

**SAGITARIUS ADVERTISING
LIMITED**

CODE OF CONDUCT

SAGITARIUS ADVERTISING LIMITED

Regd Office: office No. 102, Sagar Galaxy, LSC 2, Plot No. 12, Pocket B, Mayur Vihar, Phase-2, Delhi at first floor, Delhi-110091; Email: sagadvtd@yahoo.com

This Code envisages that the Board of Directors of the Company and Senior Management Personnel (collectively referred to as "Officers") must act within the bounds of the authority conferred upon them and with a duty to comply with the requirements of applicable law. The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence reposed in the Officers by the shareholders of the Company. Officers are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.

HONEST AND ETHICAL CONDUCT

The Officers are expected to comply with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company with the highest standard of personal and professional integrity, honesty and ethical conduct.

CONFIDENTIAL INFORMATION

The Officers have to secure, preserve, safeguard and use discreetly, confidential information in the best interest of the Company. They should not divulge or communicate such information to third parties except when authorized for the business reasons.

CORPORATE BUSINESS OPPORTUNITIES

In carrying out their duties and responsibilities, the Officers should avoid:

- Appropriating corporate business opportunities for themselves that are discovered through the use of Company's property or information or their position;
- Using Company's property or information, or their position, for personal gain;
- Competing with the Company directly or indirectly, for business opportunities that the Company is pursuing;
- A corporate business opportunity is an opportunity in the Company's line of business or proposed expansion or diversification' and
- Which the Company is financially able to undertake and which may be of interest to the Company.

The Officer who learns of such a corporate business opportunity and who wishes to participate in it should disclose the opportunity to the Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in the opportunity, then, and only then, may the officer participate in it, provided that the officer has not wrongfully utilized the Company's resources in order to acquire the opportunity.

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PUBLIC REPRESENTATION

No employee, except specifically authorized directors and employees, shall interface with the media and other public constituencies, such as the financial community and shareholders, or disclose any information pertaining to the business affairs of the company, to any external agency.

CONCURRENT EMPLOYMENT / ASSIGNMENT

The Senior Management of the Company shall not, without the prior approval of the Whole Time Director, accept employment or a position of responsibility (such as a consultant or a director) with any one during the course of his employment with the Company. Further, any presentation / hand-outs proposed to be distributed to outsiders should not contain any confidential information and should be approved by WTD.

PROTECTION & PROPER USE OF COMPANY'S ASSETS & RESOURCES

The Officers shall not misuse, for personal gain or otherwise, the assets of the Company, including tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc., and shall employ them for the purpose of conducting the business for which they are duly authorized.

WORKPLACE BEHAVIOUR

Employees shall ensure that their behavior at work is aligned with the Intec group values and they conduct themselves with discipline and decorum; exhibit respect for others in their dealings; and do not subject any employee, associate, customer, supplier or visitor to any harassment, sexual or otherwise, verbal or physical abuse or intimidation.

FINANCIAL REPORTING AND RECORDS

The Company shall prepare and maintain its accounts fairly and accurately in accordance with applicable accounting and financial reporting standards and principles of good corporate governance. All required information shall be accessible to company auditors and other authorized parties and government agencies.

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DISCLOSURE

The members of the Board and the Senior Management Personnel shall affirm compliance with the code on annual basis. The Annual Report of the Company shall carry a declaration to this effect signed by the Director of the company.

NON-COMPLIANCE OF THE CODE

Suspected violations of this Code must be reported to the Board or the Whole Time Director. All reported violations would be appropriately investigated.