

SHYAM TELECOM LIMITED

CODE OF ETHICS FOR BOARD MEMBERS, PRINCIPAL EXECUTIVE AND SENIOR FINANCIAL OFFICERS

A. INTRODUCTION:

This Code of Ethics for Board Members, Principal Executive and Senior Financial Officers (the “Code”) helps to maintain the standards of business conduct for Shyam Telecom Limited (the “Company”) and ensures compliance with legal requirements. The purpose of this Code is to deter wrongdoing and promote ethical conduct. The matters covered in this Code are of the utmost importance to the company and are essential to conduct the business in accordance with the stated values.

This Code is applicable to the following persons:

- All the Board Members;
- Principle Executive Officers;
- Principal Financial Officers;
- Principal Accounting Officers or Controllers;
- All professionals serving in the office of Finance, Tax, Accounting, Purchase, Treasury, Internal Audit, Financial Analysts, Investor Relations and Secretarial Department.

B. HONEST AND ETHICAL CONDUCT:

We expect all Board Members and Officers to act in accordance with the highest standards of personal and professional integrity, ethics and values while they are in the employment of the company i.e. doing work of a consistently high standard with honesty and right attitude and behaving in a professional manner with clients and fellow-staff members

C. CONFLICT OF INTEREST:

Board Members and all Officers duty to the company demands that he/she avoids and discloses actual and apparent conflicts of interest. A conflict of interest exists where the interest or benefits of one person or entity conflict with the interests or benefits of the company. Few examples are as follows:

(i) Employment/ outside employment-

In consideration of employment with the company, Board Members and all Officers are expected to do their acts in the business interest of the company. Board Members and all Officers are prohibited from engaging in any activity that interferes with their responsibilities to the company, or is otherwise in conflict with or prejudicial to the

company. Our policies prohibit Board Members and all Officers from accepting simultaneous employment with suppliers, developers or competitors of the company, or from taking part in any activity that enhances or supports a competitor's position.

(ii) Outside Directorships-

It is in conflict of interest to serve as a director of any company that competes with the company. Board Members and all Officers must first obtain approval from the company's Board before accepting a directorship.

(iii) Business Interest-

If a Board Member and any Officer is considering investing in any consumer, supplier, developer or competitor of the company, he or she must first take care to ensure that these investments do not compromise on their responsibilities to the company. Our policy requires that Board Members and all Officers should first obtain approval from the company's Board before making such an investment. Many factors should be considered in determining whether a conflict exists, including the size of the investment, the Board Member's and Officer's ability to influence the company's decisions, his or her access to confidential information of the company or of other company, and the nature of relationship between the company and the other company.

(iv) Related parties-

As a general rule, Board Members and all Officers should avoid conducting company's business with a relative, or with a business in which a relative is associated in any significant role.

Relatives include spouse, parents, children, grand parents, grand children, aunts, uncles, nieces, nephews, cousins, step relationships, and in-laws. The company prohibits the employment of such individuals in positions that have a financial dependence or influence.

(v) Corporate opportunities-

Board Members and all Officers may not exploit for their own personal gain, opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the company's Board and the Board declines to pursue such opportunity.

D. POLICY ON DISCLOSURE TO PUBLIC:

Our policy is to provide full, fair, accurate, timely and understandable disclosure in reports and documents that we file with, or submit to the Stock Exchanges and in our other public communications. Accordingly, Board Members and all Officers must ensure that they comply with our disclosure controls and procedures, and our internal controls for financial reporting.

E. POLICY AGAINST INSIDER TRADING:

Insider Trading is prohibited by both Law and Company. Insider Trading generally involves dealing in the securities of a company when in possession of any

unpublished price sensitive information or communicating directly or indirectly any unpublished price sensitive information to any person to deal in the securities while in possession of such unpublished price sensitive information. Insider Trading invokes severe civil and criminal penalties not only on insider but also on the company in certain situations as mentioned under the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

F. POLICY ON FRAUDULENT AND UNFAIR TRADE PRACTICES IN THE SECURITIES MARKET:

The company's securities are listed on major Stock Exchanges of India and the company is committed to comply with the Securities Laws in all jurisdictions. The company prohibits fraudulent and unfair trade practices in the securities market, with regard to the securities of the company or of any company with whom the company has business dealings. This policy shall apply to all the directors and employees of the company.

G. POLICY ON ACCOUNTABILITY:

The Board shall oversee the company's adherence to ethical and legal standards. All employees and the members of the Board shall undertake to stop or prevent actions that could harm customers, the system or reputation of the company and to report such actions as soon as they occur.

H. DISCIPLINARY ACTIONS:

The company will take appropriate action against any Board Member or Employee or Agent or Contractor or Consultant, whose actions are found to violate these policies or any other policies of the company as prescribed by the law and deems fit in the interest of the company.

I. COMPLIANCE WITH GOVERNMENT LAWS AND RULES :

Board Members and all Officers must comply with all applicable Governmental Laws, Rules and Regulations. Board Members and all Officers must acquire appropriate knowledge of law relating to their duties to enable them to recognize potential dangers and to seek advice from the other departments. Violations of applicable Government Laws, Rules and Regulations may subject Board Members and all Officers to individual criminal, civil liabilities, as well also disciplinary action by the company. Such individual violations may also subject the company to civil or criminal liability or the loss of business.

J. WAIVERS AND AMENDMENTS OF THE CODE:

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. The company's Board of Directors must approve any amendment or waiver of any provision of this Code in writing.