier shall take adequate steps to minimize the causes of hazards inherent in the working environment and provide adequate training to all its employees, workers, and contractors on health and safety matters.

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The suppliers are expected to maintain a Health and Safety Management System such as ISO 45001 or equivalent. In addition, at Tata Communications, we are concerned with the use of conflict minerals. We expect the products we sell that we purchase from suppliers and manufacturers will not contain conflict minerals that directly or indirectly finance or benefit armed groups.

## **Principle 4. Anti-Corruption and Anti-Bribery**

### **4.1. Anti-Corruption and Anti-bribery Laws**

Supplier must comply with the anti-corruption and anti-bribery laws, directives, and regulations that govern operations in the country in which they do business, including but not limited to the Prevention of Corruption Act, 1988 (India), the United States Foreign Corrupt Practices Act (FCPA) and United Kingdom Bribery Act 2010 (UKBA).

Tata Communications has a zero-tolerance policy towards any form of bribery and corruption. Supplier must be firmly opposed to any form of money laundering and must take all necessary steps to prevent its financial transactions from being used by others to launder money. Accordingly, Supplier shall ensure the following while doing business:

- Implement monitoring procedures to ensure compliance with anti-bribery and anti-corruption laws.
- Raise invoices and claims in line with the agreed services and supplies, along with the supporting documents and in accordance with the terms of the contract.
- Perform all business dealings transparently and maintain accurate details of the same in business books and records.
- Never offer, directly or indirectly, on behalf of Tata Communications, any form of gift, entertainment, or anything of value to any third party including but not limited to, government officials, customers, or their representatives to obtain or retain business; influence business decisions; and/or secure an unfair advantage.
- Abstain from offering any bribe, kickbacks, facilitation payments, or gain an advantage of any kind by acting fraudulently.

### **4.2. Competition and Anti-Trust**

Supplier must comply with competition laws and anti-trust laws while having interactions, agreements, or corporate transactions with competitors. Supplier must not fix prices or rig bids with their competitors. They must not exchange current, recent, or future pricing information or any competitive information with competitors. Supplier must refrain from participating in a cartel or agreeing to restrict output or supply or market sharing. Supplier must not engage in collective boycotting or display any prohibited conduct such as price discrimination, fidelity discounts or exclusivity, excessive or predatory pricing, etc.

### **4.3. Insider Trading**

Suppliers and their personnel must not use any material or unpublished price sensitive information obtained during their business relationship with Tata Communications as the basis for trading or for enabling others to trade in the stock or securities of Tata Communications. The Suppliers and their personnel must ensure, at all times, to maintain confidentiality of unpublished price sensitive information relating to Tata Communications in their possession. For further information, please refer the Company's Code of Conduct for Prevention of Insider Trading available at the website of the Company [www.tatacommunications.com](http://www.tatacommunications.com).

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#### **4.4. Conflict of Interest**

Suppliers are expected to always avoid any actual or potential conflict of interest. This includes situations where a Tata Communications employee or director may have an interest of any kind in the Supplier's business, whether through personal relationships, investments, directorships, or any kind of economic ties with the Supplier. In any such event arising at the time of empanelment or prior, post or during the engagement, Supplier must promptly disclose such situations to Tata Communications.

#### **4.5. Sanctions and Trade Controls**

Tata Communications' global operations subject the Company to a myriad of laws, rules, and regulations in various countries where it operates, including laws that deal with international trade. Tata Communications is fully committed to conducting its business in compliance with applicable sanctions and trade control laws and expects continued support from its suppliers to ensure compliance with sanctions and trade control laws and regulations as may be applicable while providing products and services to and on behalf of the Company.

### **Principle 5. Information Security**

#### **5.1. Data Privacy and Security**

Supplier shall comply with all applicable data privacy and information security laws and associated contractual obligations. Supplier must protect confidential and proprietary information of others, including that of Tata Communications and its customers or other business partners, and process personal data in accordance with the applicable privacy laws. Personal information provided by or on behalf of Tata Communications should not be used for any purpose (e.g., advertisement, publicity, etc.) other than the business purpose for which it was provided unless there is prior written consent from the owner of such information. Supplier must undertake appropriate technical and organizational measures to protect Tata Communications' data from security incidents in accordance with applicable privacy laws.

#### **5.2. Intellectual Property Rights**

Supplier shall respect and protect intellectual property rights of Tata Communications and shall not use them except without the Company's prior written authorisation. Supplier shall refrain from misuse of intellectual property rights of others including unauthorised copying or downloading of software or computer programs while providing products or services to the Company.

### **5. Monitoring and Assessment**

Tata Communications reserves the right to request for monitoring and assessment of the above-mentioned principles for its select suppliers. To ensure compliance with the principles outlined in this Supplier Code of Conduct for the duration of the Contract, the Supplier shall provide all elements requested to establish the compliance, if requested by Tata Communications. If any gaps are identified during the monitoring and assessment exercise, Tata Communications will provide suggestions and/or corrective action plans for its supplier that helps in enhancing their performances under the above-mentioned principles. Tata Communications may also conduct awareness generation and or training sessions for the select suppliers if required.

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## 6. Consequences for violating the Code

Supplier is expected to have an appropriate framework and adequate processes in place to monitor Supplier's compliance with the principles outlined in this Code. Tata Communications reserves the right to audit Supplier's compliance with this Code and recommend corrective actions. If the expectations of this Code are not duly met by the Supplier, the business relationship shall be reviewed, and necessary actions may be taken subject to the terms of the governing contract(s.)

## 7. Raising a Concern

Tata Communications encourages its employees, customers, suppliers, and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of the Tata Code of Conduct, Company policies, or applicable laws and such concerns or disclosures may be submitted through the various channels provided in Tata Communications' [Whistleblower Policy](#).

It is incumbent on the supplier to adopt similar practices within their organisation and encourage their employees, customers, suppliers, and other stakeholders to report misconduct, unethical behaviour, and any suspected violations of the Supplier Code of Conduct and applicable laws. Supplier must prohibit retaliation against those who participate in raising such concerns in good faith through the Supplier's or Tata Communications whistle-blower mechanism. Suppliers should also strive to establish a similar mechanism to raise concerns in their company as well.

## 8. Accountability

This Code is more than a set of prescriptive guidelines issued solely for formal compliance. Tata Communications acknowledges that no code of conduct can address every situation that suppliers may encounter and encourages suppliers to adopt a stringent compliance framework for their respective suppliers, vendors, etc. to ensure the continuous flow of these obligations at every stage. As a result, this Code is not a substitute for suppliers' accountability and responsibility to exercise good judgment and obtain guidance regarding proper business conduct. Suppliers are encouraged to seek additional guidance and support from those within Tata Communications designated as responsible for their services for or with the Company.

Every supplier and their personnel, directly or indirectly, shall be held accountable for his/her behaviour. Should such behaviour violate this Code, they may be subject to corrective actions subject to the terms of the governing contract.

When followed in letter and spirit, this Code is 'lived' by our suppliers. It represents our shared responsibility to all our stakeholders and our mutual commitment to each other.

Suppliers shall read, understand, and affirm compliance with this Code. Tata Communications reserves the right to modify or amend this Code, at its sole discretion, with or without prior notice to its Suppliers.

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