

CODE OF CONDUCT

[PRASAR] (herein referred to as “the Organization”) is committed to maintaining the highest degree of ethical conduct among all its associates, and expects all associates to act in a manner consistent with the Core Values of the Organization. The Organization’s Code of Conduct (“hereinafter referred as this Code”) is one of the ways we put Organization’s values into practice. Its built around the recognition that everything we do in connection with our work at Organization will be, and should be, measured against the highest possible standards of ethical operations & conduct. We envision for a world where all children are free, safe, healthy, receive quality education, and have the opportunity to realize their potential.

Who Must Follow Our Code?

We expect all of our employees and Board members to know and follow the Code. Failure to do so can result in disciplinary action, including termination of employment. This shall not preclude Organization from initiating civil and/or criminal action against the concerned associate. Moreover, while the Code is specifically written for Organization’s employees and Board members, we expect members of our extended workforce (temporary, interns, volunteers, vendors, and independent contractors) {collectively referred as “**Associates**”} and others who may be temporarily assigned to perform work or services for Organization to follow the Code in connection with their work for us. We expect all Associates to be guided by; and agree to abide by the letter and the spirit of this Code of Conduct.

It is imperative that an Associate will not indulge in any activity that is against the core principles of the Organization, including engagement of the child for any employment, using the services of an employed child, or trafficked person, etc.

1. Obey the Law

Organization takes its responsibilities to comply with laws and regulations very seriously and each of us is expected to comply with applicable legal requirements and prohibitions. Associates must, at all times adhere to applicable laws and all policies of Organization, as amended from time to time.

2. Equal Opportunity Employment

Organization is an equal employment opportunity employer and strictly prohibits discrimination or harassment on the basis of religion, race, color, caste, gender, ethnic origin, age, nationality, marital status, sexual orientation, mental or physical disability, medical condition, health status, HIV/AIDS status, culture, beliefs and social background or any other characteristics protected by law.

3. Harassment, Discrimination and Bullying

- i. Organization aims to create an environment that is free of harassment and exploitation, and to ensure the same applies with respect to our work with communities and partners.

- ii. Organization explicitly prohibits, and will not tolerate any form of discrimination, harassment, or sexual harassment based on race, ethnicity, religion, caste, creed, national origin, gender, age, sexual orientation, marital status, pregnancy, political beliefs, citizenship status or physical or mental disability. Unwelcome sexual advances or comments of a sexual nature to another staff member, or any other conduct with sexual overtones will not be tolerated. Harassment of any kind is strictly prohibited. If you believe you've been bullied, harassed, or discriminated against by anyone at Organization, we strongly encourage you to immediately report the incident to your immediate supervisor or the Management Committee. Human Resources will promptly and thoroughly investigate any complaints and take appropriate action.

4. Safeguarding Organization's assets

i. Intellectual Property

- a. Organization's intellectual property rights (our trademarks, logos, copyrights, trade secrets, "know-how", and patents) are among our most valuable assets. Unauthorized use can lead to their loss or serious loss of value. You must respect all copyright and other intellectual property laws, including laws governing the fair use of copyrights, trademarks, and brands.
- b. Only authorized Associates may represent Organization in outside avenues, including speaking to the media.

ii. Organization's equipments

Associates shall ensure proper usage of the assets belonging to the Organization. These include tangible assets such as equipment, machinery, systems, facilities, materials, physical assets and Organization's funds etc.

iii. Confidentiality

- a. Confidentiality and integrity of non-public information shall be maintained at all times. All information should be maintained in strict confidence, except when disclosure is authorized by the Organization or, is required by law.
- b. Associates shall not, except as authorized by the Organization or required under the employment contract, use for their own benefit or gain or divulge to any persons, firm, trust, or other entity whatsoever any confidential information belonging to Organization or relating to its work/affairs or dealings which may come to their knowledge during their employment. This restriction shall equally apply after cessation of their employment with Organization and at all times thereafter, failing which Organization shall take necessary legal action against them.

iv. Physical Security

- a. If you are not careful, people may steal your belongings. Always secure your laptop, important equipment, and your personal belongings, even while on Organization's premises. Organization strictly prohibits the following:

- Possessing firearms or other weapons and exhibiting threatening behaviors on Organization's premises;
- Involving in verbal or physical abuses, threatening, intimidating or assaulting a co-worker or non-staff member;
- Using abusive language at Organization's premises or on other areas of work/any activities;
- Engaging in criminal/terrorist activities, not limiting to stealing, destroying, defacing or misusing Organization's property or the property of a coworker or visitor.

5. Drugs and Alcohol

Our position on substance abuse is simple: It is incompatible with the health and safety of our Associates, and we don't permit it. Consumption of alcohol and illegal drugs in our offices or at sponsored events is strictly prohibited. If a manager has reasonable suspicion to believe that an Associate's use of drugs and/or alcohol may adversely affect the Associate's job performance, safety or others in the workplace, the manager may request an alcohol and/or drug screening.

6. Integrity

Associates are expected to conduct themselves with integrity and complying with all applicable laws. The Organization is fully committed to the principle of honesty, integrity and fair play. All Associates should ensure that the operations, hiring, procurement etc, are dealt with in an open, fair and impartial manner.

7. Respect for Individual

Associates must treat each other equally and with respect. The underlying principle is that each person in the Organization is expected to work and create an environment where people are valued as individuals and treated with respect, dignity, fairness, equality and without bias of any nature, thus leaving no room for display of any kind of favoritism.

8. Conflict of Interest

- i. Associates dealing with customers, suppliers, contractors, vendors, competitors or any person doing or seeking to do business with Organization are expected to act in the best interests of the Organization and exclude considerations of direct, indirect or perceived personal preference or advantage.
- ii. Associates should steer clear of any situation, which involves or may involve a conflict between their personal interest and the interest of the Organization.

9. Financial Reporting

- i. Financial integrity and fiscal responsibility are core aspects of professionalism. All transactions of the Organization must be duly recorded so as to permit preparation of clear financial statements in conformity with the applicable accounting principles and laws. No false or misleading entries shall be made in the books & records of the Organization for any reason, and no Associate shall engage in any arrangement that results in such a prohibited act.

- ii. No undisclosed or unrecorded fund/asset be established, or gifts be received on behalf of the Organization for any purpose. No payment on behalf of the Organization (including those by cash) shall be done without adequate supporting documentation or made with the intention or understanding that any part of such payment is to be used for any purpose other than as described by the documents supporting the payment.
- iii. Ensure financial prudence and transparency is maintained in the Organization in all financial transactions, reporting and audits.
- iv. From time to time, the Organization shall publish or inform of policies on financial reporting, disclosure and compliance to reinforce the financial reporting expectations in this Code. All Associates at any level are expected to implement and strictly follow these policies. Any violation, actual or suspected should be reported to the **[Please include Senior management level or the CFO]**.

10. Accepting Gifts, Entertainment, and Other Courtesies

Associates shall neither seek nor accept for themselves or others any gifts, favors, business/work-related courtesies or entertainment without a legitimate business purpose, nor seek or accept loans (other than conventional loans at market rates from lending institutions) from any person or Organization that does, or seeks to work with, or is a competitor of the Organization.

The key determining factor for appropriateness of the gift or hospitality and/or its value would be based on:

- (a) facts and circumstances under which such gift or hospitality is provided;
- (b) gift should have a notional/nominal value;
- (c) giving of the gift must not be perceived as connected with receiving some favor or a favorable decision in near of distance future (quid pro quo);
- (d) any past, pending or future work or administrative matters that are within the recipient's realm of influence; and
- (e) timing and context of such gifting must be considered in order to assess whether any particular gifting could objectively be perceived as bribery.

11. Maintain highest standards of personal and professional conduct

- i. Associates should be truthful and accurate in all communications, records and reporting etc.
- ii. Falsification or unauthorized use or alteration of any document, which in any manner is adverse to the interests of; or detrimental to the Organization is strictly prohibited.
- iii. Insubordination (the act of willfully disobeying your superior/scope of work) is not entertained. Refusing to perform an action that is unethical or illegal is not insubordination; neither is refusing to perform an action that is not within the scope of authority of the person issuing the instructions.

- iv. Associates should ensure adherence to all legal, Organizational health and safety requirements in force at the location of work. Immediately upon its knowledge, they shall bring to the HR's attention any workplace safety or health hazard.
- v. Wearing inappropriate attire given local policies and customs at Organization's premises or its other areas of work/any activities is strictly prohibited.

12. Non-Retaliation

Organization prohibits retaliation against any Associate here at Organization who reports or participates in an investigation of a possible violation of our Code, policies, or the law.

What If I Have a Code-Related Question or Concern?

Organisation promotes a culture of "Speak-up" on matters relating to the Code of Conduct. If you have a question or concern, you can contact your manager, your Human Resources representative or Senior Management. You can also submit a question or raise a concern of a suspected violation of our Code through the Senior management.

DECLARATION

I have fully read and understood the Organization's Code of Conduct and hereby agree to abide by all its provisions, both in letter and spirit.

Name:

Designation:

Department: