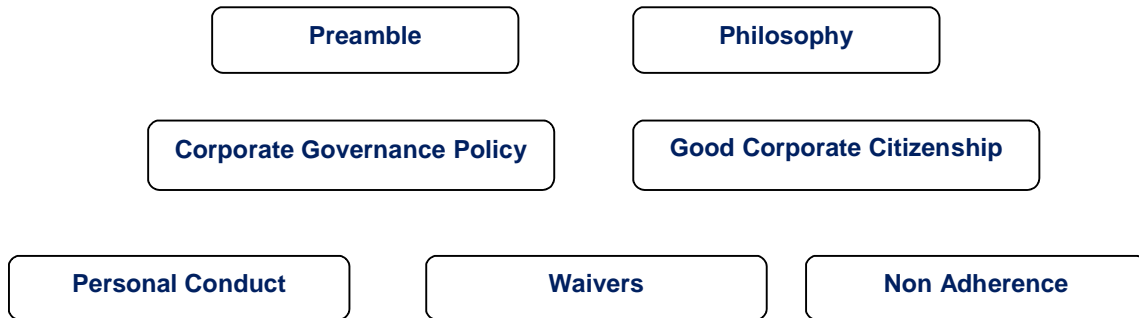


Code of Conduct

Applicable to all Senior Executives, and Employees (Team Members) of the organization



Preamble

Boonze Media Solution (P) Ltd's (BMS) Code of Conduct is circulated to the employees, and will be posted on the Company's corporate website. This Code has now been drafted for better presentation. This Code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct.

Philosophy

BMS is a professionally managed organization and the core value underlying our corporate philosophy is "trusteeship". We believe this organization has been handed to us by the various stakeholders (Employees / Team members) in "**trust**", and we as professionals are the "**trustees**" of these stakeholders. It is therefore our responsibility to ensure that the organization is managed in a manner that protects and furthers the interests of our stakeholders. We recognize society as an important stakeholder in this enterprise and therefore it is part of our responsibility to practice good corporate citizenship.

It is also our belief that in order to serve the interests of our stakeholders in perpetuity, we must build BMS into an institution whose dynamism and vitality are anchored in its core values.

Corporate Governance Policy

The Corporate Governance Policy is the apex level instrument guiding conduct of the affairs of the Company and clearly delineates the roles, responsibilities and authorities of the key entities in the governance structure of the Company. This Code forms an integral part of the Company's Governance Policy. The Senior Executives and employees must adhere to the Corporate Governance Policy of the Company.

Good Corporate Citizenship

In the conduct of the Company's business, the practice of good corporate citizenship is a prerequisite and embraces the following:

Dealing with People in the Organization

In dealing with each other, Senior Executives and employees shall uphold the values which are at the core of our HR Philosophy - **trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self respect and human dignity**. Indeed, these values form the basis of our HR management systems and processes. In selection and recruitment, while meritocracy will be a prime criterion, managers will scrupulously consider all factors that go towards securing the interests of the Company. BMS will focus on meritocracy, equity and

upholding of Company values in all people processes including performance management systems, appraisals, remuneration and rewards.

A Gender Friendly Workplace

As a good corporate citizen, BMS is committed to a gender friendly workplace. It seeks to enhance equal opportunities for men and women, prevent/stop/redress sexual harassment at the workplace and institute good employment practices.

Sexual harassment includes unwelcome sexually determined behavior such as: unwelcome physical contact; a demand or request for sexual favors; sexually colored remarks; showing pornography and any other unwelcome physical, verbal or non-verbal conduct of a sexual nature.

BMS maintains an open door for reportee(s); encourages employees to report any harassment concerns and is responsive to employee complaints about harassment or other unwelcome and offensive conduct. **A Grievance Committee on Gender Issues** (Headed by Administration and Compliance Manager) has been constituted to enquire into complaints and to recommend appropriate action, wherever required.

BMS demands, demonstrates and promotes professional behavior and respectful treatment of all employees.

Relationships with Suppliers and Customers

All Senior Executives, and employees shall ensure that in their dealings with suppliers and customers, the Company's interests are never compromised. Accepting gifts and presents of more than a nominal value, gratuity payments and other payments from suppliers or customers will be viewed as serious breach of discipline as this could lead to compromising the Company's interests.

Legal Compliance

It is the Company's policy to comply fully with all applicable laws and regulations. Ensuring legal and regulatory compliance is the responsibility of the Administration and Compliance manager along with Chief Executive Officer, Vice president, and the Management Leads. The Company cannot accept practices which are unlawful or may be damaging to its reputation. Management Leads must satisfy themselves that sound and adequate arrangements exist to ensure that they comply with the legal and regulatory requirements impacting each business and identify and respond to developments in the regulatory environment in which they operate. In the event the implication of any law is not clear, the Company's Legal Advisors shall be consulted for advice.

Health and Safety

The Company attaches great importance to a healthy and safe work environment. BMS is committed to provide good physical working conditions and encourages high standards of hygiene and housekeeping. Particular attention should be paid to training of employees to increase safety awareness and adoption of safe working methods, particularly designed to prevent serious or fatal accidents.

Environment Policies

The Company believes that commitment to sustainable development is a key component of responsible corporate citizenship and therefore deserves to be accorded the highest priority. Accordingly, the Company is committed to Best Practices in environmental matters arising out of its business activities and expects each business to fully demonstrate this commitment.

In addition to complying with applicable laws and regulations, Businesses must establish procedures for assessing the environmental effects of their present and future activities. They should adopt Best Practices in their environmental policies and procedures.

Personal Conduct

All Senior Executives, and employees have the obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company at all times. They are expected to demonstrate exemplary personal conduct through adherence to the following:

Avoidance of Conflict of Interest

All Senior management, and employees must avoid situations in which their personal interest could conflict with the interest of the Company. This is an area in which it is impossible to provide comprehensive guidance but the guiding principle is that conflict, if any, or potential conflict must be disclosed to higher management for guidance and action as appropriate.

Transparency and Audit ability

All Senior Executives and employees shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes, including as appropriate, segregation of duties, tiered approval mechanism and involvement of more than one manager in key decisions and maintaining supporting records. It shall be necessary to voluntarily ensure that areas of operation are open to audit and the conduct of activities is totally auditable.

Protection of Confidential Information

No Senior Executives and employee shall disclose or use any confidential information gained in the course of employment/ association with the Company for personal gain or for the advantage of any other person. No information either formally or informally shall be provided to the press, other publicity media or any other external agency except within approved policies.

Company Facilities

No Senior Executives, and employee shall misuse Company facilities. In the use of Company facilities, care shall be exercised to ensure that costs are reasonable and there is no wastage.

Leading by Example

The organization's Senior Executives set the professional tone for the Company. Through both their words and their actions, the organization's leadership conveys what is acceptable and unacceptable behavior. BMS's Senior Executives and employees must constantly reinforce through their actions and behavior that BMS's stated beliefs of responsible corporate citizenship are rooted in individual conviction and personal integrity.

Waivers

Any waiver of any provision of this Code of Conduct for a senior Executives or employee must be placed for approval before the Company's Chief Executive Officer / Corporate Executives Committee, as appropriate.

Non Adherence

Any instance of non-adherence to the Code of Conduct / any other observed unethical behavior on the part of those covered under this Code should be brought to the attention of the immediate reporting authority, who shall in turn report the same to the BMS's Human Resources.

*** Senior Executives for the purpose of this Code would mean the followings:**

- **Managers / Team Leads, or its equivalent, and above**
- **HODs (Head of Departments)**

* This Code of Conduct, as adopted by the Company on 11th April, 2011, was amended on 15th April, 2011.

