COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION

CODE OF BUSINESS CONDUCT AND ETHICS

As the men and women who are Cognizant Technology Solutions, we are a team - one company united through shared values relating to our ethics, customers, shareholders, partners and ourselves. Operating with a strong sense of integrity is critical to maintaining our trust and credibility with our customers, shareholders, partners and employees. We believe that long-term business relationships are built by being honest, open and fair.

This Code of Business Conduct and Ethics (the "Code") sets forth legal and ethical standards of conduct for employees, officers and members of the Board of Directors ("Directors")of Cognizant Technology Solutions Corporation (the "Company"), and sets forth the guiding principles by which we operate our Company and conduct our daily business. This Code is intended to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable laws and regulations. This Code applies to the Company and all of its subsidiaries and other business entities controlled by it worldwide.

If you have any questions regarding this Code or its application to you in any situation, you should contact your supervisor or the Company's General Counsel

Compliance with Laws, Rules and Regulations

We operate within the bounds of the laws, rules and regulations that are relevant to our business. The rule of law is fundamental to the conduct of business in a free society. Our business practices demand that employees adhere to higher standards of behavior; we need to make business decisions that are aligned with our ethical principles of integrity, quality and innovation.

doing business on behalf of the Company, it is your responsibility to promptly report the matter to your supervisor or to the Company's General Counsel. While it is the Company's desire to address matters internally, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, and environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Employees, officers and Directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because of any lawful act done by such employee on behalf of the Company, notwithstanding the foregoing, if a person knowingly files a false or misleading report, he or she may be discharged, demoted or suspended. This Code should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation

Conflicts of Interest

Employees are expected to make or participate in business decisions and actions in the course of their employment with the Company based on the best interests of the Company as a whole, and not based on personal relationships or benefits. Conflicts of interest can compromise employees' business ethics. Employees are expected to apply sound judgment to avoid conflicts of interest that could negatively affect the Company or its business .

Employees, officers and Directors must act in the best interests of the Company. You must refrain from engaging in any activity or having a personal interest that presents a "conflict of interest." A conflict of interest occurs when your personal interest interferes, or appears to interfere, with the interests of the Company as a whole, and must be avoided or, if arise whenever you, as an officer, Director or employee, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively

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Employees with the title of Vice President or above and officers must not:

- perform services as a consultant, employee, officer, Director, advisor or in any other capacity, or permit any close relative to perform services as an officer or Director, for a significant customer, significant supplier or direct competitor of the Company, other than at the request of the Company;
- have, or permit any close relative to have, a financial interest in a significant supplier or significant customer of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company or less than five percent (5%) of the outstanding shares of a privately-held company;
- have, or permit any close relative to have, a financial interest in a direct competitor of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company;
- receive remuneration in any form from any party other than the Company;
- supervise, review or influence the job evaluation or compensation of a member of his or her immediate family; or
- engage in any other activity or have any other interest that the Board of Directors of the Company determines to constitute a conflict of interest.

Directors must not:

- perform services as a consultant, employee, officer, Director, advisor or in any other capacity, or permit any close relative to perform services as an officer or Director, for a direct competitor of the Company;
- have, or permit any close relative to have, a financial interest in a direct competitor of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company;
- use his or her position with the Company to influence any decision of the Company relating to a contract or transaction with a supplier or customer of the Company if the Director or a close relative of the Director:
  - performs services as a consultant, employee, officer, Director, advisor or in any other capacity for such supplier or customer; or
  - has a financial interest in such supplier or customer, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company;
- supervise, review or influence the job evaluation or compensation of a member of his or her immediate family; or
- engage in any other activity or have any other interest that the Board of Directors of the Company determines to constitute a conflict of interest.

A "close relative" means a spouse, dependent child or any other person living in the same home with the employee, officer or Director. "Immediate family" means a close relative and a parent, child, mother- or father-in-law, son- or daughter-in-law or brother- or sister-in-law. A "significant customer" is a customer that has made during the Company's last full fiscal year, or proposes to make during the Company's current fiscal year, payments to the Company for property or services in excess of five percent (5%) of (i) the Company's consolidated gross revenues for its last full fiscal year or (ii) the customer's consolidated gross revenues for its last full fiscal year. A "significant supplier" is a supplier to which the Company has made during the Company's last full fiscal year, or proposes to make during the Company's current fiscal year, payments for property or services in excess of five percent (5%) of (i) the Company's consolidated gross revenues for its last full fiscal year or (ii) the customer's consolidated gross revenues for its last full fiscal year.

It is your responsibility to disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the General Counsel or, if you are an executive officer or Director, to the Board of Directors, who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

Insider Trading

Our success in the marketplace requires the trust and confidence of the investment community. Achieving this trust requires that we act with integrity when trading public securities, following federal and state securities laws. When we succumb to temptation and trade on "inside" information, we jeopardize our reputation and our integrity, and expose our shareholders.

Employees, officers and Directors who have material non-public information about the Company or other companies, including our suppliers and customers, as a result of their relationship with the Company are prohibited by law and Company policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted (I) an Insider Trading Policy, which is available in the "about us" section of the Company's Intranet at https://groups.cognizant.com/corporate/CodeOfBusiness/Documents/Statements%20of%20Company%20Policy%20Insider%20Trading%20and%20Disclosure%20Policy.pdf and (ii) certain "black-out periods," for a specified period of time, prior to, and subsequent to, each of the Company's quarterly and year-end earnings releases. During the blackout periods, no employee, officer or Director can purchase or sell Company stock. The Company's Corporate Controller will communicate the date of each blackout period to all employees, officers and Directors.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Company's General Counsel before making any such purchase or sale

Confidentiality

Employees, officers and Directors must maintain the confidentiality of confidential information entrusted to them by the Company or other companies, including our suppliers and customers, except when disclosure is authorized by a supervisor or legally mandated. Unauthorized disclosure of any confidential information is prohibited. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is the Company or another company, including our suppliers and customers, is not communicated within the Company who have a need to know such information to perform their responsibilities for the Company and the information can then only be communicated on a confidential basis.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, employees, officers and Directors (other than the Company's authorized spokespersons) must not discuss confidential Company matters with, or disseminate confidential Company information to, anyone outside the Company, except as required in the performance of their Company duties and after an appropriate confidentiality agreement is in place. This restriction also applies to all inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquiry to one of the authorized spokespersons of the Company's authorized spokespersons.

You also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

Honest and Ethical Conduct and Fair Dealing

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unfair or illegal business practices. Employees, officers and Directors should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Protection and Proper Use of Corporate Assets

Effective use of Company resources is critical to the Company's performance and success. When we use Company resources wisely, we demonstrate our efficiency. When we waste Company resources, we increase Company costs and reduce productivity.

Employees, officers and Directors should seek to protect the Company's assets. Theft, carelessness and waste have a direct impact on the Company's financial performance. Employees, officers and Directors must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

Employees, officers and Directors must not use Company property, information or position for improper personal gain, and while employed or retained by the Company must not compete with the Company directly or indirectly.

Gifts and Gratuities

To maintain trust in our business relationships, we must always act with integrity. We must steer clear of giving or receiving gifts that exceed local social and/or business custom or that are intended to influence, or appear to influence, business decisions. When we accept or give such gifts, it can determine customer relationships, hurt our reputation, and put the Company in legal jeopardy.

The use of Company funds or assets for gifts, gratuities or other favors to employees or government officials is prohibited, except to the extent such gifts are in compliance with applicable law, immaterial in amount and not given in consideration or expectation of any action by the recipient.

Employees, officers and Directors must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of immaterial value or items that do not exceed local social and/or business custom. Any gifts that are not of immaterial value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Employees, officers and Directors should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest and intended to serve legitimate business goals.

Laws and customs of some countries permit gifts and courtesies beyond those considered customary in the U.S. Refusing such gifts or courtesies might be considered offensive in that country. An employee or officer might find it difficult or inadvisable to refuse such gifts or courtesies, but accepting them should be disclosed to a superior, who will assist you in handling the matter.

Bribes and kickbacks are criminal acts, strictly prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world.

Accuracy of Books and Records and Public Reports

Our reputation depends on the confidence that others have in us, which is partly based on the accuracy of our written records and verbal statements. By demonstrating honesty in our accounting and public reports, we generate trust with our shareholders and enhance our reputation. When we fail to record financial information and public reports accurately, we severely damage our reputation, risk losing business, and decrease customer and shareholder confidence.

Employees, officers and Directors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records, accounts and files must be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting practices and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

Concerns Regarding Accounting or Auditing Matters

Employees with concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints in writing to the Company's General Counsel at 500 Glenpointe Centre West, Teaneck, New Jersey 07666 or may contact the Cognizant Compliance Hotline by using the toll-free telephone number 866-824-4897 or the URL: http://www.cognizantethicline.com/welcomecognizant.com. (see "Reporting and Compliance Hotline" below). All such Audit Committee each fiscal quarter. Any such concerns or complaints may also be communicated, confidentially and, if you desire, anonymously, directly to the Chairman of the Audit Committee of the Board of Directors.

The Audit Committee will evaluate the merits of any concerns or complaints received by it and authorize such follow-up actions, if any, as it deems necessary or appropriate to investigate and resolve the concern or complaint.

The Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against any employee who reports a complaint or concern. Notwithstanding the foregoing, if a person knowingly files a false or misleading report, he or she may be discharged, demoted or suspended.

Dealings with Independent Auditors

No employee, officer or Director shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading in, any application to, any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the SEC. No employee, officer or Director shall, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant in the performance of an audit or review of the Company's financial statements.

Waivers of this Code of Business Conduct and Ethics

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be appropriate. Any employee or officer who believes that an exception to any of these policies is appropriate in his or her case should first contact his or her immediate supervisor. If the supervisor agrees that an exception is appropriate, the approval of the Company's General Counsel must be obtained. The Company's General Counsel shall be responsible for maintaining a record of all requests for exceptions to any of these policies and the disposition of such requests, and shall report such requests and such dispositions to the Company's Audit Committee.

Any executive officer or Director who seeks an exception to any of these policies should contact the Company's General Counsel. Any waiver of this Code for executive officers or Directors or any change to this Code that applies to executive officers or Directors may be made only by the Board of Directors of the Company and will be disclosed as required by law or stock market regulation.

Reporting and Compliance Procedures

Every employee, officer and Director has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any employee, officer or Director who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code should report such information to his or her supervisor or to the Company's General Counsel, as described below. You may report such conduct openly or anonymously without fear of retaliation. The Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against any employee who reports such conduct. Notwithstanding the foregoing, if a person knowingly files a false or misleading report, he or she may be discharged, demoted or suspended. Any supervisor who receives a report of a violation of this Code must immediately inform the Company' General Counsel.
You may report violations of this Code, on a confidential or anonymous basis, by contacting the Company's General Counsel by fax, mail or e-mail at: (i) fax number 201-801-0240; (ii) address 500 Glenpointe Centre West, Teaneck, New Jersey 07666; or (iii) e-mail – generalcounsel@cognizant.com. In addition, the Company has established the Cognizant Compliance Hotline, which can be reached at the toll-free telephone number 866-824-4897, where you can leave a recorded message about any violation or suspected violation of this Code or the URL: http://www.cognizantethicline.com/welcomecognizant.com , where you can report any violation or suspected violation of this Code. While we prefer that you identify yourself when reporting violations so that we may follow up with you, as necessary, for additional information, you may leave messages anonymously if you wish

If the Company's General Counsel receives information regarding an alleged violation of this Code, he or she shall, as appropriate, (a) evaluate such information, (b) if it does allege a violation of any employee or officer or a director, inform the Company's Chief Executive Officer and Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Audit Committee or, if the alleged violation involves an executive officer or a Director, report the results of any such inquiry or investigation to the Board of Directors or a committee thereof. Employees, officers and Directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, and reductions in salary, discharge and restitution. Certain violations of this Code may require the Company to refer the matter to appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge.

Dissemination and Amendment

This Code shall be distributed to each new employee, officer and Director of the Company upon commencement of his or her employment or other relationship with the Company and shall also be distributed annually to each employee, officer and Director of the Company, and each employee with the title of Vice President or above (and any other employee as so directed by the Chief Executive Officer or the Chief Financial Officer of the Company), officer and Director shall certify no less than once every each twelve month period that he or she has received, read and understood the Code and has complied with its terms.

e Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found in the section of the Company's Intranet at https://groups.cognizant.com/corporate/CodeOfBusiness/Documents/Statements%20of%20Company%20Policy%20on%20Insider%20Trading%20and%20Disclosure%20Policy.pdf .

This document is not an employment contract between the Company and any of its employees, officers or Directors

Certification

I, Anish Kumar Gajula do hereby certify that:

- I have received and carefully read the Code of Business Conduct and Ethics of Cognizant Technology Solutions Corporation (the "Company").
- I understand the Code of Business Conduct and Ethics.
- I have complied, and will continue to comply, with the terms of the Code of Business Conduct and Ethics, and will ensure that all employees of the Company reporting to me, directly or indirectly, have complied, and will continue to comply, with the terms of the Code of Business Conduct and Ethics.

Date 11/04/2013

EACH EMPLOYEE IS REQUIRED TO SIGN, DATE AND RETURN THIS CERTIFICATION TO THE COMPANY'S HR DEPARTMENT. FAILURE TO DO SO MAY RESULT IN DISCIPLINARY ACTION.

EACH EMPLOYEE WITH THE TITLE OF VICE PRESIDENT OR ABOVE (AND ANY OTHER EMPLOYEE AS SO DIRECTED BY THE CHIEF EXECUTIVE OFFICER OR THE CHIEF FINANCIAL OFFICER OF THE COMPANY), OFFICER AND DIRECTOR IS REQUIRED TO SIGN, DATE AND RETURN THIS CERTIFICATION TO THE COMPANY'S GENERAL COUNSEL WITHIN 30 DAYS OF ISSUANCE. FAILURE TO DO SO MAY RESULT IN DISCIPLINARY ACTION.

SAMPLE

This page has been signed by Anish Kumar Gajula on Oct 21 2013 11:47 effective from Nov 17 2013

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