

CODE OF CONDUCT
FOR BOARD MEMBERS AND
SENIOR MANAGEMENT

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Introduction

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by Morn Media Limited (hereinafter referred to as "the Company") with an intend to ensure adherence to highest business and ethical standards.

Applicability

Code of Conduct is intended to set out Morn Media's standards and expectations of conduct by the following Class:

- a) **Board** shall mean the Board of Directors of the Company.
- b) **Company** shall mean Morn Media Limited and its subsidiaries and shall also include any new corporate form it assumes in the future.
- c) **Senior Management** shall mean the employees of the Company one level below the Executive Directors, viz. President, Vice-President, General Manager and all other executives having similar or equivalent rank in the Company and the Chief Financial Officer, Compliance Officer and Company Secretary of the Company (hereinafter referred to as "Senior Managers") with regards to integrity, ethics, confidentiality and conflicts of interest.

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

The Code shall be posted on the website of the Company i.e. www.mornmedia.com.

Code of Conduct

1. Board Members & Senior Managers to comply with the following:

1) Honesty & Integrity:

The Board Members and Senior Managers shall observe the highest standards of ethical conduct, honesty, integrity, probity and fairness and shall work to the best of their ability and judgment. They shall act in utmost good faith and exercise due care, competence and diligence in performing their office duties. They shall maintain and help the Company in maintaining highest degree of Corporate Governance Practices.

2) Conflict of Interest:

The Board Members and Senior Managers shall not accept employment or a position of responsibility with any other organization for remuneration or otherwise that is prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.

3) Corporate Opportunities:

The Board Members and Senior Managers shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only as per the terms of their appointment. They shall not exploit for their own personal gain, opportunities that are discovered through the use of Company's property, information or position.

The Board Members and Senior Managers must make disclosures to the Board relating to all material financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company.

4) Compliance with Laws, Rules & Regulations:

The Board Members and Senior Managers shall meticulously comply with all the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, where the Company operates, both in letter and spirit, which if not complied with

may, otherwise, disqualify him/ her from his/her association with the Company. Company cannot accept practices which are unlawful or may be damaging Company's reputation.

Director & Senior Management Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.

5) Confidentiality of Information:

The Board Members and Senior Managers shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage. They shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorised otherwise.

6) Insider Trading:

The Board Members and Senior Managers shall not derive benefit or assist others to derive benefit by giving investment advice on the basis of the access to and possession of insider / price sensitive information about the Company which is not in public domain. Directors and Senior Management shall also ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as also other regulations as may become applicable to them from time to time.

7) Related Party Transactions:

The Board Members and Senior Managers shall in conformity with applicable legal provisions of the related party transactions falling under the purview of the Companies Act, 2013 disclose the personal and/or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them so as to enable the other Board Members to take an informed decision.

8) Gifts & Donations:

The Board Members and Senior Managers shall not receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are likely to obtain business (or uncompetitive) favours or influence any business decision for the conduct of business. Nominal gifts of commemorative nature, for special events / occasions could, however, be accepted or offered.

9) Other Directorships:

The Board Members and Senior Managers must report / disclose their Directorships in other companies to the Board on an annual basis. If there is any change in Directorships in other companies during the course of the year, Directors must promptly inform the same to the Board which will be noted by the Board at the next meeting.

Senior Management shall act as the Director / advisor or hold any other capacity in any other Company after making proper disclosure to the Chairman of the Board.

10) Other Obligations:

The Board Members and Senior Managers shall,

- a. dedicate sufficient time, energy and attention to uplift and better the Company's performance
- b. endeavour to attend all the meetings (including committee meetings, if any), proceedings and occasions as are required of the person for the benefit, growth and development of the Company.
- c. not make any statement or any other commitment without proper authority or with full knowledge that it is false
- d. never compromise the interest of the Company

11) Amendment to the Code/Annual Review:

The code is subject to modification / amendment from time to time. Any amendment to the provision(s) of the Code must be approved by the Board and communicated to the Directors and Senior Management.

12) Waivers:

Any waiver of any provision of this Code for a Director or Senior Management must be placed for approval before the Company's Audit Committee of the Board of Directors.

13) Violations of the Code:

It is ethical responsibility of Directors and Senior Management to abide by and enforce the Code. Any perceived violation of the Code by any Director or Senior Management Personnel should be reported in writing (by any employee / party affected adversely) to the Chairman of the Audit Committee in a closed cover addressed to the Compliance Officer. The Board shall take appropriate action against Directors and the Audit Committee of the Board shall take appropriate disciplinary action against Senior Management, who is found to have violated the Code. Such action may be taken in various forms, viz. a verbal warning or written reprimand, dismissal or referral for criminal prosecution or such action as may be deemed fit in the circumstances of each case.

- II. **In addition to the above, the Independent Directors of the Company shall also abide by the duties as laid down as under:-**

The 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 he is a member;
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. keep themselves well informed about the company and the external environment in which it operates;
7. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
8. 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;
9. 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;
10. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
11. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
12. 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.

Annual Compliance Reporting

The Board Members and Senior Managers shall affirm compliance with this Code on an annual basis latest by 21st April of each financial year of the Company. The Corporate Governance Report of the Company shall contain a declaration to this effect signed by the CEO / Managing Director of the Company.

ANNEXURE

Compliance Certificate

To
The Compliance Officer,
Morn Media Limited,
2, Sarvodaya Nagar,
Kanpur-208 005

I,, being a member of the Board of Directors of Morn Media Limited (“the Company”) hereby acknowledge, confirm and certify that:

- i. I have received, read and understood the Code of Business Conduct and Ethics for Directors and Senior Management of the Company;
- ii. I am bound by the said Code to the extent applicable to my functions as a member of the Board of Directors / Senior Management of the Company;
- iii. During the financial year, I have complied with the provisions of the said Code;
- iv. I am not aware of nor am I a party to any non-compliance with the said Code.

Signed:

Name:

Designation:

DIN:

Date: