NAVA LIMITED
(Formerly Nava Bharat Ventures Ltd.)

Employees Code of Conduct

Purpose:

The Employee Code of Conduct outlines standards of personal and professional conduct that all employees must strive to uphold and behave in an ethical and professional manner at all times. The Code provides a basis for all employees to maintain a working environment that is productive, positive, enjoyable, safe and free from harassment and discrimination. It will also assist us to induct employees into the Nava Group and address any circumstances that may arise conflict with the stated standards and Values.

Scope:

The Employee Code of Conduct provides clear guidelines and standards for the appropriate behavior expected of employees of Nava Limited and its subsidiaries **("Nava / Group / the Company")**.

Policy Statement:

The Code of Conduct is established on the organizational values of Execution Excellence, Partner-of-Choice, Long-term thinking, Caring Culture and Giving. This relies on individuals being responsible for their own professional behavior within the provisions of this code, Nava policies, Statutory provisions and relevant terms & conditions that apply to employees. Where there is doubt as to the application of the Code, or the appropriate course of action to be adopted, employees affected should discuss the matter with their manager. This Code of Conduct provides a framework for appropriate behavior for all Nava employees where they can address ethical issues, wherein employees and management:

a) Conduct themselves towards other employees or colleagues, employee's representatives and their representatives, government authorities and clients;

b) Perform their duties and obligations

c) Fulfill the mission, goals and objectives of Nava; and

d) Practice fairness and equity.

Managers/Supervisors responsibilities:

Managers are responsible and accountable for:

a. Undertaking their duties and behaving in a manner that is consistent with the provisions of the Employee Code of Conduct

b. Informing employees in their teams about the Employee Code of Conduct, relevant policies, procedures and minutes

c. Providing appropriate training and/or performance counselling to ensure the required standard is met.

d. Reporting any departure from Employee Code of Conduct by themselves or others

e. Acting consistently and fairly in dealing with behavior that breaches this code.

f. To provide equal employment opportunities, without any discrimination on the grounds of disability, caste, tribe, race, region, religion, marital status, beliefs, colour or sex and to maintain a work environment that is free from any harassment /discrimination based on the said considerations.

Employee's responsibilities

All employees have a responsibility to:

a) Be personally responsible and accountable for their own performance, behavior and attendance in the workplace.

b) Undertake their duties and behave in a manner that is consistent with the provisions of the Employee Code of Conduct.

c) Report any departure from the Employee Code of Conduct by themselves or others.

d) Comply with Company policies and procedures.

e) Promote a positive, safe and healthy environment in the conduct of their work

Personal conduct

Attendance and punctuality:

i. Employees are expected to be punctual and regular in their attendance.

ii. When an employee is unavoidably absent from work due to sickness or any other reason, the employee should communicate to their manager (or appropriately delegate) promptly (preferably before their normal starting time) and indicate their likely return to work.

iii. Managers may exercise their responsibility to contact employees who have not contacted them directly within a reasonable timeframe to ascertain the reasons for that individual's absence.

iv. Employees wishing to extend their leave must communicate before commencing the leave. If the employee is on leave, they must speak to their immediate manager at least 2 working days before their leave ends.

Dress and Appearance

Nava is well-recognized, respected and projects a particular image to our clients. Employees must therefore ensure that their appearance is neat, clean and appropriate for their particular area of work. A high standard of personal hygiene is expected at all times. Where a uniform is provided, it must be worn in accordance with the Nava requirements. When wearing a uniform to and from work, employees are expected to conduct themselves in a responsible and professional manner. The manager is responsible for determining the dress code appropriate to the environment while the manager can make exceptions for medical purposes.

Personal behavior

Employees are required to undertake their duties in a professional, responsible, conscientious and ethical manner and to act in the best interests of the Company. They are expected to act honestly in all of their duties when dealing with clients, suppliers, contractors and fellow employees.

Natural justice, fairness and equity

When a senior employee is required to investigate complaints against other employees or issues affecting employees, they must act consistently, promptly, and fairly and in a timely manner. The principles of natural justice must be maintained in dealing with each investigation.

Use of facilities and equipment

Employees should take all possible care when using Nava property, goods, intellectual property and services and ensure they are used efficiently, carefully and honestly. Unless permission has been granted by the employee's manager, Nava resources are not to be used for private purposes.

Records management

Employees need to be aware of their record keeping responsibilities and are reminded there is a legal requirement to adhere to proper records management practices and procedures. All employees must therefore ensure that Nava documents are not placed in unofficial or private filing systems but place such documents in official files. Employees must not remove documents from official files. They are controlled records, and must be complete, up-to-date and capable of providing organizational accountability when officially scrutinized. Employees must not damage, dispose of, or in any other manner, interfere with official documents or files. The destruction of records may only take place in accordance with a disposal and retention schedule, which has been approved by the Chief Executive Officer.

Information technology

Employees must not access information which they are not authorised to access or use and must not allow any other person access for any reason. Employees must take all reasonable precautions, including password maintenance and file protection measures to prevent unauthorized access and have an obligation to maintain the security and confidentiality of the information systems over which they have responsibility or control and that are owned or used by agreement.

Privacy and use of personal and official information

Employees have an obligation to ensure that professional information is secured against loss, misuse or unauthorized access, modification or disclosure. Employees have a duty to maintain the confidentiality, integrity and security of official information for which they are responsible.

Acceptance of commissions, gifts or benefits

1. Employees should not accept a gift, secret commission or a benefit from a person or organization outside the Nava if the intent of the gift or the benefit is to induce the employee to waive or reduce requirements or to extend a financial or other benefit to a person or organization outside the Nava to the detriment of the Nava interests.

2. As a general rule, no employee should accept a gift or benefit or any entertainment, if it could be seen as intended or likely to cause that person to:

    - Perform their job in a particular way, which the person would not normally do, or
    - Deviate from the proper or usual course of duty.

3. Employees may accept token gifts or benefits in circumstances approved by the Chief Executive Officer, provided that there is no possibility that the employee might be perceived to be, compromised in the process. Gifts of a nominal value generally used for promotional purposes by the donor, or moderate acts of hospitality may be accepted by employees.

4. The employee must advise their manager of any gifts and benefits they have received as soon as the gift or benefit is received and must not take advantage or seek to take advantage of their position to obtain a benefit, either for themselves or for someone else.

Influence to secure advantage

No employee shall elicit the improper influence or interest of any person to obtain promotion, transfer or other advantage.

Employee/client boundaries

The term 'employee/client boundaries' identifies the importance of the trust inherent in the relationship between employees and their clients however, breaching of employee/client boundaries is going outside the limits of the employee/client relationship, employees are expected to maintain proper boundaries with clients. Employees are expected to make themselves aware of any workplace and/or program-specific policies/guidelines in this area.

Relatives and close friends

A conflict of interest may arise where an employee makes or participates in decisions affecting another person with whom they have a personal relationship (such as a relative, spouse, close friend or personal associate). In cases where a conflict may arise, employees must advise their manager. Wherever possible employees should disqualify themselves from dealing with those persons in such situations.

Personal and professional behavior

Employees should perform the duties associated with their position to the best of their ability, diligently, impartially and conscientiously. In the performance of their duties, employees should:

a) comply with legislative and industrial obligations and administrative policies;

b) fulfil their Equal Employment Opportunity and Occupational Safety & Health obligations;

c) strive to keep up to date with advances and changes in the knowledge and the professional and ethical standards relevant to their areas and expertise;

d) maintain adequate documents to support decisions made;

e) treat all persons with courtesy and sensitivity to their rights and provide all necessary and appropriate assistance;

f) not take or seek to take improper advantage of any official information gained in the employment with Nava;

g) not harass or discriminate against employees or in work practices on the grounds of sex, pregnancy, race (including colour, ethnic background or national identity), marital status, disability, sexual preference, political or religious belief, or age;

h) act responsibly when becoming aware of any unethical behavior or wrong doing by any employee. Such information should be forwarded to the CEO;

i) continuously improve work performance. All employees should actively pursue quality improvements; and

j) not make disparaging remarks about other employees

Adherence to Policies

Employees are responsible to carry out and comply with the Nava policies and procedures with due regards to the statutory provisions. It is acknowledged that employee's views, on particular matters, may differ from the Nava, however such views must not either interfere with the performance of an employee's duty or prevent the employee from supporting the Nava objectives.

Compliance with lawful instructions

Employees must comply with any lawful instruction given by any person having authority to make or give such an instruction. Any dis-obeyance will construe as an offence.

Harassment

1. Harassment is any type of behavior that:
   - the other person does not want and does not return
   - offends, embarrasses, or scares them, and may be either sexual or non-sexual in nature
   - targets them because of their race, sex, pregnancy, or other protected attribute under the law
   - constitutes a form of bullying
   - does not have to be a series of incidents or an ongoing pattern of behavior. Neither does harassment need to be intentional to attract disciplinary action. Harassment can occur in any work related context including:
     - Social functions
     - Conferences
     - Office social gatherings
     - Business trips

2. Harassment and discrimination form part of a continuum of unacceptable behavior that can include sexual assault, stalking and harassing phone calls, some of which are also against criminal law, which means the police may prosecute anyone who commits such acts.

3. Fair discipline, performance counselling or workplace control practices based only on performance issues do not, in themselves, constitute harassment.

Occupational safety and health

1. The Company is committed to provide a safe and healthy workplace for all employees and visitors however, employees have a responsibility to maintain the same, as far as reasonably practical. It is therefore important that employees are well familiarized with the standards or procedures in their particular area of work during the induction process or they must ask their immediate manager to obtain the necessary information. Frequent programs conducted on safety & health

related topics provide the necessary information from time to time, so that employees are abreast of the latest updates on standards & procedures.

2. All employees are responsible for:

   a) knowing and complying with the rules and guidelines;

   b) working so as not to endanger themselves or any other person by any act or omission;

   c) use and follow instructions, training or other information; and

   d) report all incidents, accidents, injuries and hazards to management for action.

Professional development

Employees must continually strive to improve their professional competence, maintain their knowledge and encourage the development of their skills and competence of employees.

External employment

Employees are not to accept any external employment. However, with specific approval from the CEO, an employment outside duty hours of Nava may be permitted, provided the employees do not undermine or compromise the Nava business interests. Employees should not engage in such employment, if that employment:

a. places them in conflict with their official duties, or would lead to the perception that they have placed themselves in conflict with their duties; or

b. is likely to affect their efficiency in the performance of their duties; or

c. involves the use of Nava resources for private purpose without authorisation or recompense.

d. employees shall not accept outside payment for activities, which would be regarded as part of their normal work activities

Misuse

Employees must not deliberately misuse Company equipment, assets, or the services of other personnel. When using Company equipment, employees are required to follow the instructions provided in order to avoid personal injury and/or maintenance and replacement costs. Employees provided with vehicles (private or commuter use) are expected to use them in accordance with the Nava policy and guidelines. Examples of misuse include:

- copying computer software programs regardless of whether or not the programs are protected by copyright
- use of the Nava letterhead paper or postage when corresponding on personal or other matters not directly related to the Nava
- unauthorized use of the Nava logos
- falsifying, manipulating or destroying business records without specific authorization
- using the Nava equipment for personal commercial gain

Confidentiality

Employees may have access to personal or commercial information relating to individuals, the public, or the financial or other operations of the Company. This information is to be used for Company purposes only and should remain secure and confidential. It is important that the community has confidence that information acquired by the Nava is only used for the stated purposes for which it was collected. Employees must not discuss or release to any unauthorized person and/or anyone outside of the Company, any confidential or sensitive information relating to the Nava and/or its operations.

Grievance handling

1. It is expected that as a first step, employees will attempt to resolve the issues between themselves. Where this is not appropriate or does not result in a satisfactory resolution a more formal procedure as outlined by the manager is applied.

2. The dispute resolution process will operate within the following principles: Confidentiality, Impartiality, Promptness, Sensitivity, Courtesy and Respect.

3. Disputes may be resolved in a formal or informal manner. Where possible, as a first step and with the agreement of both parties, the dispute may be resolved informally. If the dispute is not resolved at the informal level, then the formal process provides graduated steps for further discussion and resolution at high levels of authority. A formal resolution requires a thorough investigation to be undertaken, and the process documented.

4. Concerned managers will investigate a complaint or allegation of behavior that is contrary to these standards. Investigations will be carried out with sensitivity and fairness and maintain confidentiality and such grievances to be escalated to HR.

Breaches of the Code

Nava is committed to the standards set out in this Code of Conduct. Where a breach of the Code has been identified by Nava, a response to the breach may result in:

a) Counselling;
b) disciplinary action;
c) Suspension; or laying criminal charges; and
d) termination of employment.

Response to breach of code of conduct may not necessarily result in the sequence listed as above.

Email

Staff may only use e-mail and web browsing for work related purposes and that all e-mail and web access logs will be monitored for compliance with the staff position. As the organization has responsibility for its computer systems and networks, it has the right to make directions as to its use.