

Policy Created Date: 31- Dec- 2018	Last Policy Updated Date: 31-Dec - 2018
Policy Name: Code of Conduct	Policy Code: P013

Code of Conduct Policy

Objective:

The aim of the Code of Conduct is to provide information concerning important areas of responsibility and thus to ensure that employees of the Company act legitimately and responsibly in their respective working environment at all times. The Code of Conduct Acts a perpetual reminder of organizations accountability to build interpersonal relations based on Integrity, Honesty, Transparency and Dignity of various internal & external stakeholders.

Scope:

This policy includes all employees of Vision India Services Pvt. Ltd including all offices.

Code of Conduct Policies:

1. Employee Ethics

Vision India is committed to the highest ethical standards and to compliance with all applicable laws and regulations. It is the obligation of our employees to:

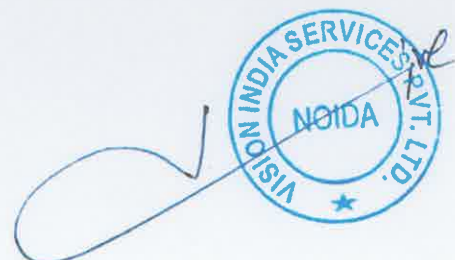
- 1.1. Conduct themselves honestly and ethically
- 1.2. Avoid conflicts of interest, and disclose to their immediate superiors any relationship that appears to constitute a conflict of interest
- 1.3. Comply with applicable governmental laws, rules and regulations

2. Whistle Blower Policy

Employees are responsible for reporting in good faith to the Company, any circumstances that the employee believes may constitute a violation of this Code of Ethics. Employees should report suspected violations to the immediate supervisor, or Vertical Head/Director/CEO/Head of Human Resources, who will investigate these matters. There will be no action taken against the employee for good faith reporting of suspected policy violations; however, the employee will not be protected from possible disciplinary action if the report is in bad faith or the employee has otherwise engaged in misconduct.

3. Ethical Business Practices

The Company requires that the employees maintain lawful and ethical business practices at all times by being fair and transparent in all dealings by inculcating & practicing a culture of "Commitment, Trust, and Voluntary Cooperation are not merely attitudes or behaviours, they are intangible Capital...!!".



Examples of certain prohibited activities are set forth below. These examples are intended to highlight some prohibited practices, but they do not address every kind of prohibited practice:

3.1. **Bribery** – Use of company funds or property for illegal, purposes is prohibited

3.2. Gifts and Entertainment

3.2.1. Employees and members of their family must not solicit nor accept loans, fees, services, or monetary gifts of any kind from suppliers, customers, or others dealing with the Company

3.2.2. They may accept unsolicited non-monetary gifts or entertainment which conform to customary business practices and are not of significant value. Should an employee accept such gifts or entertainment, they must not offer any special privileges or treatment

4. Conflicts of Interest and Outside Associations/ Activities

Employees have a duty to disclose to immediate superiors, any business, financial, or other professional relationships that might conflict with the Company's interests or impair or influence their ability to discharge their duties.

There are potential conflicts of interest inherent in certain situations such as when:

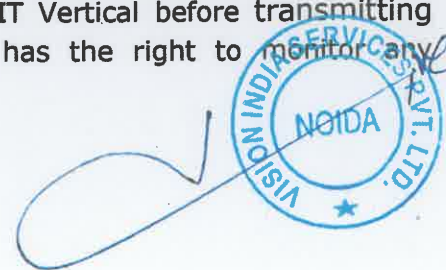
- 4.1. An employee or a member of employee's family has a direct or indirect financial interest in, or obligation to, an actual or potential competitor, supplier, or customer
- 4.2. Employees conduct business on behalf of the Company with a supplier or customer in which a relative of the employee is a representative, officer or director
- 4.3. Employees acquire real property, leaseholds, patents, or other property or rights in which the Company has, or employees have reason to believe that the Company is likely to have, an interest

5. Privacy

- 5.1. The Company is committed to protect the integrity and privacy of personal data and other private information related to individuals coming into the possession of it or its' employees
- 5.2. All employees are expected to comply with privacy requirements appropriately
- 5.3. Each designated employee is responsible for developing procedures governing the proper collection, storage and use of official data

6. E-Mail/Internet Policy:

All Company supplied computer systems, including computer hardware and software programs, and Company related proprietary, confidential, or privileged information, are the property of the Company and not the employee's. These systems, including the Internet and Email, should be used for Company business only and should not be used to transmit unsecured Company-related proprietary, confidential, or privileged information outside the Company, without proper business purpose and appropriate security measures. If employees have any questions concerning the sensitivity, confidential classification, and/or protection of Company information, they should first speak to Head Human Resource and In-charge of IT Vertical before transmitting information outside the Company. The Company has the right to monitor any employee's Email and Internet usage.



7. Sexual Harassment:

The Company is committed to maintaining a professional work environment and strongly disapproves of all forms of sexual harassment. Employees who believe they have been subjected to sexual harassment or who have witnessed sexual harassment should report such incidents to their supervisors, Vertical Head, or Human Resources. If an employee is uncomfortable reporting the incident to designated authorities, he or she should contact any other officer of the Company, who shall appropriately communicate the same to the designated authorities.

8. Cooperating with Government Authorities:

It is the policy of the Company to cooperate with governmental investigations or inquiries. Accordingly, if employees reasonably believe that a government investigation or inquiry is in progress, they should communicate that information immediately to the concerned authorities.

Employee should never:

- 8.1. Destroy or alter any Company documents in anticipation of a request for those documents from any government agency or judicial authority
- 8.2. Make any false or misleading statements to any governmental investigator during an investigation
- 8.3. Attempt to cause any other Company employee or any other person to fail to provide information to a government investigator, or to provide false or misleading information

9. During & Post Employment Tenure:

- 8.1. All employees are required to devote themselves exclusively to the company's business and during their employment with the Company, no employee should be engaged in any trade, business or profession, either directly or indirectly other than that of the Company unless permitted by the Company in writing to do so
- 8.2. During the employment with the Company or after termination of such employment no employee should divulge to anyone any information, relating to the Company's business or the business of any of the Company's subsidiaries or associated Companies
- 8.3. If, during the employment with the Company, employees either wholly or partly discover, invent and/or make improvements in plants, machinery, process or other things used or may be used in the production or business of the Company, the same will be deemed to have been made, invented, suggested or acquired on behalf of and for the benefit of the Company alone and all rights, privileges and titles will rest only with the Company
- 8.4. Use of alcohol, tobacco/tobacco products leaves, etc, is prohibited in the company premises.



10. Assignment Of Intellectual Property Rights:

You are employed by the Company on the express understanding that all services provided by you whether at the Company site(s) or on deputation, are being done on behalf of the Company or its clients. Consequently, any and all intellectual property rights (including but not limited to patents, copyrights, trademarks, etc.) arising therein, shall be owned exclusively by the Company or its clients to whom you may be providing the services on deputation. In this regard, it shall be deemed that you have provided your consent for the assignment of any and all intellectual property rights developed either solely by you or jointly with the Company or its clients exclusively and solely either in favor of the Company or its clients and you shall do all such acts as may be necessary to ensure that the ownership of all such intellectual property rights vests solely with the Company or its clients, as the case may be.

NON-DISCLOSURE/CONFIDENTIALITY

The protection of confidential business information and trade secrets is vital to the interests of the company, which shall be protected by every employee. Such confidential information includes, but is not limited to, the following examples:

- Compensation data
- Financial information
- Marketing strategies
- Pending projects and proposals
- Proprietary production processes
- Personnel/Payroll records
- Conversations between any persons associated with the company.

All employees are required to sign a non-disclosure agreement as a condition/corollary of their employment with the company.

Employees who improperly use or disclose trade secrets or confidential business information will be subject to disciplinary action, including termination of employment and legal action, even if they do not actually benefit from the disclosed information.

If any employee commits breach of any of the conditions as laid by the company or guilty of misconduct or conduct themselves in a manner which would bring the Company or its employees into disrepute or if they borrow money from any of the customers of the Company or from anyone trading with the Company, they will be discharged immediately without notice or salary in lieu thereof and in such cases they will have no claim on the Company whatsoever.

Declaration: I, hereby, undertake to abide all the 'Code of Conduct' & 'Non-Disclosure/Confidentiality' policy and any changes, if takes place in future.

Employee Name:

Signature:

Date:

