

Code of Conduct

Prepared By



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Document Name	Code of Conduct _Document 1.0	Version	1.0
Author	Nipun Net Solutions Pvt. Ltd.	Date	23-02-2024

Document Control Information:

Ver. No	Date	Description	Reviewed By
1.0	23-02-2024	Code of Conduct _Document 1.0	Nipun

Table of Contents

1	Workplace Conduct	4
	1.2 RESPONSIBILITIES AND OBLIGATION TO ACT	4
	1.3 Compliance with the Law of the Land and Regulations	4
	1.3.1 Summary of Indian Laws in consideration	4
	1.3.2 Other International Laws.....	5
	1.4 Equal Opportunity	5
	1.5 Workplace Civility.....	5
	1.6 Health and Safety	5
	1.7 Business Records.....	6
	1.8 Licensing and Copyright.....	6
	1.9 Outside Employment	6
	1.10 Corrupt Actions.....	6
	1.11 Expenses.....	7
	1.12 Avoiding Conflicts of Interest.....	7
	1.13 Political Contributions and Activities	7
	1.14 Gifts	8
	1.15 Business Integrity.....	8
	1.16 Anti-corruption Laws	8
	1.17 Relations with Contractors and Vendors	9
2	Environmental Laws.....	10
	2.1 REPORTING CONCERNS.....	10

1 Workplace Conduct

Nipun success depends on its employees. It depends on dedicated, service-oriented people who innovate and are committed to growing our business responsibly while helping customers and partners, and who are accountable for achieving challenging goals with unwavering integrity. People who are leaders, who appreciate that to be truly great, we must continually strive to better ourselves, and help others improve.

1.2 RESPONSIBILITIES AND OBLIGATION TO ACT

We expect you to:

Follow the Code. Comply with the spirit of Nipun Code of Conduct.

Speak Up. If you become aware of any violation of the Nipun' Code of Conduct, Business Partner Code of Conduct, or other Nipun policies, or legal or regulatory requirements, you must notify your manager, Human Resources, whistleblower hotline.

Failure to comply with our policies —or failure to report a violation—may result in disciplinary action, up to and including termination.

Use good judgment and ask questions. If you have questions or are uncertain how to proceed, discuss it with your manager, Human Resources.

1.3 Compliance with the Law of the Land and Regulations

Obedying the Law is a fundamental requirement for Every Citizen.

Organizations/conventions some examples of the international laws and organizations/conventions with anti-corruption Ethics and Compliance of Business Policies, including but not limited to the ones listed below:

1.3.1 Summary of Indian Laws in consideration

The Indian Penal Code, 1860

The Prevention of Corruption (Amendment) Act, 2018

The Integrity Pacts propounded by the office of the Central Chief Vigilance Commissioner and which Integrity Packs forms part of the Bids/ Tenders of Public Sector Enterprises in India.

Prevention of Money Laundering Act, 2002 The Benami Transaction (Prohibition) Act, 1988.

The Whistle Blowers Protection Act, 2011.

The Lokpal and Lokayukta Act, 2013

Any other laws and regulation(s) being applicable or required due to the nature of the transaction with the third party (ies) as amended and re – enacted from time to time.

1.3.2 Other International Laws

United States Foreign Corrupt Practices Act (FCPA)

United Kingdom Bribery Act 2010 (UKBA)

United Nations Convention Against Corruption

All Employees and Directors must respect and comply with the Law of the Land , whether or not addressed in the CODE of Conduct .One must practice due diligence and do the right thing. Although you are not expected to know details of Each of these Laws.

1.4 Equal Opportunity

Nipun hires, employs, manages, trains, promotes, and compensates individuals based on merit, Qualifications, and abilities.

Nipun is committed to providing equal opportunity without regard to race, color, religion, gender, age, marital status, or any other classification protected under applicable federal, state, or local law.

1.5 Workplace Civility

One of the fundamental values of the Company is the equal and fair treatment of all employees irrespective of race, religion, sex, sexual orientation, disability or other such criteria.

Any discrimination, bullying or harassment, based on such criteria will be viewed very seriously and, would not be tolerated, resulting in severe disciplinary action and/or dismissal. Prohibited conduct includes, but is not limited to, the making of unwelcome sexual advances or engaging in any other prohibited conduct that interferes with an individual's work performance, or creates an intimidating, hostile, or offensive work environment.

You should report any instance of unlawful harassment. Such reports will be investigated as described in the Sexual and Other Unlawful Harassment Policy.

1.6 Health and Safety

Nipun is committed to providing employees with a safe and healthy work environment.

All employees have a responsibility for maintaining the health and safety of the work environment by following environmental, safety and health rules and practices, and for reporting accidents, injuries, and unsafe equipment, practices, or conditions.

All employees must comply with all health and safety protocols issued by the Company and other health and safety matters.

All employees are expected to perform their work in a safe manner, free from the influence of alcohol, illegal drugs or controlled substances, in accordance with our Drug-Free and Alcohol-Free Workplace policy.

1.7 Business Records

Customers, suppliers, and government agencies rely upon the integrity of our business records. All business records, such as timecards, purchase orders, invoices, expense reports, certifications and financial records must accurately reflect the transactions of the Company in accordance with all applicable requirements. We will not create or permit misleading entries to be made in the records of the Company under any circumstances.

1.8 Licensing and Copyright

Nipun respects international copyright conventions. Unauthorized copies of software must not, therefore, be made or used either on the Company's equipment and / or, on the employees' own equipment, whilst being used for Company-related work.

Confidential and Secret Information

The "employee" acknowledges that in certain areas, "Nipun" and its affiliates have trade secrets or confidential information that he may acquire or have access to, during his tenure. The "employee" agrees that during the term of his/her employment and after his/her termination, the employee shall not reveal to anyone at any time, any such information, which he has acquired in the course of

his/her employment.

1.9 Outside Employment

The "employee" is expected to give complete attention to the job assigned and, follow all instructions relating to the performance of his / her duties. The "employee" shall not participate in any part-time work or carry on a trading or business activity (whether paid or otherwise) on his / her own account or, for other employers without obtaining the Company's prior consent in writing.

1.10 Corrupt Actions

The "employee" will not make or authorize or promise to make any offer, pecuniary payment or gift or anything of value, directly or indirectly, to any "employee", public official or other person or firm employed by or acting for or on behalf of the Government, public agency or public enterprise of any

country or public international organization or any other person, to whom such offer, payment or gift of money or anything of value is prohibited by any applicable law, in order to obtain or retain

business or any other improper advantage.

1.11 Expenses

Employees are entitled to reimbursement for reasonable business-related expenses, but only if those expenses were actually incurred and fall within the parameters detailed within Nipun's Travel and Expense Policy.

Business expense reports must be accurate, include all supporting documentation, and be submitted in a timely manner. Submitting an expense account for expenses not actually incurred, or not

incurred for the stated business purpose, is prohibited.

1.12 Avoiding Conflicts of Interest

A conflict of interest occurs when an employee's personal activities or relationships interfere with his or her objectivity in doing what is best for the company.

Conflicts of interest, in fact or appearance, can also decrease shareholder value and expose Nipun to legal liability and reputational harm. Nipun employees are expected to diligently avoid such conflicts.

Example: Performing work or rendering services for any entity who does, or seeks to do, business with Nipun, or any entity that is, or is likely to be, a competitor of Nipun, without approval of management.

1.13 Political Contributions and Activities

Nipun does not make political contributions to individual candidates or political parties.

No one may use Nipun resources, including work time, Nipun premises, equipment, or funds to support candidates and campaigns. Any proposed political contributions, whether monetary or in-kind, (including lending or donating equipment or technical services), must be approved in advance by Nipun management.

All employees are free to personally participate in political activities, including running for and serving in public positions, and supporting candidates and causes, if they comply with the points below:

Do not represent or imply that they are representing Nipun during any political activity or in any campaign materials including Digital Apps.

Do not make public comments that could be misconstrued as being made on behalf of Nipun, or imply that Nipun is endorsing any legislation, position, issue, or candidate.

1.14 Gifts

Although the exchange of gifts and entertainment can promote a successful working relationship and goodwill, you must follow all applicable laws and Company rules and procedures.

You should assume that any gift given or received will be made public and should not offer or accept any gift that might reasonably be viewed negatively if disclosed. All employees are required to comply with Nipun' Gift Policy, which addresses common gift situations, and provides a reporting tool for employees to report gifts given or received that are not otherwise addressed under the policy.

1.15 Business Integrity

Nipun integrity is a key component of our reputation, trustworthiness, and service.

The people that Nipun conducts business with expect and deserve fair, honest, and respectful information and service. You are responsible for your role in the delivery of that standard of service.

1.16 Anti-corruption Laws

Nipun does not tolerate corruption in connection with any of our businesses, in any geographic location. Corruption can take many forms, but most often occurs through bribery. A bribe is the

offering or giving, or soliciting or receiving, anything of value, including cash, cash equivalents such as gift cards, gifts, meals, travel and entertainment, to any person for the purpose of obtaining or retaining business, or securing an improper advantage.

In particular, you should be aware of, and comply with, the U.S. Foreign Corrupt Practices Act and the

U.K. Bribery Act, as well as all applicable state laws, and the policies of our business partners.

You cannot offer or accept bribes from any individual, regardless of whether that individual is a public official or a private party.

Kickbacks are a type of bribery and occur when a person is offered money or something of value in exchange for providing something to a third party, such as information, a discount, a favor or other business opportunity.

Facilitating payments are another type of bribe, generally used to facilitate or expedite the performance of routine, non-discretionary government action.

Nipun can be held responsible for bribes, kickbacks, and/or facilitating payments made by third parties in connection with Nipun business.

You must follow all Nipun processes and procedures when engaging a third party who will be interacting with the government or public officials on Nipun behalf.

1.17 Relations with Contractors and Vendors

Relations with Contractors and Vendors Relationships with our contractors and vendors are to be managed in a fair and reasonable manner, consistent with applicable laws and ethical business practices. The selection of contractors and vendors will be made on the basis of objective criteria, including quality, technical excellence, price, delivery, adherence to schedules, service and maintenance of adequate sources of supply. Purchasing decisions will be based on the vendor's ability to meet our needs, and not on personal relationships and friendships.

2 Environmental Laws

Nipun complies with all applicable environmental laws, rules and regulations. Employees should strive to use resources appropriately and efficiently and dispose of all waste in accordance with applicable laws, rules, and regulations. All employees are expected to assist Nipun in its efforts to be environmentally conscious.

This includes not only appropriately disposing of all waste in accordance with applicable laws,

rules, and regulations, but also participating in any of Nipun recycling, energy-conservation, and other environmentally friendly initiatives available at your worksite.

2.1 REPORTING CONCERNS

Every employee has a responsibility to promptly report any issue or concern he or she believes, in good faith, may constitute a violation of the Code or any other Nipun Policy. We also encourage all persons to come forward if he or she encounters a situation that “just doesn’t feel right.” Your commitment to take action to share your concerns will help to ensure an ethical workplace for everyone.

You should report suspicions to only those people who absolutely need to know. This protects people from allegations that may not be proven and prevents the possible destruction of evidence.

Nipun will not retaliate – and will not tolerate retaliation – against any individual for reporting a good-faith concern or complaint to a manager, Human Resources, or for participating in the investigation of a concern or complaint. We do not tolerate knowingly false reporting.

End OF Document Dated 23-Feb-2024.

Version: 1.0