

NDL Ventures Limited

NDL Ventures Limited (Formerly known as NXTDIGITAL Limited)

CODE OF CONDUCT

NDL VENTURES LIMITED accepts its employees to uphold the dignity of work and regard every employee as a partner in business. As an integral part of the Hinduja Group, the employees are expected to conduct themselves with integrity, conscientiousness, and dignity, and set the best traditions of the profession holding paramount the safety, health and welfare of the people within and outside the workplace.

The company believes that all its employees are responsible people and will not commit any such act that injure the reputation of the organization, and/or cause damage to it, financially or otherwise.

NDL VENTURES LIMITED has a Code of Conduct for its employees.

❖ Conflict Of Interest and Concurrent Employment

- Employees will be focused on the success and growth of the company & group only. And will not engage in activities that advance any personal interests at the expense of the company's interests.
- Employees will not undertake or accept employment or a position or responsibility with any other Company, Part-time or full time, with or without remuneration, without the written approval of the company.
- Employees will not use the Company's resources, partnerships and business contacts to make any personal advancement.
- Neither the employee's spouse nor any family member will use the name of the company & group or build partnerships or accept employment with parties who are doing business with the company or with parties in direct competition with the company.
- Employees will not let a conflict-of-interest situation arise during their employment with the Company (E.g.: Owning a network in own name or by any other family member will amount to conflict of interest).
- Employees will disclose any such activities or personal interests that may lead to conflict of interest or concurrent employment.

❖ Bribes, Gifts and Entertainment

- The employee will not make or receive any illegal payments, remuneration, gifts, donations or comparable gifts / benefits from business partners, clients, and suppliers.
- Gifts in the form of entertainment through free / discounted travel / food / stay for self and / or family, any gifts for family members from parties conducting business with the Company, are not permitted under the code of conduct.

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- The employee will not make or receive any kind of favour / bribes, in cash or kind from any other employee of the company irrespective of the employee's position in the company.
- In case of receipt of such an offer, the employees are expected to surrender the same to the Management immediately.

❖ **Maintaining Confidentiality and Information Security**

- Neither the employees nor their family members will use or derive any benefits, or assist others to derive benefits, from access to and possession of, the information about the Company, its Group companies and/or clients, suppliers, employees that are not in the public domain, and constitute sensitive insider information.
- The employee will not either during or after the tenure of employment divulge or communicate to any person (except to the concerned officials of the Company in the proper course of his duties as employee of the Company) for any purpose whatsoever, through any failure to exercise due care and diligence or cause any unauthorized disclosure to any person of any secret or confidential information relating to the affairs of the Company.
- The employee will also respect, observe and ensure integrity and confidentiality related to the other Companies belonging to the group, their patents intellectual property rights, trademarks and inventions and strictly observe the practice of non-disclosure.

❖ **Non-Solicit Clause**

- The employee must not carry out the activities set out below during the term of his/her employment and for a period of 12 months thereafter:
 - Solicit or accept any business from any person who is a customer or prospective customer of the Company;
 - Offer employment to an employee of the Company or persuade an employee to leave the Company.

❖ **Use and Protective of Assets and Resources**

- The employee have access to a variety of assets belonging to the company, due to their employment with the Company. The employees are requested to use these assets and resources judiciously, and protect them from damage / misplacement. These include all tangible (equipment and machinery, systems, facilities, materials, etc.) as well as intangible (Information Technology (including emails), systems, proprietary information, intellectual property and relationships with customers and suppliers etc.) assets.
- The employee may have to be reimbursed for various expenses incurred by him/her in course of duties as an employee of the company. Any such claim made by the employee should be genuine and true.
- The employee is requested to be alert about any incident related to theft / damage / misplacement / misuse of the Company's assets and / or resources.

❖ **Equal Opportunities and Employer's Harassment including sexual harassment.**

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- The company believes in equal opportunity employment irrespective of race, caste, religion, colour, gender, nationality, ancestry, age, ethnic origin, marital status, sexual orientation or disability. The employee will comply with the equal opportunity status, and will not discriminate between people, based on their background.
- The employee will ensure that the work environment is free of discrimination (by treating everyone with dignity) and free of all forms of harassment (whether physical, verbal or psychological).
- Any sexual harassment, through unwelcome sexually oriented conduct including sexual advances, either verbal or through gesture or through use of sexually suggestive materials; obscene remarks / jokes; comments on appearance; demands for sexual favours; threats; physical contact (which are avoidable) will be viewed as a serious offence.

❖ **National interest and Compliance with Law**

- The company is committed to the benefits of the economic and social development of the countries in which it operates. The employee will not undertake any activity / project during the employment with the company, which is detrimental to the wider interests of the nation.
- You will abide by Management practices, business conduct and laws of the land, which will benefit the country, locality and the community at large. Compliance with the law is of utmost importance, as a representative of the company.
- You will respect diversity in culture, customs, traditions and gender. You are expected to be a responsible citizen of the country and follow trade procedures, process and legal requirements as a part of the nation.

❖ **Responsibility for compliance and reporting violations of the Code of Conduct**

- Employees will always bear in mind during their employment with the company, that the employees are not only representing themselves but also the Company. All their dealings, personal conduct and practices should reflect the pride the employee takes in being a part of NDL VENTURES LIMITED and practice its code of conduct with its fullest intention and sanctity.
- In case an employee observes anyone violating the code of conduct, it is his/her moral responsibility to report such an incidence immediately to the Director/CEO or the Head of HR, as the employees deems appropriate.
- In any employee is found in violation of Code of Conduct appropriate action will be taken against him, which could be upto termination of employment with the company and initiation of legal/criminal action against the person.

CERTIFICATE BY EMPLOYEE

I have received and read the **NDL VENTURES LIMITED**'s "Code of Conduct" and understand the contents.

NDL Ventures Limited

I hereby undertake to abide by the **NDL VENTURES LIMITED**'s Code of Conduct.

Emp Name _____

Emp No _____

Name _____

Emp Signature _____

Counter Signature _____