

Code of Business Conducts adopted by Boonze Media Solutions (P) Ltd

On ethics, Boonze Media Solutions (P) Ltd. (**BMS**) management has implemented a workable code of ethics on Business Conduct in the organization.

Preamble

- The Code of Ethics sets out the basic ethical principles that BMS, and its Member Organizations (Can be consolidated as '**Our organization**' for the future referrals) must accept and promote.
- For our organization, Development will be a process to be a leading provider of Search Engine Marketing (**SEM**) outsourcing services and technology to clients who demand accountability, efficiency and predictability from their SEM campaigns.
- While recognizing that the primary responsibility will be for the promotion of strategy producing highly qualified leads, reducing new customer acquisition costs, and ensuring the highest possible return on investment (**ROI**) in the above mentioned outsourcing services for the clients across the globe.
- Our Organization will promote and support the advancement of any organization flourishing on SEM and Search Engine optimization (**SEO**) in India and abroad. The strengthening of people's organizations, private organizations and other beneficial institutions is integral to the practice of development.
- Based on BMS's collective experience, establishing and strengthening relations with other organizations on the basis of partnership is one of the primary keys in achieving development outcomes.

General Principles

Human Rights – In all of their activities, Our Organization should respect and promote the human rights and dignity of all employees / Team members.

Accountability – Our Organization should be accountable to their national / international partners, to their staff, to their donors (If applicable), and to each other for their contributions to national / international business development.

Transparency – Our Organization should communicate freely and accurately with their partners, the team members and each other.

Fairness – Our Organization should practice and promote equity and justice in all their activities.

Co-operation – Our Organization should co-operate with each other in order to promote partner(s) involvement in international market development and associated activities.

Sustainability – In all of their activities, Our Organization should take appropriate measures to promote environmental sustainability.

Organizational Principles

Our organization should ensure that these General Principles are incorporated into their structure, governance and operations.

Financial Code of Ethics for Employees with Financial Reporting Obligations

Because our chief executive officer, Account head and any other members of our Accounting department have a special role in promoting the fair and timely reporting of our financial results and condition, these individuals are also bound by the following **Financial Code of Ethics**. By accepting this Code of Business Conduct, each of these individuals further agrees that, within the scope of his or her respective employment positions, he or she will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Promote full, fair, accurate, timely, and understandable disclosure in reports and documents that our company provides to government agencies and in other public communications (if applicable).
- Comply with applicable governmental laws, rules and regulations.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose it. Confidential information acquired in the course of one's work will not be used for personal advantage.
- Share knowledge and maintain skills important and relevant to the goals of this code.
- Proactively promote ethical behaviour among peers, in the work environment and the community.
- Achieve responsible use of and control over all company assets and resources employed by or entrusted to the individual.
- Promptly report under the reporting procedures outlined in this code of business conduct, or, if appropriate, report directly to the chairperson of the audit committee of our board of directors, any conduct that the individual believes to be a violation of law, business ethics or our company's code of business conduct.
- Be accountable for adherence to this code of ethics.

Confidential Information Policy

Protection of Company Assets

Each employee is personally responsible to use our organization's assets only for our lawful, corporate purposes approved by management. All employees should help our company protect its assets from misuse, theft, damage or other loss. Improper or unauthorized personal use of company assets is prohibited.

Intellectual Property

Employees should help our organization maintain the value of its intellectual property by using care to keep our trade secrets and other non-public information confidential, and limit access to non-public information to those authorized to use it in their duties for the company. If customers or suppliers provide non-public information to us in their dealings with us, our employees are expected to protect that information in the same manner as our company's property.

Communications

Employees are expected to use appropriate judgment and discretion in their email, memos, notes, and other formal and informal communications relating to our business. Communications relating to our business must avoid inappropriate or derogatory comments about other individuals or companies, unprofessional language, and unauthorized financial, legal or business statements.

Retention of Records

Employees are expected to follow the records retention and destruction policies that we implement and communicate from time to time. It is our company's policy not to destroy or alter our records or documents (whether in paper form, emails, or otherwise) in response to or in anticipation of any legal proceeding or government inquiry or investigation. Criminal liability may be imposed on any person who:

- corruptly alters, destroys, mutilates or conceals a record, document or other object with the intent to impair its availability for use in an official proceeding, or
- Knowingly alters, covers up, falsifies or makes a false entry in any record, document or tangible object with the intent to impede or obstruct the investigation or administration of any matter by a government agency or bankruptcy court.

Partnership Principles

Our Organization is committed to the following additional principles applying to partnerships:

- Partnerships should be built on shared visions and goals for both organizations which imply mutual support and solidarity beyond the implementation of specific programs and projects
- Partnerships should be formed in a spirit of inclusiveness that respects and promotes the value of diversity
- Partnerships should embody equity. Acknowledging that inequalities often exist as a result of power dynamics, especially in funding relations, partners should strive for equitable partnerships
- Partnerships should be dynamic relationships built on respect and honesty, in which partners strive for better understanding and appreciation of one another
- Partners should be transparent and accountable to one another
- Partners should respect one another's autonomy and constraints and strive to foster a climate of mutual trust in all their partnership activities
- Partners should endeavour to learn from one another and facilitate the sharing of knowledge

For the purpose of this section, "partnership" refers to relations between our Organization and other organization(s); where a mutual agreement has been established committing each Organization to a set of agreed principles and actions over an extended period of time.

Partnerships should be established based on the Code of Ethics and may be enriched by additional development principles proposed and agreed upon by common accord.

Initiating a partnership

- Partnerships shall be based on a sense of common cause built on an understanding of each Organization's values, beliefs, goals, objectives and constraints
- Partnerships shall be backed by mutually acceptable signed agreements, demonstrating that all parties have negotiated objectives, expectations, roles, responsibilities, and contributions to the partnership
- Agreements between partners shall ensure shared responsibility for attaining the negotiated goals, objectives and stated outcomes

Maintaining and strengthening a partnership

- Strong partnerships include action to address inequalities due to power imbalances. Partners shall identify and attempt to adopt concrete measures to enhance equitable relations
- Partners shall strive to deepen their understanding of one another through transparent sharing of information. The activities relating to the partnership shall be open and accessible to the other parties, while respecting the right of individuals to privacy

- Respect for differences – including cultural, religious, socio-economic and political differences – shall be a hallmark of every partnership
- Partners shall engage in regular and open communications for the general health of the partnership and to ensure that all partners are properly represented and that no Organization unilaterally speaks on another's behalf
- Organizations shall give credit to their partners' contributions, respect their intellectual property rights and acknowledge appropriate ownership of products and results arising from partnership initiatives
- Healthy partnerships are strengthened by prompt and constructive responses to differences of opinion that may arise between Organizations. Partners shall proactively agree how conflicts shall be handled
- Partnership agreements shall specify timelines for evaluating whether and how the partnership shall continue when a transfer of funds occurs within a partnership, there shall be a negotiated and jointly signed contract within which there are mutually agreed upon reporting requirements to ensure that all parties use development funds as agreed.
- In the event of catastrophic circumstances, such as a major shortfall in funds available within a funding partnership, all parties shall promptly implement a mutually negotiated and agreed upon contingency plan

Ending a partnership

- Terms, conditions and appropriate procedures for ending the partnership shall be included in the partnership agreement
- In the event of unforeseen circumstances, all partners shall endeavour to maintain the same standards of conduct when winding down the partnership as were agreed upon for the operations of the partnership

Our Commitment to Business Partners

We are committed to building mutually advantageous alliances with our business partners.

Protecting Information about Others

We are committed to treating confidential information of our business partners with at least the care we use to protect our own proprietary or confidential information. All employees are expected to use sound judgment in limiting access to confidential information about our business partners to those individuals in our company who need to know this information to carry out their jobs.

Special Concerns with Government Agencies

Special legal and contracting rules usually apply to our dealings with domestic and foreign government agencies. Many national, state or other local government agencies impose bidding or procurement requirements, special billing and accounting rules and restrictions on subcontractors or agents we may engage.

Domestic or foreign laws or regulations may also impose strict limits on any kind of benefits or gifts offered to officials, including limitations on hiring former government officials or their family members. Our employees who deal with domestic or foreign government agencies are expected to know the laws applicable to these business activities, and to use sound judgment to avoid any violations of the letter or spirit of the laws prohibiting corrupt practices in connection with government contracting.

Suppliers

Our contracts with suppliers of products and services to us are to be based exclusively on the best interests of our company and its business, reflect a fair price for the deliverables provided to us, and documented in accordance with appropriate approval, contracting and internal control procedures.

Business with Third Parties

We expect that our consultants, agents and other business partners will adhere to lawful and ethical business practices. It is important to our organization's reputation that we avoid doing business with companies which violate applicable laws or have reputations which could harm our business. Our policy prohibits engaging agents or other third parties to do indirectly what we as a company should not do under our own policies outlined in this code.

Competition

We are committed to compete effectively, but lawfully, in our business markets.

Compliance with Antitrust Laws

Our organization and its employees must comply with the antitrust and unfair competition laws of the countries in which our organization engages in business. These laws vary by country and can be complex. Employees having roles which may implicate antitrust laws are responsible for knowing the laws that apply to their business activities, and should speak to the chief financial officer if any questions arise. Our employees must not exchange non-public sales information with competitors.

Fair Methods of Competition

Our organization is committed to competition on a lawful and ethical basis. Our employees must not use improper or illegal means of gaining competitive information that is confidential or proprietary information owned by others. Our employees must not use or disclose confidential or proprietary information which they may have from past employment with other employers.

Conflicts of Interest

Our organization expects all of our employees to avoid allowing their private interests to interfere, or appear to interfere, with the interests of our company as a whole. It is our policy to promote the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Generally

Employees are expected to make or participate in business decisions and actions in the course of their employment with us based on the best interests of our company as a whole, and not based on personal relationships or benefits. Although some general guidelines are provided in this code, our employees are expected to apply sound judgment to avoid conflicts of interest that could negatively affect our company or its business, whether or not we have specific rules for that particular situation. Employees are expected to disclose to us any situations that may involve inappropriate or improper conflicts of interests affecting them personally or affecting other employees or those with whom we do business.

Business Referrals

No employee of our company may personally attempt to give or steer our company's business transactions to companies in which a family relative or personal friend has a financial or other interest.

Personal Investments

Generally, our employees must avoid investments in other companies with which our company does business if these investments could create the fact or appearance of a conflict of interest. Investing in relatively small positions of publicly traded securities of other companies is generally not prohibited so long as there is no violation of our company policy relating to trading while in possession of material non-public information about other companies.

Corporate Opportunities

Employees must also refrain from purchasing property or otherwise taking for themselves personally a business opportunity that they learn about through their employment with us or use of our company's information.

Prohibited Competition

Employees may not compete with us during the term of their employment, and may not initiate any steps to compete with us while still employed by our company.

Outside Compensation and Activities

While employed by us, our employees must not work for or seek or accept personal payments from any customer, supplier, competitor or other business partner of our company, except as approved in writing by an authorized officer or manager of our company. Trade secrets and other non-public know-how and information learned at our company must not be used in activities outside our company or in other ways that could harm our business.

Outside Board Service

Employees are required to obtain prior written authorization from our organization for service as a director, general partner, manager, officer or similar position with any privately-held or public business entity or as an appointee to any kind of governmental or quasi-governmental agency or body. Service solely as a director or trustee of non-profit corporations engaged in charitable activities does not require approval unless that activity could involve improper conflicts of interest. This restriction does not apply to our non-employee directors who disclose their relationships to us.

Gifts and Gratuities

Our employees must not seek or accept gifts or gratuities in the form of services or other items of value from our customers, other business partners or other parties with whom our company contracts. Our employees must not offer or give anything of value that could be or appear to be a bribe or otherwise illegal payment. These prohibitions do not apply to items of truly nominal value such as generally free promotional items, assuming these items are not otherwise prohibited by applicable law or custom. Employees should never accept anything that would appear to create a conflict of interest. In the unusual situation (where refusal to accept a true gift might hurt our business), be sure to consult the appropriate officer or manager of our company concerning the proper means of resolving the situation.

Business Entertainment

Extending or accepting invitations to reasonable meal, public event and similar business activities incurred for bona fide business purposes are generally acceptable, assuming the costs are not disproportionate to the business purpose and otherwise do not create the fact or appearance of a conflict of interest. Our employees are expected to avoid sponsoring or accepting invitations to highly expensive events funded with corporate funds or personal celebrations such as birthday parties with costs paid with corporate funds at which the business purpose may appear incidental. Attending entertainment events that may appear contrary to professional standards of conduct should be avoided. Government officials should not be invited to entertainment events without first assuring that appropriate management of our company approves the invitation and confirms that it is not prohibited by law.

Travel

Employees are expected to comply with our company's travel policies in effect from time to time. We expect that all travel-related expenses must be used, accurately reported and recorded in compliance with these policies. If these expenses are to be paid by a customer or other business partner of ours, or if you wish to pay the expenses of your customer or other business contact, or any representative of a government agency, travelling to our location, your manager or a company officer must approve these in advance.

Legal Compliance Generally

We expect our employees to be committed to pro-active compliance with all applicable laws and regulations affecting our company and its business. In addition to the laws referred to elsewhere in this code:

General Standard of Compliance

Our employees must comply with all applicable laws and regulations in every location in which we conduct our business. Competitive factors, personal goals, and pressure from supervisors, customers or others shall never be an acceptable excuse for violating applicable laws. If encountered a conflict in laws of two or more countries that may apply to our operations, consultation of company legal counsel for help can afford in resolving that conflict.

Prohibited Corrupt Practices

Our organization and employees must comply with the India's Foreign Corrupt Practices Act and other anti-corruption laws that apply wherever we do business. Our employees and agents must not directly or indirectly offer or make a corrupt payment to any domestic or foreign government official, political party or candidate, or employee of any enterprise owned or controlled by a government agency, for the purpose of influencing any official act or inaction, or obtaining, retaining or directing business. Our employees must not engage in any form of fraud, including but not limited to embezzlement, theft, hiding or misuse of organizational assets, or falsification of records.

Prohibited Political Contributions

Unless first approved by an executive officer of our Company, none of our employees shall contribute in our company's name or on our company's behalf, any cash, services or property of any kind for or in support of any political candidate, committee, initiative, or activity. No lobbying efforts or contracts shall be undertaken in our organization's name or on our company's behalf without the prior approval of the chief executive officer or the Account manager.

Prohibited Loans to Executives and senior Executives

It is unlawful for our company, directly or indirectly, to extend or maintain credit, to arrange for the extension of credit, or to renew an extension of credit, in the form of a personal loan to or for any senior managers or executives of our company.

Import and Export Restrictions

Our organization and its employees must comply with applicable restrictions under domestic and foreign laws relating to importing or exporting technology, products, services, or regulated information. Employees engaged in import or export transactions for our company are expected to know and abide by applicable import/export and similar restrictions.

Environmental Laws

We respect the policies and requirements of domestic and foreign laws aimed at protecting the environment. We expect a commitment from our employees to report appropriately any violations of environmental laws and any exposure to hazardous materials or substances which are not being handled or disposed of properly.

Intellectual Property Laws

We expect our employees to conduct our business and use our business systems and facilities in ways that avoid any violations of copyright, trademark, service mark, patent, trade secret or other intellectual property rights held by third parties.

Money Laundering Prevention

People engaged in certain criminal activities such as illegal drugs and fraud may try to disguise proceeds of their crimes as legitimate funds. Many countries including the India and U.S. have enacted laws against money laundering that prohibit businesses from accepting or processing proceeds of criminal activities. Some of these laws

require the reporting of defined cash or other suspicious transactions. Our employees responsible for documenting customer transactions should use due care to "know your customer," follow proper procedures for documenting the source and manner of payment, and otherwise help our company avoid transactions that may involve illegal money laundering.

Our Communities

We respect our employees' involvement in the community, charity and political activities and causes they may choose, so long as these activities do not interfere with job responsibilities to us. No employee may represent that the employee's views or activities represent our company. Our employees must not engage in any unwanted solicitations or pressure toward other employees relating to charitable, religious or political causes.

Enforcement

It is our policy to promote and implement prompt and consistent enforcement of this code, fair treatment for persons reporting questionable behaviour, clear and objective standards for compliance, and a fair process by which to determine violations.

We maintain an administrative and compliance manager, Ms. Elizabeth Abraham, who reports to and is overseen by our audit committee (Comprises of chief executive officer, Account Head, and vice president – operations & development). The principal responsibilities of the compliance officer are to oversee our compliance program, investigate reports of possible violations, and provide periodic reports and evaluations of the effectiveness of this program to the audit committee.

All reports we receive relating to this code of conduct or other potential violations of law or ethics are sent to the compliance officer. The compliance officer initially screens and evaluates all reports. If the compliance officer has information indicating that it is reasonably possible that a violation has occurred, the compliance officer will (a) conduct an investigation to determine whether a violation actually occurred, and (b) report to the audit committee a summary of each matter as to which an investigation is to be undertaken and a recommendation as to action, if any, to be taken by management.

In each case in which the audit committee determines that a violation in fact occurred, the audit committee will implement enforcement action that the committee believes appropriate. Enforcement responses will be measured in the business judgment of the committee based on the nature of the violation, personnel involved, and other circumstances. In each case in which the committee determines that any executive(s) or senior Executives has committed a violation, an appropriate report of the matter shall be made and possible action(s) will be taken.

While it is not practical to specify in advance detailed consequences for every possible violation, the audit committee shall implement policies under which:

- All executives and senior Executives along with other employees are equally responsible for adherence to the code of conduct consistent with the scope of their respective positions with our company
- Enforcement action will be implemented for violations which the audit committee determines to have occurred
- Individuals will be subject to discipline if they fail to exercise due care within the scope of their respective positions with our company to detect and report violations by others, and
- Enforcement consequences will vary depending on the nature, severity and wilful nature of the violation

Enforcement consequences may include:

- Warnings for inadvertent or non-intentional acts which do not materially harm our company

- Enforcement action in response to serious violations, including demotion, compensation reduction, or termination of employment; legal action to recover damages incurred by our company; and/or reporting of illegal conduct to appropriate government agencies.

Our audit committee will meet as often as reasonably needed to review any reports of violations from the compliance officer, and will meet at least annually to review and evaluate reports from the compliance officer concerning the adequacy of the code of conduct and related compliance procedures.

The audit committee's periodic review may also consider:

- Effectiveness of the code to reduce the prospect of misconduct,
- Continued qualifications of the compliance officer or any proposed successor,
- Effective communication of the code and related compliance policies to all employees and new hires via training programs and other communications,
- Degree of support for our compliance program from senior Executives, and
- Assessment of the compliance program's effectiveness in achieving consistent and fair enforcement in response to discovered violations and in preventing future violations.

