



Ethics and Code of Conduct Policy

“Digital Empowerment Foundation was established with a very natural value system of trust, honesty, integrity, equality, equanimity, transparency, accountability, responsibility and the practice of giving rather than taking. Additionally, DEF also practices humility, nobility, empathy, fair communication and responsive system, frugality and necessity of need and not desire”.

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1 Preamble

- 1) DEF is proud of the values and ethics with which it conducts its operations. It has and will continue to uphold the highest levels of professional ethics and personal integrity in all types of transactions and interactions. DEF places the highest importance upon its reputation for honesty, integrity and high ethical standards.
- 2) To this end, this “**Ethics and Code of Conduct Policy**” serves to:
 - a) Emphasize the DEF’s commitment to ethics and compliance with the law
 - b) Set forth basic standards of ethical and legal behavior
 - c) Provide reporting mechanisms for known or suspected ethical or legal violations
 - d) Help detect and prevent wrongdoing

2 Scope

- 1) This “**Ethics and Code of Conduct Policy**” applies to all people affiliated to Digital Empowerment Foundation (DEF) such as directors, officers and employees, as well as to directors, officers and employees of each affiliate of DEF.
- 2) Such directors, officers and employees are referred to herein collectively as the “Covered Parties” or “Members”.
- 3) These standards apply while working on our premises, at offsite locations where our operations are being conducted, at DEF-sponsored events, or at any other place where you are a DEF representative.

3 Practice and Implementation of this Policy

- 1) Each Member shall be required to read these guidelines (policies are part of employment contract) understand the process for resolving issues and/or answering questions.
- 2) All Members of the organization are expected maintain these standards through their actions and conduct in day-to-day operations.
- 3) They are expected to commit themselves to ensuring that all transactions on behalf of DEF are in compliance with legal requirements and with the organization's policies and procedures on ethical practices.
- 4) Every Member of the organization is required to follow this Policy and the guidelines and procedures set forth herein, and to ensure that any third party retained by DEF, including agents, consultants and subcontractors, understand and abide by these requirements.
- 5) Ethical actions and conduct will be important factors in evaluating a staff member's judgment and competence, and an important element in the evaluation or promotion. Correspondingly, insensitivity to or disregard for the principles of this Policy will be grounds for appropriate disciplinary actions, including, but not limited to termination of employment.
- 6) Each Covered Party may seek guidance from any member of the “**Ethics and Code of Conduct**” Committee whenever any uncertainty regarding any law or ethical standards arises – basic guideline being, if in doubt, seek guidance.

4 Detection, Prevention & Reporting

1) Responsibility for detection, reporting and prevention

- a) Administrators and managers at all levels shall set the appropriate tone by displaying the proper attitude toward complying with laws, rules and regulations.
- b) Administrators and managers are also responsible for establishing and maintaining proper internal controls that will provide for the security and accountability of the resources entrusted to them. Such controls include, but are not limited to, ensuring that
 - i) incompatible duties are properly separated,
 - ii) financial transactions are properly authorized and approved,
 - iii) reports of financial activity are periodically reviewed for completeness and accuracy,
 - iv) official personnel actions (ex: appointments, terminations, promotions) and employee time and leave is properly authorized and approved,
 - v) assets are physically secured,
 - vi) computer passwords are protected and not shared,
 - vii) confidential and sensitive information is protected from unauthorized access and
 - viii) employees are effectively supervised
- c) In addition, administrators shall be cognizant of the risks and exposures inherent in their area of responsibility, take appropriate steps to help mitigate same

2) Reporting Obligation

- a) Members must make an immediate report of any suspected or actual violations (whether or not based on personal knowledge) of applicable law or regulations.

- b) The report may be made in writing and mailed to Chairperson of the “**Ethics and Code of Conduct**” Committee within 5 working days of such actual event or apprehension.
- c) Under no circumstances shall the reporting of any such information serve as a basis for any retaliatory actions to be taken against any Member making the report.

5 Honest and Ethical Conduct

- 1) We expect you to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct:
 - a) We consider honest conduct to be conduct that is free from fraud or deception.
 - b) We consider ethical conduct to be conduct in conformance with accepted professional standards of conduct and compliance with all applicable laws.
 - c) Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
 - d) The different implications and some specific areas covered are discussed in more detail later in this document.
- 2) Fraudulent Activities
 - a) The covered parties shall not indulge in activity that may be construed as fraud.
 - b) Fraud generally involves a willful or deliberate act of commission or omission with the intention of obtaining an unauthorized benefit, service, property or something of value by deception, misrepresentation or other unethical or unlawful means.
 - c) Fraud can be committed through many methods, including mail, wire, telephone and the Internet. Fraudulent, unethical and other dishonest acts may include, but are not limited to:

- i) Forgery or unauthorized alteration of documents or computer records;
- ii) Falsification or misrepresentation of reports to management and external agencies, including time sheets, official travel claims for reimbursement or other expense reimbursement reports;
- iii) Authorizing or receiving payment for time not worked;
- iv) Misappropriation and Misutilization of funds, securities, supplies or other assets;
- v) Impropriety in handling or reporting of money or financial transactions;
- vi) Engaging in activities that result in a conflict of interest;
- vii) Disclosing confidential or proprietary information to unauthorized individuals;
- viii) Removal of programme, property, records or other assets from the premises without formal written/documented supervisory approval;
- ix) Unauthorized use or destruction of programme property, records or other Project based assets;
- x) Taking information and using it or providing the information that would lead to identity theft;
- xi) Use of programme property and resources for personal activities.

3) Misconduct & Anti-social activities

- a) The covered parties shall not be a part of any local/regional/national anti-social group which comprises of the following but not limited to:
 - i) graffiti or vandalism
 - ii) problems caused by pets such as noise, fouling or stray animals
 - iii) drug or alcohol related incidents

- iv) actual or threatened violence
 - v) damage or threatened damage to property
 - vi) hateful behaviour, gestures and language.
 - vii) Being a part of any such or any other anti-social group.
- 4) Compliance with Laws, Rules and Regulations.
- a) Obeying the law, both in letter and in spirit, is the foundation on which DEF's ethical standards are built. In conducting the operations of DEF, the Covered Parties shall comply with applicable governmental laws, rules and regulations at all levels of government in India and in any non-Indian jurisdiction in which DEF does business.
 - b) Although not all Covered Parties are expected to know the details of these laws, it is important to know enough about the applicable local, state and national laws to determine when to seek advice from supervisors, managers or other appropriate personnel.

6 Protecting Confidential Information and Assets

- 1) Confidentiality
- a) "Members" must maintain the confidentiality of confidential information entrusted to them, except when disclosure is authorized by an appropriate legal officer of DEF or required by laws or regulations.
 - b) Confidential information includes all non-public information that might be of use to competitors or harmful to DEF or its customers if disclosed.
 - c) It also includes information that suppliers and customers have entrusted to DEF.

d) The obligation to preserve confidential information continues even after employment ends.

e) **Covered Parties must agree to and sign DEF’s “Non-Disclosure Agreement” [Annexure-I]**

2) Protection and Proper Use of DEF Assets

a) All Covered Parties should endeavor to protect DEF’s assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on DEF’s profitability. Any suspected incident of fraud or theft should be immediately reported for investigation.

DEF’s equipment should not be used for non-DEF business.

b) The obligation of Covered Parties to protect DEF’s assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate DEF policy. It could also be illegal and result in civil or criminal penalties.

c) **Covered Parties must agree to and sign DEF’s “Equipment Usage Policy” [Annexure-II]**

7 Fair and Transparent Dealing

1) Fair Dealing

a) Covered Parties shall behave honestly and ethically at all times and with all people. They shall act in good faith, with due care, and shall engage only in fair and open transactions, by treating ethically all competitors, suppliers, customers, and colleagues.

- b) Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.
- c) No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

2) Conflicts of Interest

- a) A conflict of interest exists when a person's private interest interferes in any way with the interests of the organization.
 - i) A conflict can arise when a Covered Party takes actions or has interests that may make it difficult to perform his or her work for DEF objectively and effectively.
 - ii) Conflicts of interest may also arise when a Covered Party, or members of his or her family, receives improper personal benefits as a result of his or her position at DEF.
 - iii) Loans to, or guarantees of obligations of, Covered Parties and their family members may create conflicts of interest.
- b) It is almost always a conflict of interest for a Covered Party to work simultaneously for a competitor, customer or supplier.
- c) Any Covered Party who becomes aware of a conflict/potential conflict of interest should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in Section "Complaints Process & Procedures" of this Code.

8 Anti-Corruption Policy

1) Corporate Opportunities

- a) Covered Parties are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors of DEF.
- b) No Covered Party may use corporate property, information or position for improper personal gain, and no employee may compete with the directly or indirectly.
- c) Covered Parties owe a duty to DEF to advance its legitimate interests whenever possible.
- d) The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers.
- e) No gift or entertainment should ever be offered or accepted by a Covered Party or any family member of a Covered Party unless it (i) is consistent with customary business practices, (ii) is not excessive in value, (iii) cannot be construed as a bribe or payoff and (iv) does not violate any laws or regulations. The offer or acceptance of cash gifts by any Covered Party is prohibited.
- f) Covered Parties should discuss with their supervisors, managers or other appropriate personnel any gifts or proposed gifts which they think may be inappropriate.
- g) **Covered Parties must agree to and sign DEF's "Anti-Bribery & Anti-Corruption Policy"**
[Annexure-III]

9 Financial Accounting and Reporting

Requirements

1) Standard Financial Reporting

- a) As a registered society, we are required to follow strict accounting principles and standards, to report financial information accurately and completely in accordance with these principles and standards, and to have appropriate internal controls and procedures to ensure that our accounting and financial reporting complies with applicable law.
- b) The integrity of our financial transactions and records is critical to our operations and is a key factor in maintaining the confidence and trust of our employees, donors and other stakeholders.

2) Significant Accounting Deficiencies.

- a) The project heads and each senior financial officer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning
 - i) significant deficiencies in the design or operation of internal control over financial reporting which could adversely affect DEF's ability to record, process, summarize and report financial data; or
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in DEF's financial reporting

3) Timely and Truthful Public Disclosure

- a) In reports and documents filed with or submitted to legal authorities by DEF, and in other public communications made by DEF, the Covered Parties involved in the preparation of such reports and documents (including those who are involved in the preparation of financial or other reports and the information included in such reports

and documents) shall make disclosures that are full, fair, accurate, timely and understandable. Where applicable, these Covered Parties shall provide thorough and accurate financial and accounting data for inclusion in such disclosures.

- b) They shall not knowingly conceal or falsify information, misrepresent material facts or omit material facts necessary to avoid misleading DEF's independent public auditors or investors.

10 Complaints Process & Procedures

How to make a complaint

A person wishing to make a complaint on any suspected case of ethical misconduct can consult and file a complaint with the Committee. The complaint should be made in writing and addressed to Chairperson of committee within 5 working days of any such incident.

The constitution of the Committee shall be-

- Chair of the “**Ethics and Code of Conduct**” Committee
- As Board Member as Presiding Offer
- Internal Officers- 2 Members from Middle Level Management

Committee

S.No	Name	Designation	Role in Committee
1.	Mr Amarendra Srivastava	GM - Operations, Digital Empowerment Foundation	Chairperson
2.	Mr Rajen Varada	Board Member, Digital Empowerment Foundation	Presiding Officer
3.	Ms Ritu Srivastava	Dy. Program Manager, Digital Empowerment Foundation	Internal Officer

4.	Mr Sanjay Kapoor	Sr. Officer - HR, Digital Empowerment foundation	Supporting Officer
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5.	Anonymous (Outsider/lawyer)*
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Once a complaint has been filed:

Investigation

Once a complaint has been filed an investigation will be undertaken immediately. In instances where there is an alleged respondent, the respondent will be notified immediately. The complainant and the respondent will both be interviewed along with any individuals who may be able to provide relevant information.

Mediation

DEF supports resolving matters through mediation provided that it is consistent with organizational duties, obligations and needs. Mediation can only be undertaken voluntarily. If both parties agree to participate, matters may be resolved through mediation in the following circumstances. Once the matter has been investigated and DEF has determined the facts of the case, DEF may use mediation to develop appropriate solutions to the complaint; and, in rare instances, where the incident is an isolated event and the parties do not dispute the facts, DEF will act diligently to ensure that matters are dealt with in a manner that ensures the safety and protection of everyone within the organization.

Timelines

DEF will investigate all complaints immediately and will work towards the prompt resolution and prevention of such practices. The first round of investigation and conclusion shall be arrived at within 10 working days from the date of filing of the complaint.

Fairness

All complaints will be investigated in the same manner with the aim of promoting fairness and equality.

Confidentiality and the Right to Privacy

DEF will preserve the confidentiality of all individuals involved in a such a complaint. The preservation of confidentiality may be affected by the employer's duty to prevent such activity in/at DEF and by the

alleged respondent's right to know the nature of the complaint being made against them and who has made it so that they can respond.

If the investigation fails to find evidence to support the complaint, no documentation concerning the complaint will be placed on the file of the respondent. DEF will retain all documentation for 12 months for informational purposes in the event that there is an internal appeal or a complaint filed with an outside agency.

Outcomes and Remedies

Where the investigation determines that such an activity has occurred or the matter has been successfully mediated, outcomes may include moving the respondent to another department, changing the respondent's job duties, or a letter of apology. Actions taken to remedy the situation should not have a negative effect on the complainant. The main concerns of the employer will be to ensure that such an activity ends and to restore workplace harmony.

Recovery of Loss

Recovering losses of money or property is a major objective of any misconduct investigation. The amount of any loss will be quantified as far as possible and repayment or reparation will normally be sought.

Appeal Process

Within 10 days from the result of first round of investigation, either the complainant or the respondent may make a written request that an investigation be reviewed stating which aspect of the investigation is inadequate. The request must be submitted to Mr. Osama Manzar, who will determine if the investigation is to be re-opened in order to address the concerns raised.

In case the appeal is taken up, then the investigation shall be completed within 15 working days by the same committee with the inclusion of an independent member. The result of the appeal shall be binding on the complainant for all purposes.

EFFECTIVE DATE: This policy takes effect from 24th June, 2015.



RAVI KANTA
HEAD – ADMIN, HR & OPERATIONS