MEDIA MATRIX WORLDWIDE LIMITED
Corporate Identity Number: L32100HR1985PLC144515

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CODE OF BUSINESS CONDUCT AND ETHICS FOR THE SENIOR MANAGEMENT PERSONNEL

First Amended on May 24, 2017
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Owner: Corporate Secretarial Department

CODE OF BUSINESS CONDUCT AND ETHICS FOR THE SENIOR MANAGEMENT PERSONNEL

1. INTRODUCTION:-

This Code of Business Conduct and Ethics envisages to ensure maintenance of standard, of Business Conduct and Ethic of Media Matrix Worldwide Limited. ("the Company") and due compliance with legal requirements.

This code is to act as a deterrent from wrong and unethical doings and act as a catalyst to promote ethical values. This code is the manifestation of the Company's commitment to lawful and ethical business conduct which is critical to the successful operation of the Company and is of utmost important to the Company's Shareholders, Creditors and other Business Associates.

2. APPLICABILITY

This Code is applicable to the Senior Management Personnel as defined in explanation of Regulation 16(1)(d) of SEBI(Listing Obligation and Disclosure Requirements),2015 i.e. :-

"senior management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

3. GUIDING PRINCIPLES

The following are the guiding principles enshrined in this Code:-

- Act diligently, transparently, honestly and in good faith upholding the highest ethical standard of integrity, confidential, accountability and independence.
- Provide leadership in advancing the Company's Vision, Values and Guiding Principles.
- Discharge duties in the best interests of the Company, its Shareholders and Stakeholders.
- Become and remain familiar with Company's business and the economic and competitive environment in which the Company operates and understand the Company's business plans, strategies and objectives, operation results, financial condition and relative market place position.

- Not enter into, without the prior approval of the Board, any transaction or relationship with the Company which the Directors/Executives will have a financial or personal interest (either directly or indirectly, such as through a family member or other person or organization with which they are associated), or any transaction or situation which otherwise involves a conflict of interest.

- Maintain the confidentiality of all material non-public information about the Company, its business affairs.

- Scrupulous adherence to all applicable laws and regulations and the Company's Code for Prevention of "Insider Trading in Shares."

Ethical Business Conduct is critical to the success of the business of the Company. Executives of the Company are duty bound to respect and adhere to this Code. Adherence to this Code is replete with a host of Legal and Regulatory requirements; the violation of which can bring about significant liability on the Executives as well as on the Company and its Directors.

The Executives should therefore, be fully alert to the possible violations of this code. Violation of Law as well as this Code of business conduct and ethics or other Company policies and procedures can bring disciplinary action including termination of employment.

4. RESPONSIBILITY TO THE COMPANY AND ITS SHAREHOLDERS

All Executives being employees of the Company has got a great responsibility towards the Company and its Shareholders. The Executives are expected to exercise good judgment to ensure the safety and welfare of all the employees, agents and the Shareholders of the company. They should strive to create a harmonies and productive work environment in the Company. These standards shall be upheld while working not only in the Company premises but also at off site locations where the Company's business is being conducted or at any other place where the Executives represent the Company.

This Code expects the Executives to work for the value creation for the Shareholders.

5. COMPLIANCE WITH APPLICABLE LAWS

All Executives must comply with all applicable Laws, Rules, Regulation and Orders. They should acquire appropriate knowledge of the requirements relating to their duties so as to enable them to identify potential dangers. Violation of Laws, Rules, Regulation and Orders will lead to individual criminal or civil liability as well as disciplinary action by the Company. Such violation may also bring civil or criminal liability on the Company with possible loss of business.

6. CONFLICTS OF INTEREST

The responsibility of the Executives to the Company as well as to the Shareholders do not normally prevent them from engaging in personal transactions; but this Code demands that the Executives should scrupulously try to avoid any situation where his interest will conflict with the interest of the Company. The Executives should always try to avoid the very appearance of such

conflict of interest. A conflict of interest arises where the interest of the Executives conflicts with the interest of the Company in situations like:-

a) Employment/Outside Employment.
b) Outside Directorship.
c) Business Interest.
d) Related Party Transactions.
e) Other Situations

a) Employment/Outside Employment

Being employees of the Company, every Executive is duty bound to devote his full attention to the business interest of the Company. He is prohibited from engaging in any activity which is in conflict with or prejudicial to the interest of the Company.

Acceptance of any outside employment with the Company's Suppliers, Customers or Competitors or indulging in any activity that enhances or support the Competitor's business should be viewed as a breach of this Code. Any personal interest which is in conflict with the interest of the Company should be promptly disclosed to the management.

b) Outside Directorship

A conflict of interest arises when an Executive serve as a Director on the Board of a Competitors Company. Acceptance of such Directorship shall be with the prior approval of the Company management.

c) Business Interest

An Executive is expected to exercise utmost care and diligence while taking a decision to invest in a Company of a Customer, Supplier or Competitor and to ensure that such investment shall not compromise the responsibility of the Executive to the Company. Conflict of interest can be surfaced through a number of factors like the size and nature of the investment, degree of your influence in the Company's business interest, your access to confidential information of the Company or the investee Company and the relation of your Company with the investee Company.

d) Related Party Transactions

As a general rule this Code requires any Executives to avoid as far as possible any related party transactions, viz. transactions between the Company and any of the relatives of the Executives. The term relatives are defined in Section 2(77) of the Companies Act, 2013 or any amendments made thereto.

In any unavoidable circumstances if an Executive has to enter into any such related party transactions, they should comply with the provisions of Section 188 of the Companies Act, 2013 and Listing Agreement.

d) Other Situations

Situations of conflict of interest given above are not exhaustive. There can be any number of other situations where the conflict of interest may appear. The Executives are therefore advised to consult the Board/Audit Committee before entering into any such transactions.

7. CORPORATE OPPORTUNITIES

Executives shall not exploit or make use of the Company's properties, or information or positions for their personnel gains, unless the opportunity is fully disclosed to the Company's Board and the Board of Directors accord its approval to pursue such opportunity.

8. SAFEGUARDING CONFIDENTIAL INFORMATION

During the course of the service, Executives may be provided with or may have access to Company's confidential information to facilitate their work. These information include trade related information, business secrets, confidential matters, customer information, business strategies, administration policies and the like. The confidential information is the property of the Company and as such every Executive is duty bound to safeguard the same.

All confidential information must be used exclusively for the business of the Company only. In case the confidential information is to be disclosed to any business partner or associate such disclosure should invariably be made after careful consideration of its potential benefits and risk and that too with the prior approval of the management. Even while co-operating with the Government Agencies and Regulatory Authorities during any investigation, confidentiality of the information shall be maintained and no information or document shall be passed on to the Investigating Authorities without the approval of the management.

All communication with the Public as well as the Press shall be made only by the authorised spoke person of the Company who is authorised to communicate with outsiders on behalf of the Company.

9. WAIVERS

Wavier of any provision contained in this Code for any person shall be approved in writing by the Board of Directors.

10. DISCIPLINARY ACTION

The Company expect all of its Executive to strictly adhere to the provision of this Code in carrying out their duties. Suitable Action shall be taken against any Executive who violate any of the provisions of this Code. Disciplinary action include termination of employment at the Company's sole discretion.

In case of any loss suffered by the Company as a results of the violation of any of the provisions of this Code by an Executive, the Company reserves the right to proceed against the individual to recover the loss.

11. AVAILABLITY OF CODE OF CONDUCT ON THE WEBSITE

This Code of Conduct is available on the Company's Website www.mmwlindia.com

12. ACKNOWLEDGEMENT

Executives are required to sign and return to Human Resources Department (HRD) the enclosed Acknowledgement of Receipt of this Code in token of their having received, read and accepted the same.

MEDIA MATRIX WORLDWIDE LIMITED
ACKNOWLEDGEMENT OF RECEIPT OF CODE OF BUSINESS CONDUCT AND ETHICS

I have received, read and accepted the Company's Code of Business Conduct and Ethics.

I understand the standards and policies contained in this Code and also understand that there may be additional policies or laws specific to my job.

If I have questions concerning the meaning or application of the Company's Code of Business Conduct and Ethics or any Company Policies or the legal and regulatory requirements applicable to my job, I know I can consult the management knowing that my questions or reports to these sources will be maintained in confidence.

Signature

Name of Executive

Date:
Place: