

UNITED INTERACTIVE LIMITED

Code of Business Conduct & Ethics For Directors / Management Personnel

- a. This code of conduct is an integral part of UIL corporate governance philosophy.
 - b. The objective of this Code of Conduct is to achieve highest level of transparency, integrity and equity with all the stakeholders.
 - c. This code of conduct is applicable to all the Members the Board, Presidents & CEOs, Executive Directors, CFO and Functional Heads who is/will be appointed as such (collectively called as Top Management and severally as Members of UIL)
 - d. This code is only a basic guideline and is not exhaustive. The members of top management are expected to act diligently whenever a doubt or question arises. They can also seek clarifications from the Company Secretary.
 - e. Every Director / Management Personnel of the Company will be required to certify compliance with the Code within 15 days of the close of the financial year of the Company. Such certification shall be in such form as listing agreement with stock exchange may require from time to time.
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- 1. Honesty and Integrity:
 - a. The top management shall act in accordance with highest standards of professional and personal integrity and honesty.
 - b. Top management will practice fair play, equity, mutual trust and will act in good faith.
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- 2. Confidentiality
 - a. The top management shall maintain absolute confidentiality of all the Company related proprietary data and information to which they have access in their official capacity. Directors / Management Personnel shall make their best efforts to protect all such Intellectual Properties related to the Company, as it is critical to the Company's overall success.
 - b. However, statutory disclosures if any required by law or regulation can be made available to outside agencies.
 - c. Confidential data or information shall not be under any circumstances used for personal gain or the gain of a relative, friend or any other related party.

3. Conflict of Interest

- a. Members of the top management shall avoid any association or engagement which has even an apparent conflict of interest with the operations of the Company.
- b. Interest of stakeholders will supercede any other interest barring statutory requirements, environmental and safety matters.
- c. Members of top management shall not hold position of Director, Advisor with a competitor Company.

4. Protection & Proper Use of Company's Assets & Resources

Directors / Management Personnel shall as far as practicable, protect the Company's assets from loss, damage, misuse or theft and ensure that the assets are only used for business purposes and other purposes specifically approved by Management and must never be used for unauthorized purposes.

Directors / Management Personnel shall not apply the Company's assets / resources and/or proprietary information for personal benefit and/or for the benefit of any other related party.

5. Compliance with statute

- a. Members of the top management shall comply with all applicable statutory enactments, rules, regulations, guidelines, circulars etc.
- b. The members are expected to have adequate knowledge on such matters at least in so far as they are required for the discharge of the entrusted functions and responsibilities.

6. Transparency

- a. Members of the top management shall maintain highest standards of transparency in all their functions, interactions and dealings among themselves and with all stakeholders (shareholders, lenders, customers, vendors, employees, government agencies and the general public).
- b. Members of the top management shall make appropriate and adequate disclosures to disseminate sensitive information and data on matters of interest to the stakeholders.
- c. Top management will encourage whistle blower policy in good faith of any wrongful or detrimental conduct or concern and such member will be protected from any adverse repercussions.
- d. Members of the top management are encouraged to freely express their views to the Chairman or Board and other Members on various matters relating to the business of the Company.
- e. The top management will nominate a lead Independent Director who will be a spokesperson of the top management to evolve from time to time better practices and improvement in code of conduct which will bring pride and credit to the Company and stakeholders.

7. Interest of stakeholders

- a. Members of the top management will promote the interest of all stakeholders (shareholders, lenders, customers, vendors, employees, government agencies and the general public).
- b. Members of the top management will endeavour to adopt business principles and practices.

8. Risk Management

- a. The top management will envisage, identify, mitigate and control potential risks through properly defined risk management frame work.

9. Other matters

- a. Members of top management as a general practice shall accept gifts in cash and kind of values exceeding Rs.2000 from a person related with the business of the company.
- b. Members of top management shall not share any information or data to the Print or Visual Media without proper authority of chairman or Board.
- c. The members of the top management shall endeavour to provide equal opportunities to all its employees, present and prospective without discrimination of caste, religion, age, sex etc.
- d. Members of top management shall not support directly or indirectly any political party, candidate or campaign.

10. Amendment, Modification & Waiver s

This Code may be amended, modified, or varied by the Board, subject to appropriate applicable provisions of law, rules, regulations and guidelines.

As a general policy, the Board will not grant waivers o this Code. However, in extraordinary situations and for reasons to be recorded in writing, the Board may waive or grant exemption from any one or more of the provisions of this Code.