

CYBER MEDIA (INDIA) LIMITED

CODE OF CONDUCT- DIRECTORS & SENIOR MANAGEMENT

PREFACE

This Code of Conduct has been laid for Board of Directors and Senior Management of the Company for the purpose of setting standards of business conduct and to comply with the applicable rules & regulations of the stock exchanges, where securities of the Company are listed.

The Code is applicable to the following personnel of the Company:

- Board of Directors;
- Key Managerial Personnel i.e. Grade IX, X, XI employees

REGULATORY COMPLIANCE

The business affairs of the Company shall be conducted in full compliance with all applicable laws, rules & regulations and Company's policies & procedures. Directors/Senior Management shall extend full co-operation to regulatory authorities, and disclose information as may be required.

CONFLICT OF INTEREST

"Conflict of interest" exists where the interests/benefits of Directors/ Senior Management conflicts with the interest of the Company.

Directors/Senior Management is prohibited from such act which interferes with the discharge of responsibilities towards the Company or is otherwise in conflict with the interest or prejudicial to the Company. Following are a few examples of situations of conflict of interest:-

- Working for a competitor, supplier, or any third party while in employment with the Company
- Directing business to a third party or having interest as a competitor in a transaction involving Company
- Any business, relationship or activity, which might detrimentally conflict with the interest of the Company
- Engagement in any kind of insider trading by virtue of access to the Company information.

STANDARD OF CONDUCT AND BEHAVIOUR

Directors/Senior Management shall conduct and communicate in fair and transparent manner. They should not be engaged, directly or indirectly, in any act which may bring discredit to the Company and shall uphold highest standards of integrity and ethics in their dealings.

BUSINESS INTEGRITY

Directors/Senior Management shall act with honesty and integrity and exercise powers vested on them in good faith in the best interest of the Company.

Further, they shall not accept gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers, customers or third parties, which have business dealings with the Company. They shall also not offer or give any Company funds or property as donation to any government agencies or their

representatives, in order to obtain any favorable performance of official duties.

CONFIDENTIALITY AND SECRECY

Directors/Senior Management shall maintain in strict confidence the information entrusted to them and shall use the information only for the purpose of carrying out their duties and responsibilities. This obligation shall apply during tenure with the Company and for one year thereafter.

FINANCIAL RECORDS

The accounts of the Company shall be prepared and maintained in fair and accurate manner and in accordance with the applicable laws, rules & regulations. The Internal accounting and audit procedures shall fairly and accurately reflect all of the company's business transactions and disposition of assets.

CORPORATE OPPORTUNITIES

Except as may be approved by the Chairman, the Directors/Senior Management shall prohibit themselves from :

- Taking for their own personal advantage and use the business opportunities that belong to the Company or arise through the use of Company's property, information or position.
- Using for personal use Company's property, information or position for personal gain, and
- Competing with the Company

SHAREHOLDERS

Directors/Senior Management are committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. They shall inform shareholders about all relevant aspects of the Company's business and disclose such information in accordance with the respective regulations and agreements.

EQUAL AND FAIR TREATMENT

It shall be ensured that there is no discrimination, whatsoever on account of race, caste, religion, colour, marital status, gender, age and that the office environment is free from all kinds of harassment, including physical, verbal, psychological and sexual.

PROTECTION OF COMPANY'S ASSETS

Directors/Senior Management shall ensure that the Company's assets and Intellectual properties are protected and safeguarded from any misuse and/or damage and that the use is limited for business purposes.

ENVIRONMENTAL PROTECTION

Directors/Senior Management shall contribute towards providing safe and healthy environment and shall conserve the resources for a proper ecological balance.

MEDIA COMMUNICATION

There shall not be any communication with media on strategic disclosures, financial statements and other price sensitive information, on behalf of the Company unless authorized for the purpose.

WAIVER

This Code may be amended, modified or waived by the Board of Directors subject to appropriate applicable provisions of law, rules and regulations.

NON-COMPLIANCE

Any violation/breach or suspected violation/breach of the code should be promptly reported to the Chairman. All reported violations shall be appropriately looked into and dealt with by the Board for proper action, as deemed necessary.

All queries with respect to the Code should be addressed to the Company Secretary.

ANNUAL CERTIFICATION

The Directors/Senior management shall be required to certify compliance with the Code within 30 days of the close of financial year of the Company in the format provided in the Annexure to this Code.

Cyber Media (India) Limited

Code of Conduct for Directors and Senior Management

ANNUAL COMPLIANCE REPORT

I do hereby solemnly affirm that I have to the best of my knowledge and belief, complied with the provisions of the **Code of Conduct for Directors and Senior Management** during the financial year ended on 31st March

Signature

Name

Designation

Date

To be submitted by 30th April each year.