



**Infosys
QUALITY SYSTEM DOCUMENTATION**

PURCHASE

SUPPLIER CODE OF CONDUCT

January 2014

**INFOSYS LIMITED
Bangalore**

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Introduction

The criteria's mentioned in the document for supplier code of conduct would be applicable in line with specific contractual obligations agreed between supplier and Infosys Ltd.

Infosys Limited and its subsidiaries ("Infosys") sets a high standard of corporate and individual behavior as outline in its Code of Ethics and Business Conduct and is committed to conduct its business in an ethical, legal and socially responsible manner. Infosys provides a safe working environment and employees are treated with respect and dignity, and that business operations are environmentally responsible. Infosys also expects its suppliers to conform to a standard of conduct while providing services to Infosys.

The following Supplier Code of Conduct ("Code") details Infosys's expectations from its suppliers. Infosys expects that Suppliers shall ensure that this Code is communicated to its employees, subsidiaries, business partners, subcontractors involved in providing services to Infosys in the language known to them and they abide by the same. The Code is to ensure that Infosys and its Suppliers work towards the greater common good by setting global benchmarks for a sustainable tomorrow.

Suppliers may directly contact Infosys regarding any queries they might have about the code and its provisions.

This code shall be applicable to all Companies/Entities including their subsidiaries, business partners, subcontractors ("Suppliers") providing services to Infosys. Infosys requires that all its Suppliers conform to the following standards:

A. Compliance with Laws

Suppliers shall fully comply with all applicable national and/or local laws and regulations, including, but not limited to, those related to labor, immigration, health and safety and the environment.

B. Wages & benefits

Suppliers shall comply with all applicable wage laws and regulations including those relating to minimum wages, overtime hours, and other elements of compensation, and provide legally mandated benefits. Suppliers shall not use deductions from wages as a disciplinary measure and they should be paid their wages in a timely manner.

C. Working hours

Suppliers shall comply with prevailing applicable laws and regulations on working hours, overtime and maximum hours. Suppliers shall carry out its business in a manner that limit overtime to a level that ensures humane and productive working conditions.

D. Child labor

Suppliers shall not employ, engage or otherwise use any child labor. Infosys expects its suppliers, not to engage in any practice inconsistent with the rights set forth in the Convention on the Rights of the Child, *the* ILO Minimum Age Convention, the Prohibition and Immediate Elimination of the Worst Forms of Child Labor Convention.

The term 'child' refers to any person employed normally under the age of 15 or 14 where the law of the country permits, or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest.

E. Forced or compulsory labor

Suppliers shall not use forced, bonded or compulsory labor. All employment with Suppliers should be voluntary and employees should be free to leave their employment after reasonable notice.

F. Non-Discrimination

Suppliers shall not discriminate in hiring or employment practice based on pregnancy, childbirth or related medical conditions, race, religious creed, colour, sex, national origin or ancestry, physical or mental disability, medical condition, marital status, age, sexual orientation, or any other basis protected by law.

G. Occupational health & Safety

Infosys expects its Suppliers to provide employees with a safe and healthy workplace in compliance with all applicable laws and regulations.

H. Ethical dealings

Infosys has a zero tolerance policy to bribery and corruption. Infosys expects its Suppliers to conduct their business in accordance with the highest ethical standards and to respect local laws and not engage in any form of corrupt practices, including extortion, fraud, or bribery, at a minimum. [Click here](#) for more details

I. Freedom of Association

Infosys expects its Suppliers to respect and recognize the rights of its employee to freely associate, organize and bargain collectively in accordance with the laws of the countries in which they are employed. Employees should be allowed to raise their grievances to the Management without fear of reprisal, intimidation or harassment

J. Human Rights

Infosys expects its suppliers to support and respect the protection of internationally proclaimed human rights and to ensure that they are not complicit in human rights abuses.

K. Energy & Emissions

Infosys' focus has always been on increasing the share of renewable energy and reduce the per capita electricity consumption. Infosys expects its suppliers to participate, at a minimum and co-create solutions to achieve this.

L. Waste

Infosys has been persistent in its efforts to ensure reuse, recycling, and the responsible disposal of waste, and has a focused approach towards waste management. Infosys expects its suppliers to participate, at a minimum and co-create solutions to achieve this.

M. Water

Infosys aims to make their campuses water sustainable by reducing consumption, rainwater harvesting and recycling waste water. Infosys expects its suppliers to participate, at a minimum and co-create solutions to achieve this.

N. Conflict of Interest

Infosys has strict rules for its employee on conflict of interest. Suppliers are required to immediately disclose to Infosys any situation that may appear as a conflict of interest, and disclose to Infosys if any Infosys employee may have an interest of any kind in the supplier's business or any kind of economic ties with the Suppliers.

O. Gifts and entertainment

Infosys has its internal policy on gifts and offer of hospitality from Suppliers, Clients etc. Infosys expects suppliers not to offer any benefit such as free goods or services or a work position or sales opportunity to Infosys employees in order to facilitate the suppliers business with Infosys. Suppliers are encouraged to directly contact Infosys regarding any queries they may have.

P. Quality

Suppliers must ensure that the quality of product/service delivered shall be in-line with all the contract terms & conditions.

Q. Product responsibility**

Suppliers shall adhere to all applicable laws and regulations regarding prohibition or restriction of specific substances, including labelling of products, if required.

R. Monitoring/Record Keeping

Suppliers must maintain documentation necessary to demonstrate compliance with the Code. Infosys expect its Suppliers to partner with Infosys through training, capacity building, on-going monitoring and follow up assessments to share best practices and to do responsible business.

S. Whistleblower Policy

You are required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Conduct and Ethics. It is important that you report all suspected violations. This includes possible accounting or financial reporting violations, bribery, or violations of the anti-retaliation aspects of this Policy. Consult the Company's Code of Conduct and Ethics for a more detailed description of potential violations and other areas of particular concern. Retaliation includes adverse actions, harassment, or discrimination in your employment relating to your reporting of a suspected violation.

You must report all suspected violations by sending an e-mail to:

whistleblower@infosys.com

T. Other Laws

Suppliers will comply with all applicable local, national and international laws, regulations, treaties and industry standards.

Contact - Any questions related to this Code of Conduct can be addressed to sustainability@infosys.com

This Code is not intended to create new or additional rights for any third party.

U. Annexure

Compliance with the Anti-Corruption Laws including the Indian Prevention of Corruption Act, 1988, the UK Bribery Act and the Foreign Corrupt Practices Act.

1. The Vendor shall in connection with the transactions contemplated by this Agreement:
 - (i) comply with and ensure that its officers, directors, employees and agents comply with all applicable laws, statutes, regulations and codes relating to anti-bribery, anti-money laundering and anti-corruption, including but not limited to the Indian Prevention of Corruption Act, 1988, UK Bribery Act, 2010 and the US Foreign Corrupt Practices Act, 1977 (“Anti-Corruption Laws”);
 - (ii) comply with Infosys’ Code of Conduct and Ethics, as amended from time to time, available at <http://www.infosys.com/investors/corporate-governance/Documents/CodeofConduct.pdf>;
 - (iii) have and maintain in place and enforce, throughout the term of this agreement, its own policies and procedures, to ensure compliance with the Anti-Corruption Laws and the Infosys Code of Conduct and Ethics including undertaking training of the Vendor Personnel, and detecting, reporting and remedying any violations of the Anti-Corruption Laws;
 - (iv) promptly notify Infosys in the event of any actual or alleged breach or violation of the Anti-Corruption Laws, including any request or demand for any undue financial or other advantage of any kind received by it in connection with the performance of this Agreement;
 - (v) keep accurate and complete records in its books of accounts of the financial transactions in which it engages and will, upon request by Infosys, make this available.
 - (vi) provide an annual certification of compliance with the Anti-Corruption Laws and Infosys Code of Conduct and Ethics, when requested by Infosys.
2. If at any time Infosys determines in its reasonable opinion that the Vendor is in violation or is alleged to have violated the provisions set out above, Infosys may immediately terminate this Agreement without notice.
3. In such an event, the Vendor will waive any claims it may have against Infosys and its parent, affiliates, subsidiaries, and related companies, and the officers, directors and employees of each as a result of such termination and indemnify, protect, defend and hold them harmless for any damages, losses, fees or costs (including attorneys’ fees) incurred by them.