

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

Pursuant to clause 49 of the Listing Agreement and to ensure that the organization is managed in a manner that protects and furthers the interests of all its stakeholders, a Code of Conduct is laid down which shall apply to -

- all Directors of the Company, whether executive or non-executive;
- all executives of the Company one level below the Executive Director, including all functional heads and accordingly they shall adhere to the standards set out below whilst conducting their duties.

I HONESTY & ETHICAL CONDUCT

- act honestly, diligently and in good faith and integrity in all their dealings with and for the Company, without allowing their independent judgment to be subordinated;
- practice a conduct of giving highest respect to human values and promote the same

II CONFLICT OF INTEREST

- not engage in any business, real believe that 'The End of the Sale is the Beginning of Commitment .Our Marketing dept., ensures quick and efficient customer assistance right from enquiry to installation of a complete projection ship or activity, which might detrimentally conflict with the interest of the Company;
- avoid situation in which their personal interest could conflict with that of the Company;
- not use their status to seek or accept any personal gains or favors from those doing or seeking to do business with the Company or from other employees of the company.

III COMPLIANCE

- take every reasonable step to ensure adherence to the laws and regulations applicable to the Company;
- comply with the Company's Insider Trading Code while trading in the Company's securities at any time;
- comply with the spirit as well as the letter of the laws and principles of this code.

IV OTHER DIRECTORSHIPS

- Report / disclose to the Board regarding their relationships with the other companies. It is felt that service on the Board of a direct competitor is not in the interest of the Company.

V CONFIDENTIALITY OF INFORMATION

- not use any confidential information obtained by them in the course of their official duty, whether from the Company or otherwise, for personal gain, or use/ allow the use of such information for the financial benefit for any other person;
- not share any information regarding the Company, its business and/or affairs either formally or informally to the publicity media unless specifically authorized;
- not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company not in public domain and therefore constitutes insider information.

VI GIFTS AND DONATIONS

- receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favors or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

VII PROTECTION OF ASSETS

- protect the company's assets, labour and information and may not use for personal use unless specifically authorized.

This code set forth guidelines for the Board of Directors and Senior Management Executive.

PERIODIC REVIEW

This code is subject to modification and shall be reviewed periodically. All the concerned shall acknowledge receipt of this code and upon revision thereto. New Directors who may be inducted shall receive such code at the time when their directorship begins. Any amendment or waiver of any provision of this code shall be approved in the meeting of the Board of Directors and shall promptly be disclosed on the Company's website.

All the concerned shall affirm compliance of this code on annual basis. CEO in turn shall sign a declaration to this effect in the Annual Report of the Company.