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INTRODUCTION
This Code of Conduct (‘Code’) highlights the standards of our corporate ethic guidelines to all Employees of NIIT (NIITians) for engaging with other NIITians, customers, vendors and other entities external to NIIT. All NIITians bear the responsibility to understand and follow NIIT’s Code.

This Code is based on ‘Our Vision’, which states that ‘NIIT is People’. We seek to provide a work environment where all NIITians have the opportunity to reach their full potential and contribute to the Company’s success. We emphasize personal integrity and believe long–term results are the best measure of an NIITian’s performance.

NIIT respects the human rights and dignity of all NIITians and those who interface with us as customers, vendors and external entities. We endeavor to treat all NIITians fairly and honestly. We strive to maintain a safe, secure and healthy workplace.
We endeavor to follow the law of the land in letter and spirit – including in areas like prevention of discrimination, abuse, child labor etc.

Every NIITian shall be responsible for the implementation of and compliance with this Code. Failure to adhere to the Code could attract the penal consequences including termination of employment. This Code is applicable for all NIITians.

CORPORATE MISSION
NIIT Limited including its affiliates (NIIT group entities) enable individuals and enterprises worldwide to achieve greater success by providing knowledge, skills, solutions and services through pioneering efforts and usage of appropriate technology. NIIT shall remain committed in all its actions to benefit the economic development of the countries in which it operates and it shall not engage in any activity which will adversely affect any such objective. NIIT shall conduct its business affairs in accordance with the economic development and foreign policies, objectives and priorities of the nation’s government, and it shall strive to make a positive contribution to the achievement of such goals across the globe.

RESPONSIBILITIES OF NIITIANS
NIITians must adhere to this Code and demonstrate to fellow NIITians, customers and community members that they are responsible members of the NIIT family. NIITians, who are Managers or Supervisors, have an added responsibility of ensuring compliance to high ethical standards in their respective areas of responsibilities, by acting as role models.

All NIITians are expected to understand the Code in its true spirit, adhere to it and encourage others to follow it.

NIITians should not misuse their functional and/or positional role to misinform/misinterpret the Code, company rules & regulations and/or NIIT policies.

For any doubt, clarification or unclear interpretation of the company policies, NIITians shall consult the department that created that policy or rule to confirm the correct meaning. NIITian(s) shall report any
violation or risk of violation of company rules, policies or Code to his/ her immediate reporting manager. Levels of escalation are also mentioned in this Code (‘How to get help and support’)

NIIT is committed to providing NIITians and visitors a safe, healthy and productive work environment. NIITians must refrain from any kind of harassment, whether physical, verbal or psychological.

All NIITians are expected to demonstrate respect and positive regard towards their colleagues in all interactions including adverse situations. Any act of harassment will be deemed as violation of the Code.

While communicating with colleagues, vendors and customers through any mode of communication, NIITians shall communicate with respect and not harm the dignity of the individual and/or NIIT. NIITians are also prohibited from bringing any sort of weapon on company or client premises.

NIITians are expected to update their official records with their personal contact details. This is critical to reach out to NIITians in matters of workplace or business exigencies. All NIITians are expected to update these changes as and when they happen. Mobile numbers of all reporting managers will be published in the official email exchange of NIIT. Reporting managers are also expected to have immediate access to the updated contact details of their 1st level and 2nd level direct reports at all times.

NIITians need to wear the identity/ access card at the office premises. In the absence of identity card, security or management representative reserves the right to deny the entry to office premises and/ or access to official information.

**Equal Opportunity Employer**

NIIT shall provide equal opportunities to all NIITians purely based on merit in all matters of employment irrespective of race, caste, religion, color, ancestry, marital status, sex, age, nationality, disability and ex-serviceman status. NIITians shall be treated with dignity and in accordance with its policy to maintain a safe work environment - free of sexual harassment whether physical, verbal or psychological.

**RELATIONSHIP WITH FELLOW NIITIANS**

NIITians should not discriminate based on hierarchy and in every interaction expected to demonstrate positive regard irrespective of age, seniority and tenure. Every NIITian is expected to address other fellow NIITians by their first / preferred name and not use Sir/ Ma’am/Madam to foster a better working culture. However, official responsibilities as per role responsibilities defined, and delegation of authority manual shall prevail in official matters.

**Personal Relationships**

Any NIITian in personal relationship with another NIITian shall not have any reporting relationship, involvement in recruitment, selection, appraisal, promotion or any other management activity/ process with each other. Additionally, they should not work together in any situation whereby there is a conflict of interest, breach of confidentiality or unfair advantage that may be perceived to be gained from the overlap of a personal and professional relationship.

NIITians are advised not to enter into a sexual/romantic relationship with colleagues for whom they have a responsibility for assessing and supervising or for whom they are required to provide administrative or technical support. In the event of such a situation, the relationship must be declared in
NIIT believes that the professional relationship between a supervisor and subordinate is vital to the NIITian’s career growth and affirms that the reporting relationship is based on trust, confidence and dependency. Further, they should not enter into a business, commercial or financial relationship with a colleague which could compromise, or could be perceived to compromise, the objectivity and professional standing of the reporting relationship.

**Preventing harassment at the workplace**
NIIT is committed to providing NIITians and visitors a safe, healthy and productive work environment. NIITians must refrain from any kind of harassment, whether physical, verbal or psychological.

NIIT is committed to providing a workplace that is respectful to all NIITians and free from all forms of harassment. NIIT expects that relationships in the work environment to be business-like and free from bias, prejudice, and harassment. NIIT will not tolerate inappropriate actions, comments, physical contact, sexual advances, or any illegal conduct that is intimidating, hostile, or offensive. NIIT will comply with all legal requirements while taking appropriate action.

Workplace not only refers to the premises of NIIT, but it also covers official events, meetings and conferences outside NIIT offices, including transportation provided by NIIT for undertaking such a journey. At official get-togethers or at off-sites, NIITians are expected to maintain decorum and demonstrate positive regard. If alcohol is being served, only social drinking is permitted. During such events, group meetings or conversations are allowed only in common areas and not in allocated personal rooms provided by the hotel or guest house.

**Drugs and Alcohol**
NIIT is committed to maintaining a safe and productive work environment consistent with our professional and legal responsibilities to NIITians and clients.

NIIT prohibits the consumption, use, sale, purchase, transfer or possession of alcohol or controlled/narcotic substances, other than medically prescribed drugs, while on company premises. NIITians are strictly prohibited from being under the influence of alcohol and controlled/narcotic substances while at work. NIITians must also follow the rules and regulations of the country in which they are working. Failure to follow such rules and regulations may result in disciplinary actions besides the risk of prosecution by the appropriate authorities/courts in that country.

**RESPONSIBILITIES AND RELATIONSHIP WITH THE COMPANY AND SHAREHOLDERS**

**Financial reporting and records**
NIIT shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards, which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the company conducts its business affairs.
Shareholders
NIIT is committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The Board of directors of NIIT shall duly and fairly inform its shareholders about all relevant aspects of the company's business, and disclose such information in accordance with the respective regulations and laws.

Regulatory compliance
NIITians shall, in their business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he or she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of this Code, then the standards of this Code shall prevail.

Cooperation of NIIT Group Companies
NIIT shall cooperate and collaborate with other NIIT Group Companies by sharing physical, human and management resources as long as this does not adversely affect its business interests and shareholder value.

Ethical conduct
All NIITians including Directors shall deal on behalf of the company with professionalism, honesty, integrity, as well as high moral and ethical standards. Such conduct shall be fair and transparent and will be perceived to be as such by third parties.

Concurrent employment
In consideration of employment with the company, NIITians are expected to devote full attention to the business interests of the company. NIITians shall not, without prior approval of the Chief People Officer, accept employment or a position of responsibility (such as a consultant or a director) with any other company, nor provide “professional” or “paid” services to anyone.

Office Timings
NIITians are expected to follow the decorum of office timings and restrict breaks during work to the minimum to ensure that their working hours are most productive. In case of any deviations from office timings, NIITians are expected to keep their reporting manager, their team and critical stakeholders informed of the same. Prior approval from the reporting manager is required for leave, work from home, delayed arrival/early departure at/ from the office, more so in cases of critical deliverables, meetings and/ or customer engagements. While NIIT encourages work-life balance, critical time-bound deliverables or customer requirements may require NIITians to work on holidays and/or weekends and/ or beyond office timings.

Conflict of interest
NIITians shall not engage in any business, relationship or activity which might detrimentally conflict with the interest of the company or the group.

A conflict of interest, actual or potential, may arise where directly or indirectly when:
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- NIITians engage in a business, relationship or activity with anyone who is party to a transaction with the company;
- NIITian is in a position to derive a personal benefit or a benefit to any of his or her relatives or friends by making or influencing decisions relating to any company transaction.
- An independent judgment of the Company’s or Group’s best interest cannot be exercised.

Notwithstanding that such or other instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested NIITians (CEO, Executive Directors, direct reports of CEO and others holding executive positions and functional heads) should be made to the Company's Compliance Officer.

It is also incumbent upon all NIITian(s) to make a full disclosure of any interest which the NIITian, may have in a company or firm which is a supplier, customer, distributor of or has any other business dealings with NIIT.

Securities transactions and confidential information

NIITians and their immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the company or the group, which is not in the public domain and thus constitutes “Insider information” as per statutory laws.

NIITians shall not use or proliferate information which is not available to the investing public and which therefore constitutes insider information for making or giving advice on investment decisions on the securities of the respective NIIT Group Company on which such insider information has been obtained.

Such insider information might include the following:

- Acquisition and divestiture of businesses or business units;
- Financial information such as profits, earnings and dividends;
- Announcement of new product introductions or developments;
- Asset revaluations;
- Investment decisions/plans;
- Restructuring plans;
- Major supply and delivery agreements;
- Raising finances

NIITians shall always protect and hold confidentiality of the Company’s proprietary information, trade secret, products, architectures, source codes, project plans, names and list of customers, names and
priorities of NIITians financial information, shall not take information of competitors in an unethical manner.

**Protecting company assets**
The assets of NIIT should not be misused but used for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc.

**Integrity of data furnished**
NIITians shall ensure at all times, the integrity and accuracy of data or information furnished by him or her to the company. NIIT preserves the right to audit data at any time and if discrepancies are found, NIITians are bound by the consequences of such audit findings.

**Political Contribution**
NIIT will fully comply with all local, state and federal or foreign laws and regulations regarding political contribution.

**RELATIONSHIP AND RESPONSIBILITIES WITH CUSTOMERS & VENDORS**

**Quality of products and services**
NIIT shall be committed to supply goods and services of the highest quality and international standards, backed by efficient after-sales service consistent with the requirements of the customers to ensure their total satisfaction.

**Customer Relationships**
NIITians shall deal in a manner that creates value for the customers and build a relationship based upon trust and goodwill. All NIITians, agents and contractors must act to preserve such goodwill and enhance the Company’s as well as the Group’s reputation.

NIIT prides itself on serving our clients with respect and dignity. We are dedicated to complying with ethical principles and governmental laws and rules.

All NIITians are expected to put in their best efforts when working with a client or at a client location. We expect NIITians to keep their client’s success as their top priority, producing the best results while anticipating the risks and ever changing client needs.

NIITians should keep all client information confidential, maintain integrity and high ethical standards at all times.

NIITians should respect all client site rules and security requirements at all times, taking pride in showing up on time and giving the client a fair day’s work.
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**Competition**
NIIT shall make every effort for the establishment and support of a competitive, open market economy in India and abroad and shall cooperate in the efforts to promote liberalization of trade and investment. Violations of this principle will include (but not be limited to) colluding for price fixations, territory sharing, or otherwise forming practices that are restrictive and create unfair trade practices.

**Government Relations**
NIIT and NIITians shall comply fully with all applicable laws and regulations and will adhere to high ethical and legal standards of business practices. Laws of the land are supreme and NIIT is committed to supporting their practice and NIITians found in violation will face appropriate actions by law enforcement authorities.

NIIT will ensure that the disclosures we make in reports and documents that we submit to various Governments/Statutory authorities and in other public communications are full, fair, accurate, timely and understandable.

**Vendors and Society**
NIIT shall observe all contracts and agreements, with the vendors. Vendor relations are the responsibility of the NIIT Commercial Services Organization (CSO). CSO would strive to obtain the maximum value for each unit of expenditure and be truthful, objective and cautious while committing company resources. NIITians would decline any personal gifts or gratuities offered directly or to any family member on any occasion for the work to be done and already done.

NIITian will not use his/her position to influence the vendor to employ, provide financial assistance or any other favor to any of the NIITian’s family members or acquaintance in any form. NIIT and NIITians would not give preference based on person, gender, religion or any other factor, but instead would provide competitive opportunities to all qualifying Vendors to bid for NIIT business.

NIIT and NIITians will cooperate with trade, industrial and professional associations, government and private agencies for the purpose of promoting and developing sound business methods.

**Media**
NIIT values its relationship with those in the media and shall endeavor to provide full and prompt disclosure of all material developments or events. Media relations are the responsibility of the NIIT Corporate Communications and Marketing Organization (CMO). All statements or responses to inquiries from the media should be coordinated through CMO.

NIITians who are asked for a statement from a member of the media shall refer the request of the media representative to CMO.

NIITians are expected to use the social media judiciously and refrain from any explicit or implicit comments or reactions that may be detrimental to the image of the organization or any NIITian.

**Gifts and donations**
Under no circumstances will NIITians, agents or contractors of NIIT receive, offer, make directly or indirectly, any illegal payments, promise to pay, remuneration, gifts, donations or comparable benefits which are intended to or perceived to influence any business decision or uncompetitive favors for the
conduct of its business or any act or failure to act or any commitment of fraud, or opportunity for the commitment of any fraud. However, NIIT and its NIITians may accept and offer inexpensive gifts, infrequent business meals or celebratory events, which are customarily given and are of a commemorative nature for special events. Such exchanges must pass commonly acceptable test of being not material/significant.

VIOLATIONS OF THE CODE
All NIITians have an ethical, and, in some cases, a legal obligation to report any violation of the Code. NIITians should report any possible, perceived or actual situation that may violate the NIIT Code as per the levels of escalations mentioned below. NIITians who violate the Code shall be subject to disciplinary action, up to and including termination. In some cases, the Company may have a legal or ethical obligation to report violations of the Code to appropriate enforcement authorities.

HOW TO GET HELP AND SUPPORT
NIIT’s Code can be implemented effectively only if each one of the NIITians practices and supports it. If any NIITian have a concern or an issue highlighting possible violation of the Code related to business ethics, she/he is urged to bring it to the notice of the following and seek advice/redress it

Levels of escalations:

- 1st level reporting manager
- 2nd level manager
- Department/Location head
- IBU head/Practice Heads/Geo Heads/Zonal Heads
- Business Group Heads
- HR Head
- Compliance Officer
- CEO

Information may also be given to

- Business HR nominee