

CODE OF CONDUCT

Introduction

This Code of Conduct helps ensure compliance with standards of our business practices and legal requirements. It must be further ensured that “Ethics and Compliance are critical and everyone’s business”. All employees shall respect and adhere to the Code and should there be any possible violation, report such possible violation to the Legal Service Organization of the Company.

Every employee shall be responsible for the implementation of and compliance with this code in his professional environment. Failure to adhere to the Code could attract the most severe consequences, including termination of employment.

In case any employee notices any violation of any Law, this Code, Company’s policy or any fraudulent act w.r.t. shareholders, government or financial market or any act of mismanagement of Company’s resources and business, such employees must promptly report to (in the order of the gravity of the act and independence of such person being reported to):

1. immediate supervisor
2. Company’s Legal Counsel
3. Audit Committee of the Board of Directors

The Company may update the Code from time to time.

Corporate Mission

NIIT Limited including its affiliates (NIIT) is poised to enable individuals and enterprises worldwide 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 that would adversely affect such an 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 shall strive to make a positive contribution to the achievement of such goals across the globe.

I. Responsibilities to the Company and stakeholders

Corporate citizenship

NIIT shall be committed to be a good corporate citizen, not only in compliance with all relevant laws and regulations, but also by actively assisting its affiliates in

the improvement of the quality of life of the people in the communities in which it operates, with focus on improving elementary education and life skills of children of vulnerable and marginalized societies across the world.

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.

Group policies

NIIT shall recommend to its board of directors the adoption of policies and guidelines periodically formulated by the management.

Shareholders

NIIT shall be 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 agreements.

Regulatory compliance

Every employee of NIIT shall, in his or her 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 the Code, then the standards of the Code shall prevail.

Equal-opportunities employer

NIIT shall provide equal opportunities to all its employees and all qualified applicants for employment, without regard to their race, caste, religion, colour, ancestry, marital status, sex, age, nationality, disability and veteran status. Employees of NIIT shall be treated with dignity and in accordance with its policy to maintain a safety work environment free of sexual harassment, whether physical, verbal or psychological. All employees shall be governed by policies and practices that ensures that in all matters equal opportunity is provided to those eligible and the decisions are merit-based.

Cooperation of NIIT Group Companies

NIIT shall cooperate 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

Every employee of NIIT, which shall include whole-time directors and the managing director, shall deal on behalf of the company with professionalism, honesty and integrity, as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties.

Concurrent employment

In consideration of employment with the Company, An employee of NIIT is expected to devote full attention to the business interests of the Company. An employee of NIIT shall not, without the prior approval of the managing director of the company, accept employment or a position of responsibility (such as a consultant or a director) with any other company, nor provide 'freelance' services to anyone. In the case of a whole-time director or the managing director, such prior approval must be obtained from the board of directors of the company.

Conflict of interest

An employee of NIIT shall not engage in any business, relationship or activity which might detrimentally conflict with the interest of his company or the group. A conflict of interest, actual or potential, may arise where, directly or indirectly:

- an employee of NIIT engages in a business, relationship or activity with anyone who is party to a transaction with his or her company;
- an employee is in a position to derive a personal benefit or a benefit to any of his or her relatives by making or influencing decisions relating to any 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 employees (CEO, Executive Directors, direct reports of CEO and Executive Directors' holding executive positions and functional heads) should be made to the company's management. It is also incumbent upon every such employee to make a full disclosure of any interest which the employee, may have in a company or firm which is a supplier, customer, distributor of or has other business dealings with his company.

Securities transactions and confidential information

An employee of NIIT and his or her 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.

An employee of NIIT 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.

An employee of NIIT shall always protect and hold confidential Company's proprietary information, trade secret, products, architectures, source codes, project plans, names and list of customers and including but not limited to financial information.

Protecting company assets

The assets of NIIT should not be misused but employed 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

Every employee of NIIT shall ensure, at all times, the integrity of data or information furnished by him or her to the company.

Political Contribution

NIIT shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. It will fully comply

with all local, state and federal or foreign laws and regulations regarding political contribution.

II. Responsibilities to the Customers and Vendors

Quality of products and services

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

Customer Relationships

Every employee of NIIT shall deal in such a manner that it creates value for the customers and build a relationship based upon trust and goodwill. Every employees, agents and contractors must act to preserve such goodwill and enhance Company's as well as the Group's reputation.

Competition

NIIT shall fully 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.

Government Relations

NIIT and its employees shall comply fully with all applicable laws and regulations and to adhere to high ethical and legal standards of business practices.

Gifts and donations

Under no circumstances, an employees, agents or contractors of a 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 favours 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 employees 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.