

Navneet Education- Code of Conduct

Introduction

Navneet Education Code of Conduct (from here on referred to as NECOC) provides guidance about business behaviour expected of Navneet community as you work and interface with fellow employees, customers, suppliers, business partners and other stakeholders.

NECOC cannot answer every question or address every possible business situation. Therefore, you are expected to use good judgment and seek guidance when you have questions about the appropriate course of action.

Scope and Compliance

NECOC is applicable to all Directors, Managers and employees of Navneet. Failure to comply with NECOC, including not reporting actual or suspected violations of which you are aware, may result in disciplinary action, including but not limited to termination of employment.

Policy Statement

Navneet's business success depends on our ability to build trusted relationships—with each other, as well as with our customers, suppliers, governments and communities. This means that you have a responsibility to:

- Ask questions and report concerns
- Conduct business with honesty and integrity
- Follow the letter and spirit of the law;
- Treat fellow employees and stakeholders with dignity and respect and
- Protect Navneet's assets and reputation.

Ask Questions and Report Concerns

Raise your concerns promptly if you have any reason to believe that NECOC or applicable laws and regulations have been or may be violated, you are expected to immediately report such activity to any of the following resources:

Local Management
Human Resources

Non Retaliation Policy

Navneet will not tolerate retaliation against any employee or stakeholder who, acting in good faith, reports suspected misconduct, asks questions or raises concerns. It is committed to protect the interest of the aggrieved party in such situation.

Cooperate with Investigations, Lawsuits and Legal Proceedings

Navneet's commitment to conducting business with integrity requires that we take all credible good-faith reports of suspected misconduct seriously, investigate them fairly and confidentially, and take action where needed.

All employees must cooperate fully in Navneet authorized internal investigations and audits, which may be conducted by representatives from Human Resources, as well as the external audit and legal firms engaged by Navneet.

Conducting Business with Honesty and Integrity

Follow acceptable contracting practices to prevent Side agreements

Navneet' policy is to contract with customers and other parties only through formal, written agreements that have been approved by Navneet' authorized signatories. Side agreements are strictly prohibited.

Side agreements include any commitment, whether verbal or written (including by electronic transmission, e.g., email), that was not part of the original agreement with the counterparty in order to complete a sale or purchase or applicable transaction.

Avoid Conflict of Interest

Employees should avoid any activity that conflicts with, or appears to conflict with, the interests of Navneet. A conflict of interest is a situation in which you or a member of your family has professional or personal interests that could affect your objectivity in making decisions as a Navneet employee. Conflicts of interest may arise when you or a member of your family receives improper personal benefits as a result of your position with Navneet. Loans to, or guarantees of obligations of, an employee or an employee's family member may also create conflicts of interest.

It is usually a conflict of interest for a Navneet employee to work simultaneously for a competitor, customer or supplier. Employees are not allowed to work for a competitor as a consultant or Board member. The best practice is to avoid any direct or indirect business connection with Navneet competitors, customers or suppliers, except on behalf of Navneet.

Conflicts of interest may not always be immediately evident. If you have questions or if you become aware of a conflict of interest or a potential conflict of interest, you should contact the local management.

Maintain Navneet's Records Appropriately

Navneet is responsible for ensuring that its business records, including paper and electronic records, are created, managed and disposed of properly. An effective and efficient records management program allows Navneet to meet its business needs and to comply with all legal and regulatory obligations.

Follow the letter and spirit of the Law

Obedying the law, both in letter and in spirit, is the foundation of Navneet's ethical standards. We must act in accordance with the applicable laws and regulations where Navneet does business. If you believe the requirements of NECOC conflict with local law, please consult the local management.

Uphold Applicable Anti-Corruption Laws Improper Payments

Navneet takes a zero-tolerance approach to bribery and corruption and is committed to operate and enforce systems and policies to detect and deter bribery. You may never give or promise to give anything of value directly or indirectly to any third party in connection with any Navneet business to assist Navneet in obtaining an improper business advantage, whether or not any benefit is received.

Offering Gifts, Entertainment and other Hospitality

Normal, occasional and appropriate gifts, entertainment or other hospitality offered to customers, potential customers, suppliers, or other persons connected to Navneet's business to foster goodwill and enhance business relationships is generally permissible. However, the following gifts, entertainment and other hospitality are strictly prohibited, even if you do not submit the expenditures for reimbursement from Navneet:

- A "quid pro quo" (offered for something in return);
- Gifts in the form of cash or cash equivalents (e.g., gift cards);
- Gifts, entertainment or other hospitality immediately prior to, during or immediately following an expected or actual tender issued by a government entity or other similar formal bidding process if (i) prohibited by the tender or formal bid documents or recipient's employer's policies, guidelines or standards; (ii) prohibited by local law; or (iii) doing so would give rise to the appearance of impropriety;
- Entertainment of an unsavoury or potentially offensive nature; or
- Gifts, entertainment or other hospitality that are knowingly in violation of the recipient's employer's policies, guidelines or standards. You may not require or encourage a third party acting on behalf of Navneet to make any of the above referenced prohibited gifts, entertainment or hospitality. You should contact the local management to discuss and resolve ambiguous situations.

Receiving Gifts, Entertainment and other Hospitality

All business meals and entertainment must be customary, unsolicited, infrequent, in good taste, reasonable in value and provided for legitimate business purposes. Additionally, except as noted below, you may accept occasional, unsolicited gifts of nominal value, such as promotional or commemorative items. You must receive advance approval from local management for any gifts, entertainment or hospitality in excess of INR 1000 (or equivalent), including, for example, travel and conference fees.

You should never accept:

- Tangible or intangible personal benefits that are given—expressly or impliedly—in exchange for securing Navneet business;
- Tangible or intangible personal benefits that might create or give the appearance of creating a sense of obligation on your part;
- Cash or cash equivalents (e.g., gift cards); or
- Personal discounts for a suppliers' or customer's products or services, unless such discounts are offered to all Navneet employees or members of the general public.

Restrictions on Political contributions and activities

You may not contribute funds, assets or services for or on behalf of Navneet to any political candidates, political party, charity or similar organizations.

Promote fair competition

Navneet will succeed in a fair and competitive marketplace by providing customers with superior products and services at reasonable prices. We follow laws designed to preserve free and open competition, often referred to as “antitrust laws.” Antitrust and trade regulation laws in various countries may differ, and any question about specific conduct or a specific situation should be directed to Navneet’s local management.

Comply with Export Controls

Navneet engages with a global audience. We therefore comply with applicable country laws regarding the import and export of goods, services, software and technology. Anyone associated with Navneet who is involved with the export, re-export and import of goods, services, technology or software is responsible for knowing and following the export control regulations that apply to their job responsibilities. Please consult with local management for additional information on export controls.

Protect the privacy of Personal Information

Navneet complies with applicable data protection and privacy laws in all countries where Navneet does business. You have a responsibility to safeguard the privacy, confidentiality and security of personally identifiable information and other private information of our employees, customers, partners and other third parties in Navneet’s possession.

Treat Each other with Dignity and Respect

Value Diversity and Equal Opportunity

Navneet values the diversity of its workforce. Navneet approach to diversity is defined by inclusiveness, respect and fostering a culture that allows each individual to contribute to his or her fullest potential. Navneet leaders must set a strong, ethical example and create a civil, professional work environment. Navneet does not tolerate any form of harassment, discrimination or retaliation.

Ensure a Safe Workplace

A workplace free of violence, weapons and other disruptive behaviour keeps all employees safe and able to concentrate fully on business. Violence or other deliberate acts intended to harm another person or their property, including threatening, menacing or intimidating comments and behaviour, is prohibited. Violence or threats of violence should be reported immediately to local management.

Where legally enforceable, Navneet prohibits the possession, concealment, use or transfer of the following items on Navneet premises, whether owned or leased: any firearm or other weapon, including knives, clubs, explosives or other devices that are primarily used to inflict injury.

Maintain a Workplace free from substance abuse

Alcohol, illegal drugs and controlled substances can adversely affect safety, productivity, reliability and judgment. We are prohibited from consuming or being under the influence of alcohol or possessing, distributing or being under the influence of illegal drugs while engaging in Navneet business, with the exception of lawful, moderate and prudent alcohol consumption during legitimate business entertainment.

Protect Navneet's Assets and Reputation

Use Company assets and systems appropriately

Navneet's assets, including but not limited to equipment, supplies, facilities and systems, should be used for Navneet's benefit. Navneet reserves the right to monitor Navneet systems and there should be no expectation of privacy. You must follow Navneet guidelines for protecting Navneet systems including following password guidelines and incorporating Navneet-approved virus protection.

Prevent Theft and Fraud

Theft and fraud are crimes and will not be tolerated. Fraud is a type of theft by deception that results in your personal gain, profit or advantage or harm or loss to another person or entity. You are expected to report any suspicious activity immediately.

Safeguard Intellectual Property and Confidential Information

Employees are personally accountable for ensuring that their Navneet information assets are adequately secured and for complying with standard information security policies, standards and procedures.

Navneet owns all inventions, conceptions, discoveries, improvements, ideas, works of authorship and trade secrets created by you on the job or created using Navneet' assets. You are a steward of the trade secrets and confidential information owned by Navneet or third parties that are entrusted to you. Accordingly, you are expected to take appropriate administrative, physical and technical measures to properly safeguard them and prevent their unauthorized access, use or disclosure.

When it is necessary to share Navneet's confidential information with customers, partners or other third parties, you are responsible for ensuring that the proper confidentiality agreements are signed and properly executed before the information is shared.

Moreover, you may not use without authorization or make unauthorized copies of another person's or company's confidential, non-public information, content, documents or materials, whether written or electronic, or computer software. Additionally, most countries now have laws governing trade secrets and confidential information. There are serious legal repercussions for anyone who violates these laws by misusing Navneet's or another person's or company's trade secrets for the economic benefit of anyone other than the owner.

Travel Responsibly

You must ensure that business travel is intended to further Navneet's business interests, and that travel and entertainment expenditures are reasonable, prudent and in accordance with the Corporate Travel and Business Expense Policy.

Be a responsible Corporate Citizen

For Navneet, corporate responsibility means achieving business success in ways that demonstrate respect for our communities. Navneet prohibits the use of child labour, physical punishment or forced or compulsory labour, as well as any other forms of human abuse including human trafficking. Navneet is committed to respecting the environment and to conserving resources. Accordingly, Navneet promotes compliance with all applicable environmental laws and regulations in the countries where we do business.