One 97 Communications Limited
Code of Conduct for Board of Directors and the Senior Management Personnel

Purpose of this Code

Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") requires the Board of Directors of every listed company to lay down a code of conduct for all members of the Board of Directors and Senior Management ("Code"), suitably incorporating the duties of Independent Directors laid down under the Companies Act, 2013 (the "Act").

Version Control

Policy Version	Date of Board Approval	Effective Date
Version 1.0	July 10, 2021	July 10, 2021
Version 2.0	May 20, 2022	May 20, 2022
Version 3.0	July 21, 2023	July 21, 2023
Version 4.0	January 19, 2024	January 19, 2024
Version 5.0	March 26, 2026	March 26, 2026
Version 6.0	October 26, 2026	October 26, 2026

Review Mechanism

As required under applicable law or as and when deemed necessary or advisable by the Company.

I. Objective

This Code sets out the standards of conduct expected of the Board of Directors and Senior Management Personnel of One 97 Communications Limited (the "Company").

II. Definitions

"Senior Management Personnel" or “SMP” shall have the meaning assigned to "senior management" under Regulation 16(1)(d) of the SEBI Listing Regulations.

Any other term not defined in this Code shall have the meaning assigned to it under the Act, the SEBI Listing Regulations, applicable accounting standards, or other applicable law.

III. Code for the Board of Directors and Senior Management Personnel

The Directors and SMP shall, at all times, conduct themselves with honesty and integrity and maintain confidentiality within and outside the Company. Notwithstanding the generality of the aforesaid, pursuant to this Code, all Directors and SMP of the Company shall ensure, amongst others, compliance with the following obligations:

(a) disclose to the Board, any concern or interest in any contract, arrangement or transaction that may conflict with the interest of the Company, and, where they are Directors, abstain from discussing and voting on any matter in which they are so interested;

(b) comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 available at this link and the Company's code of conduct framed thereunder; and

(c) not enter into any agreement, for themselves or on behalf of any other person, with any third party (including shareholders) for compensation/profit-sharing arising from any dealing in the securities of the Company, without the prior approval of the Board of Directors and of the public shareholders.

In addition, in accordance with Section 166 of the Act, the Directors shall (i) not achieve or attempt to achieve any undue gain or advantage, for themselves or for any third party, from the Company's property, information or position; and (ii) act in good faith, with due and reasonable care, skill and diligence, and in the best interests of the Company.

IV. Code for Independent Directors

In addition to the above, Independent Directors shall discharge the duties specified in Part III of Schedule IV to the Act (framed under Section 149(8) of the Act) and comply with Regulation 25 of the SEBI Listing Regulations.

V. Waivers

Any waiver of this Code for a specific Director or SMP may be granted / ratified by the Board of Directors, in writing, and shall be recorded in the minutes of the meeting at which it is granted / ratified.

VI. Annual Compliance Affirmation

All Directors and SMP shall affirm compliance with this Code on an annual basis, in accordance with Regulation 26(3) of the SEBI Listing Regulations.

VII. Disclosure

In accordance with the SEBI Listing Regulations, this Code shall be disclosed on the Company's website.

VIII. Conflict

In the event of any conflict or inconsistency between this Code and applicable law, the applicable law shall prevail.