

Conflicts of Interests and Confidentiality Policy

DERBI Foundation

1. Introduction:

DERBI Foundation is a platform for technology startups to be nurtured, mentored and scaled up to become successful DERBI enterprises.

DERBI Foundation is a not for profit (section8) company, established at Dayananda Sagar Institutions with the support of Department of Science & Technology, Government of India, to nurture budding entrepreneurs and incubate technology ventures.

Our Vision & Mission

DERBI's vision is to maximize the success rate of the young ICT (Information and Communications Technology) ventures by empowering them with state-of-the art technology and innovation capabilities as well as experiential DERBI's wisdom.

DERBI's mission is to be among the top five centers of entrepreneurship in India, with special emphasis on mentoring and scaling young ICT technology companies.

Our Strategic Imperatives

- Attract high quality entrepreneurs/ ventures for incubation through engaging events like workshops, contests and seminars.
- Select suitable ventures that can leverage the strengths of DERBI and gain significant advantage for their inubatees' growth
- Create significant, accelerated and visible impact on the progress of the venture through structured mentoring process
- Open up the access to eco-system network of support partners, prospective customers as well as potential investors on a continuous basis
- Strengthen the value of the incubator by developing a powerful network of DERBI alumni and engaging them regularly with the incubatees

When an individual holds two positions in different roles, and when he/she tries to use one position for personal benefits of his/her aspirations in another, a situation of conflict of interest arises. Certain positions held by employees of DERBI which are of trust and confidence owe a fiduciary responsibilities to those to whom DERBI provides support and services. Any significant, direct or indirect, financial

interests held by DERBI employees in any of companies supported by DERBI could involve possible conflict of interests. Persons associated with DERBI in various capacities other than for employment may also face situations leading to conflict of interests. The avoidance of such conflict is important to the integrity and philosophy of DERBI.

Further during the process of incubation, certain proprietary information may also be exchanged between various parties which are of confidential or sensitive nature. The confidentiality of such information needs to be maintained.

2. Policy objective:

The intent of this document is not to eliminate all possible situations leading to conflict of interests, an obvious impossibility. Rather, it is to enable an interested person to recognize situations that may be subject to question, to take steps to minimise such conflicts and to ensure that such situations are properly reviewed and, if necessary, corrected. All potential conflict of interest situations should be handled in a manner and all relevant activities are conducted in a manner consistent with the values of DERBI. This policy makes all stakeholders related to DERBI aware that no one should use his/her position in one role for personal gains in the other role, and when necessary, explicit permission of relevant stakeholder may be obtained.

Appropriate judgement should be applied by all concerned parties while assessing the genuineness of conflicting interests. Also, each party in receipt of confidential information should restrict the use of such information for the purpose for which it is disclosed. Concerned parties should safeguard and protect confidentiality of information by using the same degree of care as they would use to protect their own information of like nature to prevent unauthorisedunauthorized disclosure.

3. Definition:

- a) "Associates/ Affiliates"- means any person or entity directly or indirectly controlling or controlled by the other party or two parties are under a common control of one Party.
- b) "Confidential information"- means any information, whether in written, visual or oral form, disclosed by a disclosing party to the receiving party based on discussion or understanding between them, and which is clearly labelled or marked as 'confidential', 'sensitive' or its equivalent if disclosed in tangible form, or which is concerning / provided by the disclosing party and is not known or generally available to the public at large, or the nature of which should reasonably have been understood by the receiving party as being proprietary and confidential to the disclosing party.

Notwithstanding the above, Confidential Information shall not include any information which:

- (i) is or becomes publicly known through no wrongful act on the receiving party's part; or
- (ii) is already known to the receiving party at the time of disclosure; or
- (iii) is rightfully received by the receiving party from a third party without breach of obligation to maintain confidentiality by the receiving party, or
- (iv) is furnished to a third party by the disclosing party without a similar restriction on such third party's rights; or
- (v) is independently developed by the receiving party without breach of any agreement with the disclosing party; or

- (vi) is explicitly approved for release by the disclosing party; or
- (vii) is required to be disclosed by the receiving party under any prevailing law or to a court of competent jurisdiction or any appropriately empowered governmental agency.
- c) "Conflict of interest"- in this policy refers to a situation in which financial or other personal considerations compromise, or have an appearance of compromising an individual's professional judgement and ability to perform his/ her responsibilities to DSI, DERBI or incubatee companies as the case may be. This also includes certain gray situations or gray areas that might involve the appearance of conflict.
- d) "DSI members"- means faculty members, non-faculty employees, students and staff of DSI.
- e) "Incubatee company" - means a company admitted to the DERBI for incubation.
- f) "Interested person"- means any person having any direct or indirect, actual or potential, financial or personal interest because of their relationships with DERBI, or Incubatee companies in DERBI
- g) "DERBI associates"- means persons and entities associated with DERBI in their respective professional capacities. This will also include board members, mentors, consultants, various service providers and suppliers who are associated with DERBI their respective professional capacities.
- h) "DERBI employees"- Those who are in employment of DERBI or hired by DERBI on contractual position.

4. Scope:

This policy applies to all interested persons. This will include:

- DSI members who have actual or potential interest in entrepreneurship activities of DERBI
- DERBI employees and DERBI associates who can have actual and potential interest which are conflicting with the activities of the DERBI or DERBI or incubatee companies
- Incubatee companies, their promoters, employees and staff, or their affiliate or associate company.

5. Situations leading to Conflict of Interests:

Certain situations leading to conflict of interests are explained herein below. However the list is not exhaustive, and hence situations having actual or potentials for conflicts of interest though not covered in this document will nonetheless be subject to this policy.

- A DSI member is in a position to influence a departmental decision for acquisition of laboratory and other equipments which could benefit an incubatee company in which he/she is an interested person.
- A DSI member is in a position to circumvent prevailing policies for making use of various DSI facilities for the benefit of an incubatee company in which he / she is an interested person.
- A DSI member is in a position to make use of the suppliers and service providers of DSI for undue advantage of an incubatee company in which he/ she is an interested person.
- A DSI member or a DERBI employee procures consultancy assignments or other business in the name of DSI/ DERBI and outsources them to the incubatee company in which he/ she is an interested person.
- When a DSI member or a DERBI employee is in a position to influence policy decisions of DSI or DERBI with an intention to benefit an incubatee company in which he/she is an interested person.

- Use of DSI students or DSI member to perform a work for an incubatee company without any compensation when the work is not related in any way to their academic pursuits.
- A person who is interested in one incubatee company and also involved in a decision making process affecting other incubatee companies leading to a conflict of interest situation.
- When an incubatee company, its promoters, employees and staff or any interested person acts in manner to benefit the incubatee company at the disadvantage of DSI or DERBI.
- An incubatee company, its employees and its staff having access to DSI resources are in position to exploit them by bypassing DSI policies.
- When DSI members, DERBI employees and associates, promoters, employees and staff of incubatee companies are neglecting their respective commitments to DSI or DERBI for their association with incubatee companies.
- DERBI employees and associates are in a position to use sensitive information pertaining to incubatee companies for their personal advantage.

6. Confidentiality of information:

DSI members, DERBI employees and associates, incubatee companies, their associates, promoters, employees and staff may come in possession of proprietary information which may be of confidential or sensitive nature. Recipients of such information should make all efforts to preserve confidentiality of such information. They should not disclose or use it for their financial or personal benefits without explicit approval of the disclosing party.

7. Management of conflict of interest:

Since situations leading to conflict of interests are inevitable, it is expected that the interested persons follow transparency in their actions based on full disclosure of relevant information by them. Following guidelines are suggested for management of actual or potential conflict of interests and to address disputes arising out of conflict of interests and maintenance of confidentiality:

- Appropriate disclosure of the conflicting situations involved in a decision or transaction,
- Abstaining from participating in decision making process or transactions involving such situations,
- Obtaining appropriate approvals to avoid conflicts,
- Reporting of the breach of the policy without deliberate intention or knowledge. If any dispute arises in terms of this policy, the same should be reported to:
 - If it pertains to DERBI or Incubatee company, it should be reported to the Chief Operating Officer/ Professor- in-Charge (DERBI),
 - If it pertains to DSI , it should be reported to the Head of the department concerned of DSI
 - If required, Chief Operating Officer/ Professor-in-Charge (DERBI) or the Department Head of DSI will refer the matter to the Director, DERBI or the Vice Chairman DSI as the case may be, whose decision in the matter shall be final.