

NIIT CODE OF CONDUCT

PURPOSE

The NIIT Code of Conduct (“NCOC” or “Code”) highlights the standards of corporate ethics, norms, and guidelines practiced by NIIT Limited [the Company]. “Our Vision,” which lays out the Values and Beliefs of NIIT and all NIITians, is the foundation on which the NCOC is built up. This document sets out how NIIT as an organization engages with NIITians [employees of NIIT and subsidiaries], its customers, its financial stakeholders, the governments of the countries in which it operates, and indeed in the society.

SCOPE

The NCOC sets out expectations for all those who associate with NIIT, including its affiliates/subsidiaries (hereafter referred to as NIIT), and also NIITians (Directors, Employees, Consultants, Retainers, Officers, and Agents) for engaging with other NIITians, NIIT’s licensees/partners, clients, vendors, and other entities externally associated with NIIT. As a responsible global organization, NIIT wishes to maintain the highest standards of conduct.

NIIT expects that those who form a part of the organization, particularly employees (regular and part-time), retainers, contract employees, and Directors, are conversant with the NCOC and act in a manner consistent with it. The NCOC spells out NIIT’s commitment to uphold its reputation and brand equity by adhering to the values and principles set out herein.

OVERVIEW OF BUSINESS ETHICS

NIIT strives to enable individuals, governments, and enterprises who associate with it to achieve greater success. It does this by providing knowledge, skills, solutions, and services through pioneering efforts and the use of appropriate technology. NIIT also expresses its commitment to contribute to the economic development of the countries in which it operates. Thus, it shall not engage in any activity that may adversely affect the interests of these countries.

NIIT is committed to ethical business practices, and conducts its business affairs in accordance with the economic agenda, foreign policies, and priorities of the local government. It shall also strive to make a positive contribution to society. NIIT seeks to avoid any project or activity that is detrimental to the wider interests of the communities in which it operates.

NIIT shall comply with the laws of the countries in which it operates. However, in the event that the standards prescribed under any law are less stringent than the corresponding provisions of the NCOC, NIIT shall conduct itself as per the provisions of the NCOC.

WORKPLACE ETHICS

NIIT respects the human rights and dignity of all NIITians and those who interact or transact with it. NIIT believes in adding quality and value to their lives. NIIT seeks to provide a work environment where all NIITians have the opportunity to leverage their potential and contribute to NIIT's success. Each NIITian has a duty to contribute to this environment, and this Code sets the guidelines for working in key areas.

For the purpose of this Code, workplace not only refers to NIIT premises but also covers work at client premises, Work From Home [WFH], official events, meetings, and conferences outside NIIT offices, including transportation undertaken in relation to the discharge of duties.

Getting started at NIIT

It is expected that NIITians have provided accurate and complete information to NIIT about themselves, including qualifications, credentials, personal details, work experience, criminal records status, and citizenship, before joining. NIIT may carry out background verification as required to validate this information. NIITians shall update their personal information from time to time in case of any change(s) therein. The Company may also disclose the same to regulatory authorities, as and when required by law.

It is expected that NIITians follow the tenets of the NCOC, in letter and spirit. They shall conduct themselves according to the terms of engagement with NIIT as well as all policies, processes, and guidelines issued by NIIT. NIITians are expected to make themselves conversant with all the NIIT policies available on iNIITian, the internal staff portal, and those made available to them from time to time through training and e-mail communication.

At all times, it is also expected that NIITians adhere to the laws of the country in which they operate.

Minimum age for employment

NIIT takes the necessary preventive measures to ensure that it does not employ anyone below the legal age of employment as laid out by the respective regulatory authorities of the countries where it operates.

Forced labor and human trafficking/modern slavery

NIIT does not employ or allow any forced or bonded labor. NIITians are free to leave their employment after serving a reasonable notice period, as per terms and conditions as required by applicable law or contract. NIITians are not required to deposit their original identity papers with their Company. Supporting or participating in human trafficking and forced labor practices is prohibited at NIIT. The steps of the recruitment process ensure that NIIT does not contribute to human trafficking or modern slavery.

Office timings and working hours

NIITians are required to follow the decorum of office timings and restrict breaks during work to the minimum to ensure that their working hours are most productive.

It is the responsibility of NIITians to apply for the appropriate classification of leave as per their plan to be away from the workplace. Granting leave and “Work from Home” is governed by the approval procedure under the relevant HR policies.

While NIIT encourages work-life balance, critical time-bound deliverables or customer requirements may require NIITians to work beyond office timings and workdays. If NIITians are on travel or fieldwork, it is expected that they will continue to be available and productive for the official working hours at the very least.

Relationship with fellow NIITians

As stated in the Vision document, NIITians are expected to demonstrate positive regard for each other at the workplace. Giving and taking feedback as well as listening to ideas and opinions with respect and fairness are all core to the collaborative environment NIIT wants to foster and take pride in.

NIITians shall not discriminate based on hierarchy, and in every interaction, NIITians are required to demonstrate positive regard irrespective of age, gender, seniority, and tenure. To foster an open and nonrestrictive work culture, every NIITian is encouraged to address their fellow NIITians by their first/preferred name and refrain from the use of titles such as Sir/Ma’am/Madam.

An NIITian shall not have any involvement in recruitment, selection, appraisal, promotion, or supervision with any other NIITian if the two are related as kith and kin. Additionally, the two shall 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. In case the spouse or an immediate family member of an NIITian is offered an association with NIIT in whatever manner or form, this must be disclosed to NIIT immediately in writing.

NIITians shall not enter into any personal relationship with their subordinates or colleagues for whom they have a responsibility of assessing and supervising or for whom they are required to provide administrative or technical support. The professional relationship between an NIITian and his or her supervisor is vital to the NIITian’s career growth and requires that the reporting relationship between the two be based upon trust, confidence, and support to each other. An NIITian shall not indulge in a business, commercial, or financial relationship with a colleague in any manner whatsoever that can potentially compromise, or can be perceived to compromise, the objectivity and professional standing of the relationship.

Protecting company assets, data, and intellectual property

All company assets (tangible and intangible), including facilities, materials, resources, computer and communication equipment, proprietary information and data, and relationships with customers and suppliers, shall be used for authorized purposes only. These assets are provided in order to conduct business and must not be misused. Some examples of incorrect usage include handing over an official laptop for family use, downloading unauthorized software and files to the official

laptop, and using company-provided internet bandwidth for personal heavy data use, like watching movies.

NIITians are required to maintain the information assets of the company only in designated locations and storage, and designated computer resources. NIITians shall recognize that these assets and data belong to NIIT and they must not delete such data. All assets created by NIITians during their employment period, including business models, software, practices, and processes, belong to NIIT and not to the individual. NIITians shall respect and protect all confidential information and intellectual property including third-party intellectual property and data. NIITians shall not misuse such intellectual property and data that comes into their possession and shall not share it with anyone, except in accordance with applicable Company policies or law. An NIITian shall promptly report the loss, theft, or destruction of any confidential information, intellectual property, data of the Company, or that of any third party. NIITians shall follow Company processes to minimize the risk of fraud, misappropriation, or misuse of its assets.

NIITians shall also ensure that in the event of their proposed separation from NIIT, voluntary or involuntary, they shall hand over all the data and assets including, but not limited to, official e-mail, attachments, files, documents, contacts, and other information in its complete form without any addition or deletion.

Employee privacy

NIIT respects the personal information of NIITians. NIIT and its authorized entities/individuals may collect and maintain personal information about NIITians such as, employment, medical, educational, family, travel, and financial data and other personal history as required. NIIT will maintain the confidentiality of such information about former and current NIITians; access to such information will be restricted only to people who are in need, or authorized to seek that information.

NIITians who have access to personal information have the additional responsibility of ensuring the confidentiality of all such information. The disclosure of such information has to be made only in accordance with NIIT policies, and/or where there is a genuine business or legal requirement to do so. Personal information of NIITians is secured with a number of controls, including technical and organizational security measures.

This privacy protection does not apply to an NIITian's own personal information stored by himself/herself on NIIT devices or in office files. NIIT also has the right to monitor an NIITian's use of his/her equipment and systems—telephones, e-mails, Internet, computers, fax machines, etc. This applies to all NIIT-owned devices in the workplace and other locations. Data protection and awareness training programs are provided to keep NIITians abreast of relevant legislation and guidance regarding the processing of personal information.

Workplace harassment

NIIT is committed to provide a workplace that is respectful to all NIITians and free from all forms of harassment. NIIT expects relationships in the work environment to be business-like and free from any type of bias, prejudice, and harassment. While communicating with colleagues, vendors,

and customers, irrespective of the mode, NIITians shall do so with respect and not compromise the dignity of fellow NIITians.

At official get-togethers or off-sites, NIITians shall maintain decorum and demonstrate positive regard for other NIITians. 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 guesthouse.

NIIT does not permit inappropriate actions, comments, physical contact, sexual advances, or any illegal conduct that is intimidating, hostile, or offensive. NIITians must refrain from any kind of harassment including physical, verbal, textual, graphic, or psychological. All NIITians are required to demonstrate respect and positive regard toward their colleagues in all interactions including in adverse situations. Any act of harassment will be deemed as violation of this Code. The levels of escalation in case of any workplace harassment have been detailed in this document.

Additionally, in the case of sexual harassment, NIIT has zero tolerance. Any complaints in this regard may be brought to the notice of care4women@Niit.com or the HR representative or the Internal Complaints Committee, and a fair process of investigation shall be conducted in line with the sexual harassment policy and suitable actions taken.

Inhumane disciplinary practices

NIITians shall not engage in or tolerate the use of corporal punishment, torture, or verbal abuse of fellow NIITians. No harsh or inhumane treatment is allowed to be meted out to any NIITian. Positive regard is a core value at NIIT. NIIT does not allow disrespectful behavior at the workplace or during interactions among NIITians.

Health, workplace safety, and environment

NIITians shall adhere to the safety norms specified for the workplace and familiarize themselves about procedures such as emergency preparedness and response, including evacuation. NIITians are prohibited from bringing any sort of weapons to the workplace. NIIT is committed to a violence-free environment and will not tolerate violence or threats of violence at the workplace.

NIIT strives to provide a safe and healthy working environment, and it complies with all regulations regarding the protection of the environment and the prevention of pollution of the place in the conduct of its business affairs. NIIT is committed to prevent the wasteful use of natural resources and any hazardous impact of the development, production, use, and disposal of any of its products and services on the ecological environment.

Drugs and alcohol

Other than medicines, NIIT prohibits the consumption, use, sale, purchase, transfer, or possession of alcohol or prohibited narcotic substances while at the workplace. NIITians are strictly prohibited from being under the influence of alcohol and controlled/narcotic substances while at work.

NIITians must also follow the corresponding 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 in that country.

Equal opportunity

NIIT promotes “Diversity and Inclusion” as an organization. It strives to provide equal opportunities to all NIITians purely based on merit and the ability to perform a role fully, in all matters of employment, irrespective of race, caste, religion, color, ancestry, marital status, gender, age, nationality, disability, socioeconomic status, ex-serviceman status, and maternity and post-maternity cases. When recruiting, developing, and promoting employees, NIIT’s decisions will be based solely on performance, merit, competence, and potential.

NIIT ensures that individuals with disabilities enjoy identical rights to equality, life with dignity, and respect for integrity. NIIT abides with the provisions of the Rights of Persons with Disabilities Act, 2016 and rules framed thereunder.

NIITians can communicate freely with their superiors regarding their working conditions, compensation, promotion, defense of occupational interests, etc., without the fear of reprisals, intimidation, or harassment. An online platform called “HR ASSIST” is available on iNIITian, the staff portal, to elicit feedback, address concerns, and resolve issues.

CONFLICTS OF INTEREST

Every NIITian shall always act in the interest of NIIT and ensure that any business or personal association, including close personal relationships which they may have, does not create any conflict of interest with their roles and duties at NIIT or the operations of NIIT.

Interest in other businesses

An NIITian shall not engage in any business, relationship, or activity that might conflict with the interest of NIIT. It is also incumbent upon all NIITians to make a full disclosure of any interest that the NIITian may have in a company, which is a supplier, a customer, a distributor, or if there are any other business dealings with NIIT. Business opportunities discovered through the NIITians’ work belong first to NIIT, except otherwise agreed to by NIIT.

Should any actual or potential conflicts of interest arise, the concerned NIITian must immediately report such conflicts and seek approvals as required by the related policy of NIIT. If unclear, the matter should be brought up to the CEO or the HR Head. The competent authority shall revert to the NIITian within a reasonable period, to enable the NIITian to take necessary action as advised to resolve the matter.

Some instances wherein a conflict of interest, actual or potential, may arise are when:

- NIITians engage in a business, a relationship, or an activity with anyone who is party to a transaction with the Company; or

- An 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, internal or external; or
- An independent judgment of NIIT's best interest cannot be exercised, for example, while dealing with a firm in which an employee or a relative is the Owner or while recruiting a known person and being a part of the selection process.

If an NIITian intends to accept a position in an institution or organization, even if it is an honorary one, the NIITian needs to seek prior approval from NIIT through the HR function.

Notwithstanding that such or other instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested NIITians (including Directors, CEO, direct reports of Executive Directors/CEO and Senior Management Personnel, and Functional Heads) shall be made to the NIIT's Compliance Officer. NIITians shall also follow other statutory codes, policies, and guidelines, as applicable to them and provide confirmation on the same. The independent directors shall also follow the Code for independent directors as required statutorily, viz., as per the Companies Act and the LODR of SEBI.

Concurrent employment

Concurrent employment is not permitted while being engaged with NIIT as an NIITian, or for that purpose, in any manner that is akin to delivering full-time personal services to NIIT. Taking up employment, accepting a position of responsibility, or running a business outside employment with NIIT, in one's own time, with or without remuneration, could interfere with one's ability to work effectively or create conflicts of interest. Further, any such activity should not be undertaken with any customer, partner, supplier, distributor, or competitor of NIIT.

NIITians intending to associate or who are associated in any such way prior to employment must notify and seek prior approval for any such activity. Specifically, an NIITian shall not work with more than one organization during the time of employment with NIIT or during the notice period.

COMPLIANCE WITH LAWS, RULES, AND REGULATIONS

All NIITians shall, in their business conduct, comply with all applicable laws and regulations in all the territories in which they operate. Laws of the land are supreme, and NIITians found in violation will face appropriate actions by law enforcement authorities.

If the ethical and professional standards set out in the applicable laws and regulations are less stringent than that of this Code, then the standards of this Code shall prevail. NIIT and NIITians shall adhere to high ethical and legal standards of business practices.

Financial reporting and records

NIIT prepares and maintains 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. NIITians shall not make any willful omissions or material misrepresentation that would

compromise the integrity of NIIT's records, internal or external communications and reports, including the financial statements. NIITians, including Directors, shall seek proper authorization before disclosing any Company- or business-related information to any third party.

NIIT is committed to enhance shareholder value in compliance 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.

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 must always protect and hold the confidentiality of NIIT's proprietary information, trade secret, products, architectures, source codes, project plans, names and list of customers, and names and information of fellow NIITians. NIITians shall not use or distribute information that is not available to the investing public, and therefore constitutes insider information for making or giving advice on investment decisions on the securities of NIIT.

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 revaluation
- Investment decisions and plans
- Restructuring plans
- Major supply and delivery agreements
- Raising finances

Cooperation among NIIT and related companies/entities (NIIT Group)

NIIT shall cooperate and collaborate with other NIIT Group entities by sharing physical, human, and management resources as long as this does not adversely affect its business interests and shareholder value; and in case of financial arrangements, the necessary approvals are in place.

Anti-money laundering

Money laundering legislations criminalize money laundering in respect of all crimes including drug trafficking, terrorism, theft, tax evasion, fraud, handling of stolen goods, counterfeiting, and blackmail. It is an offence to undertake or facilitate transactions with individuals and entities involved in such criminal activities. NIITians must exercise requisite care in selecting those with whom NIIT conducts business: vendors, clients, and potential employees. While conducting its

business, NIIT shall reasonably adhere to the processes in place for checking the credit and character of its vendors and customers. NIIT shall ensure that NIIT does not do business with drug traffickers, money launderers, and other criminals.

NIIT is fully aware that no customer relationship is worth compromising its commitment to combating money laundering. NIIT shall remain compliant with all relevant anti-money laundering legislation and assist law enforcement agencies in identifying and tracking down money launderers where relevant.

RELATIONSHIPS WITH CLIENTS, COMPETITORS, VENDORS AND FOR GOVERNMENT CONTRACTS

NIIT is committed to supply goods and services of the highest quality and standards, backed by efficient after-sales service consistent with the requirements of the customers to ensure their total satisfaction. NIITians shall deal in a manner that creates value for the customers and builds a relationship based upon trust and goodwill. All NIITians, agents, and contractors must act to preserve such goodwill and enhance the Company's reputation.

Clients

NIIT prides itself on serving its clients with respect and dignity. All NIITians are required to put in their best efforts when working with a client or at a client location. NIIT expects 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 must keep all client information confidential, maintaining integrity and high ethical standards at all times. NIITians shall respect all client site rules and security requirements at all times.

Competition

NIIT shall make every effort for the establishment and support of a competitive, open market economy and shall cooperate in the efforts to promote liberalization of trade and investment. Violations of this principle, which include colluding for price fixations, forming a cartel, territory sharing, or otherwise forming practices that are restrictive and create unfair trade practices, shall not be indulged by NIITians.

NIIT's commitment to fairness includes respecting the rights of its competitors and abiding by all applicable laws as a lawful competitor. Therefore, to help ensure the integrity of a competitive marketplace, NIITians must respect the competition.

NIITians shall take care to ensure that NIIT does not either procure or use the information, material, products, intellectual property, or proprietary/confidential information of anyone, including suppliers, customers, business partners, or competitors, unlawfully.

Vendors

NIIT shall observe all contracts and agreements, with its vendors. NIIT shall strive to obtain the maximum value for each unit of expenditure and be truthful, objective, and cautious while committing Company resources. The Company's vendors make significant contributions to its

success. NIIT strives to create an environment where its suppliers are confident that they shall be treated with respect. NIIT selects its significant suppliers or enters into significant supplier agreements through a competitive bid process wherever possible. NIIT and NIITians shall not give preference based on person, gender, religion, or any other factor, but instead provide competitive opportunities to all qualifying vendors to bid for NIIT business.

NIITians shall not use their position to influence a vendor to employ, provide financial assistance, or do any other favor to any of the NIITian's family members or acquaintances in any form. Each time an NIITian enters into a business transaction on behalf of the organization, the NIITian needs to get adequate documentation and approvals within the organization. In case of doubt, the NIITian can contact the Head of the Commercial Services Organization or the Head of the Financial Services Organization. All contracts need the approval of the Legal Services Organization. All contracts must be in writing with the relevant terms and not be "simply on e-mail" or "verbal agreements."

Government contracts

NIIT shall ensure that the disclosures it makes in reports and documents that it submits to various governments and statutory authorities and in other public communications are full, fair, accurate, timely, and understandable. NIIT shall engage with the government and regulators in a constructive manner in order to promote good governance. NIIT shall conduct its interactions in a manner consistent with the Code and never impede, obstruct, or improperly influence the conclusions of or affect the integrity/availability of data/documents for any government review or investigation.

NIITians shall not attempt to influence government employees in any manner other than what is agreed in the contractual arrangements with the government. Principles for preventing corruption shall be strictly followed by all who interact with government officials, particularly with respect to gifts and entertainment.

Gifts and donations

Under any circumstance, NIITians as well as agents and contractors of NIIT shall not under any circumstance, receive, offer, make any illegal payments directly or indirectly and also promise to pay remuneration, gifts, donations, or comparable benefits that are intended to or perceived to influence any business decision. They shall not grant uncompetitive favors for the conduct of NIIT's business. NIITians shall take all actions necessary to avoid any commitment of fraud and to deny all opportunities for the commitment of any fraud.

NIITians shall not accept any personal gifts or gratuities offered directly or to any family member on any occasion from customers and vendors. However, NIITians may accept and offer inexpensive souvenirs, 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 tests of being not material or significant and must be disclosed and, where necessary, approved by an authorized NIITian for the said purpose.

NIIT AND SOCIETY

When representing NIIT, NIITians shall act with professionalism, honesty, and integrity and conform to the highest moral and ethical standards. Additionally, in all the countries that NIIT operates in, NIITians shall exhibit culturally appropriate behavior. NIIT shall have no concern about the conduct of NIITians *outside* the work environment, unless such conduct impairs their work performance, creates conflicts of interest, or adversely affects NIIT's reputation or business interests.

NIITians and those representing NIIT, including agents and intermediaries, shall not, directly or indirectly, offer or receive any illegal/improper payments or comparable benefits that are intended or perceived to obtain undue favors for the conduct of NIIT's business. NIIT has a clear and fair disciplinary procedure for such situations, which necessarily includes an employee's right to be heard.

Professional bodies

NIIT recognizes that NIITians may be interested in joining professional associations or involving themselves in social development activities in their personal capacities, provided such activities do not create an actual or a potential conflict with the interests of the Company. If an NIITian is invited for any public speaking engagements or forums, the NIITian needs to take prior approval from his/her reporting manager at NIIT. An NIITian shall not misuse his/her position at NIIT for private gain. NIITians must notify their Business/Functional Head and the HR Head in writing and seek prior approval for any such activity.

Political affiliation

NIIT does not endorse any particular political thought or ideology. NIITians shall conduct themselves to preclude any activity that could be interpreted as mutual dependence or favor with any political body or person.

NIIT is committed to and supports a functioning democratic constitution and system with a transparent and fair electoral system in India. NIIT does not offer or give any company funds, property, or other resources as donations to any specific political party, candidate, or campaign. However, it shall fully comply with all local, state, and federal or foreign rules and regulations regarding contribution to humanitarian causes.

Community impact

NIIT provides a larger platform for NIITians to contribute to social causes and opportunities to be "a responsible citizen" through the special "iGive" framework. iGive provides an opportunity to all NIITians to make an impact and change young lives by associating with NIIT Foundation, a not-for-profit setup to champion the cause of the underprivileged members of society. NIIT Foundation makes critical interventions through various programs to upgrade the skill base and employability of marginalized youth in urban slums and rural areas. NIITians can provide time and expertise to train students, help mobilize resources, enroll NGOs into the accreditation programs, sponsor the costs of children and youth getting education at NIIT Foundation, and contribute to other various social causes through the Foundation.

Dealing with media

NIIT values its relationships 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 NIIT's Corporate Communications and Marketing Organization (CMO). All statements or responses to inquiries from the media should be coordinated through CMO only. NIITians who are asked for a statement from a member of the media shall refer the request of the media representative to CMO. Unless expressly authorized, no NIITian shall make statements to any media.

Use of social media

Having any external communication in a social media platform such as Facebook and Twitter is a serious matter and must be carefully managed. Any information put out with reference to NIIT should be mindful of confidentiality requirements. For example, client names, logos, awards, information about clients, agreement details, and specific performance data should not be revealed. Sharing the photographs of colleagues and references to them should also be handled carefully, with certainty that such actions will not cause any harm.

Any personal messages by NIITians should not violate any employment contract requirement, Code of Conduct requirement, and undertakings that NIIT may have given to other parties including clients and customers. While using social media, particularly blogs or social networking sites, each NIITian shall exercise great caution while talking about NIIT or its businesses, even if expressing a personal opinion.

ADMINISTERING THE NCOC

Every NIITian has a duty to adhere to this Code and all existing policies and procedures of NIIT and to report any suspected violations in the Code. NIITians must adhere to the letter and spirit of the Code. It is reiterated that this Code is not intended to be totally comprehensive, and NIIT relies on its NIITians and representatives to exercise discretion and engage in ethical conduct consistent with this Code.

Other key documents NIITians must refer to are:

- Vision and Values
- Policies and Guidelines (available on iNIITian)

Responsibilities of all NIITians under this Code

The NCOC shall be considered as an integral part of all contracts including, but not limited to, the employment contract that NIITians enter with NIIT. NIITians must adhere to the NCOC and demonstrate to fellow NIITians, customers, and community members that they are responsible members of the NIIT family. For clarifying any doubt or unclear interpretation of the Company policies, NIITians should consult with the department that created that policy to confirm the correct meaning. In case of difficulty, "HR ASSIST" should be contacted.

NIITians shall not misuse their functional or positional role to misinform or misinterpret the NCOC, rules, and regulations or policies of NIIT.

Responsibilities of managers and supervisors

Those NIITians who are in the managerial and leadership positions have an added responsibility of ensuring adherence to high ethical standards by acting as role models. They shall demonstrate their commitment to the ethical standards set out in this Code through their own behavior and by establishing appropriate processes within their team.

Reporting a violation

The NCOC can be implemented effectively only if each NIITian practices and supports it.

NIITians shall report any violation or risk of violation of Company rules and policies or the NCOC to their immediate reporting manager. The levels of escalation for such instances are covered in this document. This escalation can be done without fear of retribution. Regardless of who the NIITian contacts, they can be confident that they are doing the right thing by raising a concern and that the concern will be handled promptly and appropriately.

Levels of escalation

If NIITians have a concern or an issue highlighting the possible violation of the NCOC, they are urged to bring it to the notice of the following and seek advice and redress:

- First-level reporting manager
- Second-level reporting manager
- Business HR nominee
- Department/Location Head
- IBU (Independent Business Unit) Head/ Practice Heads or equivalent role holders
- Business Group Heads or equivalent role holders
- HR Head
- CEO

Compliance with the NCOC

NIIT shall strive to deal with concerns that are raised or cases reported in good faith with due diligence with regard to the NCOC. NIIT will investigate the reports of misconduct thoroughly, disclosing information only to those who need it to resolve the issue. NIIT will not retaliate or permit retaliation against anyone who makes a good faith report about possible misconduct or legal violations or assists in an investigation of misconduct or legal violation.

NIITians who violate the NCOC shall be subject to disciplinary action, including criminal or civil liability as applicable, up to and including termination. In some cases, the Company may have a legal or an ethical obligation to report violations of the NCOC to appropriate enforcement authorities. Disciplinary action may also be taken for authorizing or participating in a violation,

knowingly failing to report a violation or suspected violation, refusing to cooperate with the investigation of a suspected violation, and retaliating against an individual who reported a suspected violation in good faith.

Enhancement of the NCOC

NIITians are welcome to send their suggestions for improvement of this Code and/or innovations to implement this Code better. Such communications may be sent either to HR ASSIST on iNIITian or directly to the HR Head.