



National E-Governance Services Limited

Code of Conduct

National E-Governance Services Limited (NeSL), incorporated as a Union Govt. Company, is an Information Utility established under the Insolvency and Bankruptcy Code, 2016, regulated by the Insolvency and Bankruptcy Board of India (IBBI).

NeSL's Code of Conduct intends to ensure adherence to highest business and ethical standards while conducting the business and compliance with all the legal and regulatory requirements.

1.0 General Guidelines

The Code of Conduct defines the expectations of the company from its employees and all those who deal with in the work place. It outlines the expected ethical standards of conduct and behavior and the processes that will enable this to be maintained. It acts as a reference for every employee in performing their day to day activities.

This Code of Conduct and Business Ethics is applicable to all directors, senior management personnel (KMPs), employees at all level whether on contract or on regular rolls of the company.

It is important to note that the code acts as a guiding principle but cannot anticipate every situation or action. Hence it is expected to exercise judgment before taking action on a matter. When in doubt, seek advice from your immediate supervisor to protect your individual reputation and integrity and that of the company.

1.1 Honest and Ethical Conduct:

Corporate ethics is not just avoiding the breaking of any rule or law; it is about how we behave towards each other and the outside world. Everybody associated with NeSL is responsible for following the rules and guidelines that build on NeSL core values and create attitudes we can be proud of. At NeSL, we want everyone to be involved in this and help create a sound corporate culture based on the highest standards of integrity.

As a NeSL employee, it is your duty to read and observe the Code. As a reporting manager, it is your responsibility to ensure that your team is aware of and complies with the Code, as well as understands the consequences of not doing so.

1.2 Equal opportunity workplace, free of discrimination and harassment

NeSL is opposed to unfair practices and shall do its maximum to promote equality in all employment practices. No direct or indirect negative discrimination shall take place or be allowed.

NeSL does not tolerate degrading treatment towards any employee, such as mental and/or sexual harassment, discriminatory gestures, language and any physical contact that is sexual, coercive, threatening or abusive. You are expected to act with integrity and treat your colleagues and others you meet through your work with respect at all times.

You shall respect the personal dignity, privacy and rights of each individual you interact with during the course of work and shall not in any way cause or contribute to the violation of their rights.

You are expected to maintain decorum at the workplace and ensure you conduct yourself in a dignified manner

at all times. This includes following the official dress code, not coming to office under the influence of alcohol and refraining from disturbing your colleagues while at work.

1.3 Occupational Health, Safety and Employee Security

NeSL is committed to the health, safety and security of all employees. You share the responsibility of achieving this goal. The company will do its best to control hazards and take necessary precautions to prevent accidents and occupational diseases. You are expected to follow safety guidelines both inside and outside the office premises, and ensure your teams do so as well.

1.4 Confidentiality

Every employee in the company has a duty of confidentiality by written agreement. You shall keep confidential all corporate information and other matters. You are expected to exercise caution when discussing internal affairs so as to avoid being overheard by unauthorised persons. The duty of confidentiality also applies after the conclusion of employment or contractual relationship with NeSL for as long as the information is considered to be of a sensitive nature.

2.0 Loyalty, conflict of interests and related party transactions:

NeSL respects the individual employee's right to a private life and private interests, but demands openness and loyalty to the company and the company's interests. You shall not take actions nor have interests that make it difficult to perform your work objectively and effectively.

Conflicts of interest should, wherever possible, be avoided. You shall not try to influence decisions if there is a conflict of interest. Conflicts of interest could involve, but are not limited to, customers, suppliers, contractors, present or prospective employees, competitors or outside business activities. Should a conflict of interest arise you shall on your own initiative, evaluate and notify your immediate superior of the conflict of interest.

As an employee of NeSL you shall devote your full time to the business and interests of the Company and you may not hold another position outside the company either with or without compensation or carry out work for others without the prior written approval of your immediate superior.

Examples of conflict of interest:

- Dealing directly or through a relative with a company that has a business relationship with NeSL or trying to influence a deal where a relative is involved.
- Having a financial or strategic interest in a company that has a business relationship with NeSL.
- Serving on the Board of any company without prior approval
- Providing services to a competitor to the company
- Asking for or receiving favours or some special treatment from a company that has shown interest in pursuing a business relationship with NeSL.

3.0 Dealing with Third Parties:

NeSL is committed to providing high and consistent levels of service to its customers. You are expected to treat all customers with the utmost respect, courtesy and understanding and try to fulfil the needs of the customer in the best possible manner while safeguarding the Customer's confidential information as agreed.

NeSL values its relationship with its suppliers, partners and Business Associates and aims to create an equitable and conducive atmosphere for doing business with the company. Suppliers shall be treated impartially and fairly. Selection of suppliers needs to be done in a transparent manner and according to established guidelines.

Public authorities shall be met in an appropriate and open manner.

4.0 Free and Fair Competition

NeSL believes in fair and open competition in all markets. Its competitiveness in the market is based on providing good products and services at the right price. You shall always meet the company's competitors in an honest and professional manner. Under no circumstances shall you cause or be part of any breach of general or special competition regulations, such as illegal cooperation on pricing, illegal market sharing or any other behavior that is against the relevant competition laws.

5.0 Financial reporting and accounting

NeSL prepares and maintains its accounts fairly in accordance with the generally accepted accounting principles, guidelines, financial accounting standards and applicable regulations. Business and financial transactions are expected to be authorized and recorded in accordance with the delegation of authority of the company.

All books of account, financial records, reports and other financial documents of the company must be preserved in good order and may be disposed of by the Finance Department only after the expiry of the mandatory period for retention prescribed under law. Employees are expected to demonstrate integrity, professionalism and due diligence in maintaining accurate records of all financial transactions.

6.0 Anti-corruption and Gifts 6.1: Illegal gratification

NeSL is firmly opposed to all forms of bribes. You shall never offer or accept inappropriate gifts (monetary or otherwise) in order to achieve business or personal advantages for yourself or others. Nor shall you use agreements with middlemen to channel payment to anyone in such a way that it may be interpreted as a bribe.

6.2: Gifts and business courtesies

You shall always exercise caution in relation to offering or accepting gifts and business courtesies. Gifts should be provided or accepted only if they are of nominal value and are of normal business courtesies. You shall not accept gifts or other remuneration if there is reason to believe that its purpose is to influence business decisions. If in doubt, always consult your immediate superior.

7.0 Use of Company Assets

7.1: Real estate and movables

NeSL property and assets, e.g. buildings, infrastructure and equipment, shall be managed and safeguarded in an appropriate manner. You shall observe the company's security requirements concerning access to and use of the company's facilities, IT resources, electronic resources and documents. The company's equipment and property may be used for personal purposes only if expressly agreed in connection with the employment or as a result of NeSL rules and guidelines.

7.2: Intellectual property

Intellectual property such as know-how, methodology, concepts and ideas are important to NeSL success in the market. If you are involved with the company's intellectual property you shall protect and administer it in the interest of the company. You shall also respect the intellectual property rights of others and seek to avoid breaking of such rights. You shall not provide corporate intellectual property, corporate secrets or other important information to third or unauthorised persons.

8.0 Information handling and protection of personal data

8.1: Information, communication and contact with the media

All information from NeSL shall be reliable and correct, and maintain high professional and ethical standards. All of those who, through their work, deal with information about the company are responsible for meeting these standards. Communication with the media, the public and the financial markets shall take place only by appointed Spokespersons and in accordance with established guidelines that satisfy the regulations and practices applicable to publicly listed companies, irrespective of whether the company itself is listed or not.

8.2: Protection of personal data

NeSL processing of personal data shall be subject to the care and awareness which is required according to applicable law and regulations. Processing of personal data should be limited to what is needed for operational purposes, efficient customer care, relevant commercial activities and proper administration of human resources.

9.0 Handling of violations

Section 177 (9) of the Companies Act, 2013 prescribes to establish a vigil mechanism for directors and employees to report genuine concerns. NeSL believes in professionalism, transparency, integrity and ethical behavior and has thus established a 'Whistle Blower Policy' to facilitate employees to report concerns of any unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

NeSL does not allow retaliation of any kind against those who, in good faith, report a violation or suspicion of a violation of the rules or guidelines. NeSL shall take all action it considers appropriate to investigate and take disciplinary or preventive action, as it deems appropriate.

10.0 Conditions & Terms of employment

While being recruited by NeSL, an Appointment Letter with terms & conditions and the code of conduct issued by the Organisation. This is to be read and acknowledged by signing the same and returning to NeSL for records.

A copy of the code is available at the office for reference.

11.0 Obligation of the Employee:

The Employee of NeSL shall follow the instructions of the employer and abide by the clauses of Code of Conduct mentioned herein. The employees should strictly comply with this code of conduct.

CONFIRMATION

I hereby confirm that I have read and understood the NeSL Code of Conduct. I am familiar with the fact that this code is revised once a year or at such periodic intervals that NeSL deems fit, and that I am obliged to keep myself updated and bound on any possible changes.

Employee Code:

Employee Name (Block Letters): Date of Joining:

Signature:

for **National E-Governance Services Limited**

Authorised Signatory

Adopted at the Board meeting held on 28th January, 2019