

Code Of Ethics







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 dynamic global marketplace. Today's marketplace demands that companies achieve higher standards of behavior; we need to make business decisions that are aligned with our ethical principles of integrity, quality and innovation.

The Company requires that all employees, officers and Directors comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its officers, employees, Directors, or any third party 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 he or she reports any such violation. 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. A conflict of interest can 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

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, sibling, 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.

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

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

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, stock prices can be affected, often with a negative impact on 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 available "about section Insider Trading Policy, which is in the us" of the Company's http://cognizantonline/common/corporate/aboutus.asp 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 dates 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 proprietary to the Company or another company, is not communicated within the Company except to employees 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 prohibition 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 inquirer to your supervisor or one of the Companies'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 unethical

or illegal business practices. Accordingly, 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

undermine 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

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.

accepting them should be disclosed to a superior, who will assist you in handling the matter.