SHARPLINE BROADCAST LIMITED

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CODE OF CONDUCT

CODE OF CONDUCT FOR EXECUTIVE DIRECTORS

This Code of Conduct (hereafter the "Code") approved by the Board of Directors (hereafter the "Board") of **SHARPLINE BROADCAST LIMITED** (the "Company") is applicable to all its Executive Directors and Senior Managers (hereafter "Senior Management", and refers to the core management team designated by the Executive Committee of the Board). The Code is intended to serve as guiding principles for Senior Management. Senior Management shall affirm compliance with this code on an annual basis as at the end of each financial year.

I. THE CODE

In acting within the bounds of the authority conferred upon them, Senior Management shall observe high standards of ethical conduct, fairness and integrity and shall work to the best of their ability, responsibility and judgment in a manner that is in consonance with the best interests of the Company and its stakeholders. Senior Management shall not engage in any business, relationship or activity, which may be in conflict with the interest of the Company. Conflicts could arise in many situations, and it is not possible to enumerate an exhaustive list of such conflicts. However, set forth are some of the common circumstances that could lead to a conflict of interest, actual or potential:

a) Engagement in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company’s interest. This includes simultaneous employment with suppliers, customers, developers, or competitors of the Company, or from taking part in any activity that enhances or supports a competitor’s position.

b) Conducting Company business with a relative or with a Firm/Company in which a relative/related party is associated in any significant role. No such transaction may be carried out without prior permission of the Board.

c) Senior Management shall not accept any outside directorship without the prior permission of the Board.

In all such and other circumstances which may involve actual or potential conflict(s) of interest, Senior Management shall not only be expected to ask for permission from the Board, but also to disclose in full the nature of such conflict(s) or transaction(s). This is notwithstanding that such disclosures may not technically be construed as a disclosure required within the meaning of the

Companies Act, 2013. Senior Management is required to comply with all the applicable laws, rules and regulations in force and governing the Company.

Any information concerning the Company's business, its customers, suppliers etc., which is not in the public domain and to which the Senior Management may have access or knowledge shall be considered confidential and thus, to be held in confidence and not disclosed to third parties, unless authorized to do so or when disclosure is required as a matter of law.

Senior Management shall not provide any information either formally or informally to the press or any other publicity media, unless specially authorized or required under law.

All members of Senior Management shall comply with insider trading regulations issued by the Securities and Exchange Board of India and the Insider Trading Code issued by the Company as may be applicable to them.

Senior Management shall not seek or accept any favour from any business associate, customer and supplier which might put it and/or the Company under any potentially injurious obligation.

Senior Management and its immediate family members should not accept any gift, gratuity, fee or other benefits of any kind from suppliers, customers, competitors and related business parties if it is known, believed or suspected that its purpose is to influence a transaction and/or if the value such an item is significant and/or might cause embarrassment to the Company.

Senior Management shall protect the Company's assets and information.

II. COMPLIANCE OFFICER FOR THE PURPOSE OF THE CODE

The Company has appointed the Company Secretary as the Compliance Officer, who shall be available to the Senior Management to answer their queries and to help them comply with the Code.

III. REVIEW OF THE CODE

The Code shall be reviewed as and when deemed fit by the Board and necessary amendments may be made thereto. Any such amendment shall be notified to all members of the Senior Management by the Compliance Officer.

CODE OF CONDUCT FOR NON-EXECUTIVE DIRECTORS

This Code of Conduct (hereafter the "Code") approved by the Board of Directors (hereafter the "Board") of SHARPLINE BROADCAST LIMITED (the "Company") is applicable to all its Non-Executive Directors (hereafter referred to as "NEDs"). It is intended to serve as guiding principles for the NEDs. The NEDs shall compliance with this code on an annual basis as at the end of each financial year.

I. THE CODE

Within the bounds of fiduciary authority conferred upon them, NEDs are expected to make and enact informed decisions and policies in the best interests of the Company and its stakeholders, and in doing so, are encouraged to raise questions about particular circumstances that may involve one or more of the provisions of this Code, or any other issue of ethical risk, to the attention of the Company Compliance

Officer. In performing their Board and the Board Committee functions, the NEDs shall adhere to certain principles as enumerated below:

1 The NEDs shall endeavour to attend and actively participate in the Meetings of the Board and of the Board Committee(s) on which they serve.

2 They shall not participate in the discussion of any subject matter in which any conflict of interest exists or arises, whether pecuniary or otherwise, and in such cases the same shall be disclosed and recorded in the minutes of the meeting.

3 The NEDs shall endeavour that the Company abides by all the provisions of the relevant legislations as applicable to it.

4 The NEDs shall act in good faith, with due care, and with competence and diligence, to not misrepresent material facts or allow their independent judgment to be subordinated.

5 The NEDs shall submit the necessary disclosures of interest / statement of holdings / dealings in securities as required under the law.

6 Unless otherwise required by law, the NEDs shall maintain confidentiality and shall not divulge/ disclose any information obtained in the discharge of their duties and that no such information shall be used by them for their personal gains.

7 The NEDs shall maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in the discharge of their duties in order to inspire stakeholder's confidence. The NEDs shall perform their duties in an independent and objective manner and avoid activities that may impair, or may appear to impair their independence or objectivity.

8 In carrying out their duties, the NEDs shall endeavour to ensure that the Company's assets, proprietary information and resources are used by the Company and its employees only for legitimate business purposes of the Company.

9 The NEDs shall not associate with the Company's competitor in a manner prejudicial to the interest of the Company & also shall not accept any outside directorship without the prior permission of the Board.

10 The NEDs shall protect the Company's interest and shall not utilize their position to the detriment of the Company's interest.

11 The NEDs shall not engage in any act involving moral turpitude, dishonesty, fraud, deceit, or misrepresentation or any other act prejudicial to the Company.

12 The NEDs will perform the duties as prescribed under the Companies Act, 2013 and the Rules made there under, as amended from time to time.

II. DUTIES OF INDEPENDENT DIRECTORS

In addition, Independent Directors shall also perform the duties as prescribed for Independent Directors under the Companies Act, 2013 and the Rules made there under, as amended from time to time. Independent Directors shall:

1 Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;

2 Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;

3 Strive to attend all meetings of the Board of Directors and of the Board Committees of which they are members;

4 Participate constructively and actively in the Committees of the Board in which they are chairpersons or members;

5 Strive to attend the general meetings of the Company;

6 Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

7 Keep themselves well informed about the Company and the external environment in which it operates;

8 Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;

9 Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;

10 Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

11 Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;

12 Act within their authority; assist in protecting the legitimate interests of the Company, shareholders and its employees;

13 Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

III. COMPLIANCE OFFICER

For the purpose of the Code, the Company has appointed the Company has appointed the Company Secretary as the Compliance Officer, who shall be available to the NEDs to answer their queries and help them comply with the Code.

IV. REVIEW OF THE CODE

The Code shall be reviewed as and when deemed fit by the Board and necessary amendments may be made thereto. Any such amendment shall be notified to all NEDs by the Compliance Officer.