



NEWGEN'S CODE OF ETHICS AND BUSINESS CONDUCT

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[Newgen Software Technologies Ltd.](#)

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Revision History			
Release Date (DD-MM-YY)	Revision No.	Changes Summary (Mention Sections Affected)	Approved By (Designation)
1.08.2010	1.0	1. Establishment of policy as Newgen Workplace Conduct, stating guidelines for employee's conduct within the Organization	Diwakar Nigam Managing Director
10.05.2014	2.0	1. Addition of guidelines on focusing on Newgen's Relationship, Business Conduct and devising a process for redressal of violation to Workplace Conduct Policy 2. Nomenclature and format of policy revamped	Diwakar Nigam Managing Director

1. Objective:

- 1.1 The Code of Ethics & Business Conduct established by Newgen Software Technologies is aimed to establish a common platform which sets forth Newgen's standards of ethics and business conduct uniformly across all its associates.
- 1.2 The established Code of Ethics & Business Conduct defines guidelines for each of its employees on the lines of personal conduct within and outside the organization.
- 1.3 These standards shall supplement other policies and guidelines established by Newgen and may go beyond compliance to other laws and regulations.
- 1.4 The Code of Ethics & Business Conduct is further established to reinforce the Newgen's value system and its value proposition extended to all its employees and associates.
- 1.5 The Newgen's Code also describes how an employee should interact with each other, with other companies and individuals, and with the countries, cultures, and governments that make up the world in which we operate.

2. Scope:

- 2.1 The Newgen's Code is applicable to all its personnel employed by or engaged with, to provide services to Newgen, including, but not limited to, Newgen's employees, consultants, temporary employees, workers (including agency workers), casual staff, and independent contractors (for ease of reference throughout this Code, "employees").
- 2.2 Any misconduct, unethical behavior, actual or suspected fraud or violation to the Newgen's Code of Ethics & Business Conduct (Policy Reference No. Ver. 2.0 of HRD/OD/048/01.08.2010 last amended on 10.05.2014) or the Policy on Whistle-blower Mechanism (Reference Number: Ver 2.0 of HRD/OD/062/21.08.2018) or any other misconduct as defined in the Disciplinary Action Policy (Reference No. HRD/OD/043/01.05.2008 amended on 01.04.2014).
- 2.3 The Code of Ethics & Business Conduct is aimed to cover following four areas of influence:

Newgen's Relationships:

Each employee shall assume a responsibility to interact fairly and respectfully with each other within the Organization as well as with its Customers, Partners, Suppliers, Vendors and others

Newgen's Business Conduct:

Each employee shall treat it as an obligation to conduct business with internal as well as external customers fairly with utmost integrity.

Compliance:

Each employee shall ensure to act as a responsible member of corporate organization, and shall abide by the rules, regulations, and policies that apply to its business in letter and spirit.

Enforcement:

Newgen is committed to investigate in an ethical and legal manner and to promote consistent disciplinary action for violations of its policies and its established standards to

conduct business.

3. Abbreviations:

Sr. No	Abbreviation	Description
1.	CoC	Code of Ethics & Business Conduct
2.	HRD	Human Resource Department
3.	CC	Carbon Copy
4.	BCC	Blind Carbon Copy
5.	MB	Mega Bytes
6.	DAC	Disciplinary Action Committee

4. COMPLIANCE:

All employees shall comply with the policies, rules, guidelines and other regulations established by Newgen in order to ensure that its value system and standards of corporate governance is well preserved and adhered to, in all business dealings associated with Newgen. Following standards of conduct must be complied with:

- All employees shall assume personal responsibility to embody and model ethical behavior with internal as well as external customers
- All employees shall comply with all guidelines and practices established by Newgen and honor all laws and regulations as established by appropriate regulatory authorities
- Managers shall promote and support ethical behavior and business practices and maintain an 'open door' policy with regards to employee questions, including those on ethics and on business conduct.
- Managers shall also encourage employee to challenge and report questionable conduct and encourage open, honest and confidential dialogue without retaliation.
- Suppliers and Channel Partners including Consultants and Contractors shall also conduct business with Newgen in legal and ethical manner
- All Management Executives shall assume responsibility to assume by example and to ensure these standards are replicated at each level in their Department.
- Board of Directors are also guided by these standards of conduct, along with other special

responsibilities.

- Report known or potential violations through established channels and cooperate during investigations.

5. Newgen's Relationships:

5.1 Newgen Value System:

Each employee shall comply and imbibe the following set of core values of the Organization, which are treated as essential for the success of its business:

- Product DNA: Leadership through Innovation
- Customer Focus: Customer as a Guide
- Speed: Speed in response and action
- Honesty & Integrity: Walk the Talk
- Newgen as a Family: Newgen as a Caring Organization

5.2 Diversity & Equal Employment Opportunity:

- Newgen is an equal opportunity employer and endeavors to treat all potential candidates and employees equally without regard to their race, religion, sex, color, age, national origin, marital status, pregnancy (including child birth), sexual orientation, medical condition, disability etc.
- Recruitment decisions should be based on the candidate's merits, e.g., education, prior experience and qualifications. This includes the individual's skills, performance, values, leadership and other job-related criteria. All employment-related decisions should be taken without regard to a person's race, sex including pregnancy, color, national or social origin, religion, age, disability, sexual orientation, medical condition, political opinion or any other status protected by applicable law and policy. All references shall be hired only based on merit and shall not be placed in influential hierarchy lineage of the referrer.
- Newgen further provides equal opportunities in employment, upgrading, promotion or transfer, recruitment or recruitment advertising, layoff or termination, wages or other compensation, selection for training, including apprenticeship, pre-apprenticeship, and such opportunities be only treated on the base of merits.
- Newgen will ensure adherence to the laws of the land about employment norms and will not indulge in practices such as employing child labor, bonded labor, etc.

5.3. Harassment Free Work Environment

- Newgen is committed to provide a harassment free work environment to all its associates, irrespective of being associated with it, directly or indirectly through

third party, consultants, vendors, suppliers etc.

- All employees are prohibited from indulging in any kind of harassment, direct, indirect, verbal, non-verbal or physical, which may arise based on age, race, origin, caste, sexual orientation, disability, gender identity, religion or any other protected characteristics.

5.4 Health & Safety for All

Newgen is committed to protect the health and ensure safety of its employees, visitors and the public. All facilities are maintained, and business operations are run in a manner that it shall not induce any operational health hazards

6. Newgen's Business Conduct

6.1 Acceptable Use of Newgen & Client Assets:

- Employees shall take all measures to safeguard all assets of Newgen or its client's assets- both tangible as well as intangible
- All Newgen and client equipments and other information systems shall conform to acceptable norms of use as per policy.
- All assets shall be used only for their legitimated business purpose and shall protect them from any loss or unauthorized usage.

6.2 Internal & External Communications

- Communication systems and any Newgen information shall only be used for business purposes.
- No asset shall be used to create, transmit, store, or display solicitations, messages, images or material for personal use and shall not contain any threatening, misleading, sexually explicit, harassing or demeaning content.
- All mail communications inclusive of confidential information shall be tagged appropriately and must be depicted in subject line.
- Sensitive information shall be labeled as Private, Confidential or Restricted. Information without a label shall be scrutinized and presumed to be sensitive. Adequate level of care shall be exercised to handle such information appropriately.
- All information, verbal or written, shall be disclosed by channels provided by Newgen only for official purpose.
- Newgen sensitive information shall be disclosed to internal customers possessing valid business reasons to access such information
- Newgen sensitive information may be provided to customers, channel partners, suppliers, other business partner or any other external agency only upon approvals from the authorized executives.

6.3 Insider Trading:

- Insider trading (material non-public information) about Newgen, its customers, suppliers or vendors or any other agency with whom Newgen conducts business, is strictly prohibited.
- Any information which may adversely affect Newgen, its stakeholders or its corporate relationship with other agency shall be handled with care and is prohibited from circulation to unintended recipients.
- This Para will be read in conjunction with Newgen's policy on Code of Practices & Procedure for Fair Disclosure and Code of Conduct to Regulate & Monitor Trading, Reference No.: Finance/ PIT Code/ 01, as amended from time to time.

6.4 No Improper Payments, Bribery & Kickbacks

- An employee is restricted from receiving, offering, promising, authorizing, directing or bribing or making payment of money or any other thing of value to improperly obtain business or any other advantage to Newgen by adopting unfair practices.
- Records of any financial bills exchanged with internal or external agencies must be kept in company records and shared with Finance and are susceptible to audits.
- An employee shall also refrain from offering or receiving any facilitation payments or kickbacks made to any government agency or any other organization, in return of a business advantage or favor on behalf of Newgen
- The said Para of the existing policy will now be read in conjunction with Newgen's policy on Anti-Bribery & Anti-Corruption, Ver 1.0 dated 01.07.2014, as amended from time to time.

6.5 Antitrust & Competition:

Newgen prohibits from unlawful restraint of trade and conducts its business with consumers and competitors against unfair business practices, and to promote and protect healthy competition. Some of the practices adopted by Newgen to foster antitrust are:

- Prohibition from making false or misleading representation of Newgen products
- Prohibition from falsely disparaging a competitor or its products
- Prohibition from making unsubstantiated product claims
- Using competitor's trade secrets to draw business benefits etc

6.6 Procurement Integrity:

- All employees associated with procurement in any way shall make purchase decisions based on supplier's technology, responsiveness, delivery capabilities, cost,

performance, financial stability and other characteristics of the product and/ or its supplier.

- An employee shall not indulge in establishing personal benefits or violate ethical business practices during any such contracts for service delivery.
- Documents and financial accounts for such procurements shall be maintained in writing and are auditable by other internal or external sources.
- Newgen restricts its employees from establishing exclusive arrangements, or reciprocal purchase obligations in any supplier relationship without prior approval from concerned authorities and Legal department.
- All employees are prohibited from sham transactions or arrangements that assists in manipulation of revenue or expense recognition
- In case the suppliers are invited to participate in a bidding process, a formal bidding procedure must be laid down and the process must be shared with the potential suppliers in advance. Same information shall b disclosed to all the suppliers participating in the process and equal opportunity shall be given to all.

6.7 Anti-Corruption, Business Gifts & Entertainment:

- No employee shall, on behalf of Newgen, use bribes, kickbacks, or other corrupt practices in conducting business.
- Newgen restricts its employees from offering or accepting, directly or indirectly, anything of value to government or private agencies to obtain or maintain business or for any other advantage to Newgen.
- Employees may provide or accept business amenities from time to time to aid in building legitimate business relationship and may include gift, meal, service, entertainment, reimbursement, favor or any other thing of value.
- However, such amenities shall not be accepted or given to create any undue influence, which may affect the decision of an individual in its business dealings.
- Such restrictions are applicable to amenities given to or received from representatives of current or potential customers, channel partners, suppliers, competitors, or other business partners. Public disclosures of such gifts shall not embarrass Newgen or damage its reputation.
- Any gifts given or received above nominal value on behalf of Newgen shall obtain approval from Group Head-HRD.
- Employees shall not engage in lobbying internal or external authorities to obtain personal benefits or to derive an undue business advantage.

6.8 Willful Blindness

If an employee is found blameworthy of willfully ignoring or neglecting any evidence of corruption or bribery within the department and/or around the employee, an appropriate disciplinary may be initiated against the employee for not exhibiting the true spirit of being a Newgenite and passively encouraging such malpractices within the Organization.

6.9 Blackmailing & Extortions:

An employee shall not engage in any act of blackmailing and extortions with any person, within or outside Newgen. Under limited, exceptional circumstances, if an employee is being blackmailed to an extent of having left with no alternative but to party to any act of bribery or corruption, one may make such facilitation payments. The employee, then shall immediately report the GH or any other members of DAC. The receiver of the information shall document the incident and facilitate in presenting the case to DAC so that the incident is reviewed and accounted for with appropriate authorities.

6.10 Charitable Donations:

As a part of its Corporate Citizenship, Newgen shall involve itself only in charities, donations, support in relief funds or provide sponsorship to sports or cultural activities, which are considered legal and ethical under local laws and is within the corporate governance framework of the Organization

6.11 Drug & Abuse:

An employee, if found under the influence of drugs, including but not limited to alcohol, marijuana or any other substance of abuse shall be immediately sent home and the incident be reported to DAC. The respondent shall be discouraged to resume his assigned duties the next day, unless an inquiry has been established and the case is reviewed and closed by DAC as appropriate.

7. WORKPLACE CONDUCT

7.1 Use of Identity Card:

Employee shall carry the identity card all the time while on duty. The identity card shall be displayed while in premises of Newgen, during the official travel trips, as well as at the Client's site.

7.2 Representing Newgen to outside world:

Each employee during visit to Customer, Client, partner, vendor, supplier, collages for recruitment or attending workshop, training, seminar etc, acts as a brand ambassador for Newgen. Employee shall, thus uphold Newgen values and conduct and represent oneself appropriately.

7.3 Use of Access Card:

- Employee shall carry access card all the time while in Newgen premise and shall use it to enter the assigned territory.
- Access to the assigned workplace area is prohibited if other's card, except with the help from guard and support staff, is used to enter the premise.
- In such circumstances when access card is not available with employee, an entry in the register available with the guard shall be made.
- A temporary card can be arranged if required.

7.4 Meeting Conduct:

- Meetings shall be planned and organized in advance, preferably at least 24 hrs in advance.
- Meeting room shall be booked in advance and assets required to execute meeting such as, VC, Projector etc, shall be arranged in advance.
- Meeting invite shall be sent by the coordinator and shall include details such as agenda of meeting, points of discussion, venue, time slot etc and all the participants must be informed.
- If an employee is unable to attend the meeting due to prior commitments, a mail to this effect shall be sent at the earliest confirming the no availability and/or requesting a revised schedule.
- All participating members shall reach the venue five minutes in advance, without any further reminders for the meeting
- Mobile phones shall be on silent mode during the meeting.
- The meeting coordinator shall record the MOM and circulate it to all the participants and other stakeholders within 24 hrs of concluding the meet.
- No clutter shall be left in the meeting room. All lights and electric appliances shall be switched off while leaving the meeting room.

7.5 Training Participation:

- When a training invitation is sent to the employee, employee shall abide by the same and reach the venue without any further reminders.

- In case an employee is cannot accept the training, invitation or is later unable to attend the training due to other commitments, a mail to this effect shall be sent to the coordinator at the earliest.

7.6 Group Decorum:

- Each employee in the Group shall always assume the responsibility to maintain group decorum.
- Shouting on floor or conversing at high volume is prohibited on floor. One may use telephone extensions or may walk a short distance to interact with the other members of the Group.
- All discussions involving two or more members shall be done in meeting rooms or in library. In certain circumstances when such areas are not available, discussions should be done at low volume to avoid disturbing others.
- All conference calls shall be attended in the meeting rooms only.
- Breaks shall be taken in cafeteria or breakout areas. Others around shall not be disturbed by any act of the employee on break or having low work load.
- Taking occasional breaks is important. However, such breaks shall not be taken in large groups (more than 3 employees together) or for long durations (over ten minutes)
- Personal discussions may be conducted at workplace; however, one shall ensure such meetings be brief and discreet, and shall not disturb or offend others at workplace.
- An employee shall not block the staircase for personal discussion with others or while using mobile phones.
- An employee shall strive to keep all conversations professional, while on duty.
- Employees shall refrain from indulging in gossips and rumors at workplace.
- Workstations shall be kept neat and tidy by the employee. Help from housekeeping staff may be sought, if required.
- Shared areas such as rest rooms, cafeteria and breakout areas shall be used with respect and employees shall refrain from cluttering such common areas.
- Employees under the influence of liquor or any other drug of abuse, are prohibited to enter workplace premises or represent Newgen to any external agency.

7.7 Dress Code:

- Employees shall wear business formals on duty.
- Employees may wear casuals on Fridays, Saturdays and on Holidays. Discretion shall be exercised keeping in mind all appointments with Clients, Customers, and Prospective Customers/Vendors/Employees.

□ **For Men-From Monday to Thursday:**

- All clothes shall be well ironed.
- Full sleeves or half sleeves shirts with collars in conservative colors
- Well fitted Trousers
- Blazers/Sweaters and mufflers may be worn in winters
- Polished leather shoes
- Belt, without flashy buckles
- Clean and dark colored pair of socks
- Business suits in shades of grey, blue, brown or black, coordinated pair of socks, and/or well knotted tie may be worn as formals

□ **For Men-On Fridays, Saturdays and Holidays:**

- Jeans, Khakis or Corduroy Trousers
- Casual Shirts/T-Shirt without offending slogans/prints
- Clean casual shoes or sneakers

□ **For Men- Other points to be considered:**

- Restricted use of jewelry –only a ring be worn. Bracelet or neck-chain is considered restricted, unless mandated by religion.
- Medium sized cuff links and watch may be worn
- Hair shall be short, clean and well groomed with short side buns
- Facial hair be well shaven. Moustache, if any, be kept well trimmed, and above lips, except if mandated by religion
- Nails be kept well manicured

□ **For Women-From Monday to Thursday:**

- Conserved salwar suits, Sarees with limited embroidery, mirror work etc
- Well tailored Trousers with suitable blouses be worn
- Formal dress or Skirt of knee length or below be worn. Slits should not be above knees
- Well tailored Business suits with appropriate blouse
- Blazers, cardigans, sweaters and a pair of socks be worn in winters
- Scarf/Stoles may be worn

□ **For Women-Fridays, Saturdays & Holidays:**

- Jeans with appropriate casual shirts/blouse or leggings with Kurti

□ **For Women-Other points to be considered:**

- Conservative footwear without much bling be worn

- Flats and medium heeled shoes or sandals
 - Limited, simple jewelry in small size be worn
 - Hair must be kept clean and well groomed such that they do not fall on face.
 - Hair, uptill shoulder length may be kept open. Long hair must be tied back in form of buns, pleats etc.
 - Light make up may be applied
 - Bindi in simple designs may be worn.
 - Nails shall be kept well manicured and clean.
- Following things are not considered appropriate at Workplace and be avoided by all men and women:
- Heavy/chunky jewelry is restricted
 - Flamboyant or ostentatious attire
 - Loud makeup, bright or heavy attire
 - Accessories that jingle
 - Sheer or oversized clothing
 - Hats, caps, bandana, headbands etc
 - Worn, crinkled, dirty or frayed clothing
 - Tattoos, if any, must be kept covered
 - Too long, or non-manicured nails
 - Unkept hair, beard etc
 - Deep neck shirts or blouses and spaghetti/tank tops
 - Shirts with lose or missing buttons
 - Multiple piercing on ears
 - Unpolished shoes, open laces, open toes sandals for men and noise making heels for women
 - Low waist pants or jeans
 - Loud or offending prints on clothing
 - Any other aspect of dress code which may be offending and does not represent Newgen's value system may be considered as restricted.

7.8 Business Communication -Email:

Basic points to be kept in mind while using email as mode of business communication:

a Use of To, BCC, CC Fields

- To: Field: Add recipients of mail in to: field whom one intends to respond.
- CC: Field: Add recipients of mail in CC: field who are intended to be informed on the subject
- BCC Field: Add recipients of mail in BCC only if the mail is sent to large set of audience who do not know each other directly in business context to ensure their privacy is maintained. BCC is generally not considered polite and thus a recipient who is expected to know the mail details should preferably be marked in to: field or be forwarded the mail later. BCC: should not be used to secretly loop in additional, unknown recipients.

b. Subject Field:

- Short and precise subject appropriately clarifying the content of the mail body is appropriate
- Use of sentence-case is appropriate
- Subject details should not be left unattended

c. Level of Formality: One should maintain appropriate level of formality on mails as each mail is considered a business notice.

d. Fonts:

- Fonts widely used in business set up should be used in all written business communication. These include Arial, Times New Roman, Cambria, Calibri, Georgia or Vardana
- Font size should be limited to 10 or 12
- Sentence case should be used and capital letters to be avoided as it may sound too loud in business context.
- Refrain from using fancy fonts and multiple font colors. A business email is supposed to look formal and restrained.

e. Salutation:

- Start every email with a greeting. Make sure to use an appropriate salutation.
- Use of 'Dear <Name of Recipient>' is considered appropriate in business context. One may also use 'Hi or Hello <Name of Recipient>'

f. Body of the mail:

- Message should be easy to read and understand
- Use complete sentences, not random unfinished thoughts. Include all necessary details in message to help the recipient understand the point.
- Do not use slang, sms language, specific terms such as "coz", "ain't", "gotta"
- Acronyms or abbreviations which are not widely used in business set should be avoided.
- Keep message brief and to the point. Concentrate on the subject matter.

- Spell-check your message before sending: a message with typos can be treated as unserious or even be ignored.

e. **Use a neutral tone of communication:**

- Refrain from getting too informal
- Avoid use of multiple exclamation mark (!!!) or a question mark (???)
- Avoid using emoticons in business emails; this may look unprofessional
- Don't use sarcasm or irony; they can be misinterpreted easily.
- A rude reply may make the situation even worse. Be thoughtful and polite
- Never forget to include a closing phrase at the end of the message, e.g. Best regards, Sincerely, or Thank you.
- Do not forward email messages without addition of personal comment or a short personal note; otherwise this may sound impolite.
- Before clicking Send, reread email to make sure it is not emotionally charged or impolite.

f. Signatures, email templates and auto-replies:

- Use email signature. Add contact details, at least the extensions provided by Newgen.
- Use the auto-reply feature when on leave. State the name and contact details of the alternate person who may be contact in absence.

g. Other Points to be considered:

- Acknowledgement to all mails must be sent within 24 hrs if one is marked as a recipient in 'To:' field.
- In case time does not permit to share detailed information if requested, send a short notification email stating the availability to attend to the request.
- Attachments beyond 5 MB is restricted
- Sending mail to more than 14 recipients on single mail is restricted
- Make sure the address or addresses in the to: field are those you wish to send your message to.
- Do not overuse the CC: feature as it may clutter the Inboxes of recipients
- Do not use your corporate email account for private communications.
- Do not forward corporate emails to anybody besides company employees, clients, partners or company service providers.
- Do not use an internal corporate mailing list for personal announcements unless permitted to do so.
- Before accusing someone of not replying or ignoring a message, check if the mail has reached Junk folder.

h. Business Communication-Phone/Mobile

- Open discussion with a greeting to ensure the right recipient is on line
- Put phone on silent mode or switch off during meetings, attending trainings or

seminars or other group discussions

- Avoid replying to text messages during the meeting, unless unavoidable.
- If a call is urgent and cannot be postponed till the meeting concludes, other members in the meeting room should be appropriately informed in advance. Attend such calls outside the meeting room.
- Speak at low volume. Maintain civil and pleasant tone.
- Avoid taking calls in areas such as on-floor, where others may be disturbed
- Turn down the ringtone volume when on official duty. Have an appropriate ring tone which may sound professional.
- Seek permission from others on call before putting them on speaker. Inform the person on line of the other members around who may listen to the call. Such discussions must be restricted to meeting rooms.
- Maintain appropriate proximity from others while taking personal calls. Move to an appropriate area to attend such calls.
- If unable to attend to a business call, reply with a txt message stating a convenient time to call back.
- Return all unattended or missed calls and messages within 24 hrs.
- Maintain appropriate conduct on call. Use of offending terms is prohibited on call as much as they are unacceptable during a face to face business communication, and while on duty.
- Do not hang-up a call without proper closure.

8. Enforcement:

Any violation to Newgen's Business Conduct as stated in the scope of the Policy must be reported at whistle-blower.newgen@arthaarbitrage.com. This will be dealt with as per the provisions as mentioned in the Policy on Whistle-blower Mechanism, Reference No.: Ver 2.0 of HRD/OD/062/21.08.2018. The Ethics/Audit Committee, and as empowered vide Policy on Whistle-blower Mechanism, Reference No.: Ver 2.0 of HRD/OD/062/21.08.2018 will deal with all such complaints.

All other rules and terms of this policy remain unchanged. Management reserves the rights to alter/discontinue the policy as it may desire without any prior notice.