

**Code of Conduct for the Board of Directors and
the Senior Management Personnel
(as per SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015)**

Preface

This Code of Conduct for the Board of Directors and the Senior Management Personnel (hereinafter referred to as “Code”) has been framed and adopted by Future Market Networks Limited (hereinafter referred to as Company or FMNL). The Code was amended to incorporate necessary amendments on February 9, 2016. This code complies with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This code is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the Company in an ethical manner. The purpose of this code is to recognize and emphasis upon ethical behavior and to develop a culture of honesty and accountability.

This Code of Conduct attempts to set forth the guiding principles on which the Company and its Board and Senior Management shall operate and conduct themselves with multitudinous stakeholders, government and regulatory agencies, media and anyone else with whom it is connected.

Definitions

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

“**Board / Directors**” shall mean the Board of Directors of the Company.

“**Company**” shall mean “Future Market Networks Limited”.

“**Conflict of Interest**” means where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company.

“**Executive Directors / Whole time Directors**” shall mean and include Company’s Managing Director and Directors who are in whole time employment of the Company.

“**Independent Directors**” shall mean an Independent Director as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as revised from time to time)

“Non-Executive Directors” shall mean the Directors who are not in whole time employment of the Company.

“Senior Management Personnel” shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this shall comprise all members of management one level below the Executive Directors, including all functional heads.

Applicability of Code

This Code shall be applicable and binding to the Board of Directors and the Senior Management Personnel of the Company.

The Directors and the Senior Management Personnel should continue to comply with other applicable / to be applicable policies, rules and procedures of the Company.

Principles of the Code:

The Board of Directors and Senior Management Personnel of the Company shall act within the authority conferred upon them, in the best interests of the Company and observe the following:

1. CONDUCT

- The Board of Directors and the Senior Management Personnel shall act honestly, ethically in good faith and in the best interest of the Company and to fulfill their fiduciary obligations.
- Whilst carrying out the duties, the Board of Directors and the Senior Management Personnel shall ensure that it is executed in terms of the authorizations granted and within the limits prescribed under the relevant policies, codes, guidelines and other directives issued by the Board of Directors or Committee of Directors of the Company, from time to time.
- The Board of Directors and the Senior Management Personnel shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations, or comparable benefits which are intended to or perceived to obtain

business or uncompetitive favors for the conduct of its business except accepting a gift or entertainment if warranted by the ethical customs and practices.

- The Board of Directors and the Senior Management Personnel shall refrain from indulging in any discriminatory practice or behavior based on race, colour, sex, age, religion, ethnic or national of origin, disability. The ethical conduct, performance and skills shall be the qualifying indicatives for employee's performance.
- The Board of Directors and Senior Management Personnel shall conduct themselves in a professional, courteous and respectful manner and shall not take any improper advantage of their position.
- The Board of Directors and Senior Management Personnel shall use the Company's Assets, property, proprietary information and intellectual rights for business purpose of the Company and not for any personal gains or benefits.
- The Board of Directors and Senior Management Personnel shall maintain confidentiality of the information that is entrusted upon them for carrying on their respective responsibilities and duties and shall not use the same for any personal gains or benefits.

2. COMPLIANCE

- The Board of Directors and Senior Management Personnel shall ensure compliance of various legal / regulatory requirements as applicable to the business of the Company and endeavor that before any directions are given or decisions taken, relevant legal / regulatory requirements are taken into account.
- The Board of Directors and Senior Management Personnel shall report concerns about unethical behavior, actual or suspected instances of fraud, misconduct or irregularity or failure of internal control system, likely to impact the business interest of the Company or any other information that may be perceived to be violating any legal / regulatory requirements as per Whistle – blower Policy of the Company.
- The Board of Directors and Senior Management Personnel shall comply with all laws, rules, regulations governing trading in shares of the Company and the Company's

Code of Conduct for Prohibition of Insider Trading in dealing with the securities of the Company which, inter-alia, prohibits buying and selling of the Company's securities on the basis of the unpublished price sensitive information and prohibits disclosure of such information to any other person (including relatives) where such information may be used by such person for his or her personal benefit or gain.

- Any transaction falling under the definition of related party transactions as per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as detailed in the Related Party Transaction Policy of the Company must be entered into by the Director or Senior Management Personnel only after obtaining prior approval of the Board or Committee thereof.

3. RESPONSIBILITIES OF SENIOR MANAGEMENT EMPLOYEES:

Be a positive role model and support your team members by:

- a. Creating an environment that is respectful and inclusive.
- b. Encouraging them to speak up.
- c. Listening and responding to concerns when they are raised.
- d. Doing your part to make sure that no one experiences retaliation for speaking up or cooperating in an investigation
- e. Help your team members understand the requirements of our Code and applicable laws.
- f. Be consistent when enforcing our requirements and holding people accountable for their behavior at work.

4. DUTIES OF THE DIRECTORS OF THE COMPANY:

The Companies Act, 2013 significantly specifies certain duties and responsibilities of the Directors of the Company. While the list of duties as per the provisions of the Companies Act, 2013 has been enumerated below, it should however, by no means be considered to be exhaustive.

- a) Directors shall devote sufficient time and attention to professional obligations and decision making.
- b) The Directors shall act in accordance with the Articles of Association of the Company and in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the company, its employees, the shareholders, the community and for the protection of environment.
- c) The Directors shall have a clear understanding of the aims and objectives, capabilities and capacity and various policies of the Company.
- d) The Directors shall exercise their duties with due and reasonable care, skill and diligence.
- e) The Directors shall bring an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standard of conduct and an objective view in the evaluation of the performance of the Board and Management.
- f) The Directors shall ensure that the integrity of financial information and the financial controls and the systems of risk management are robust and defensible.
- g) The directors shall seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice.
- h) The Directors shall strive to attend and participate constructively and actively, in all general meetings, meetings of the Board and its committees for which they are Chairman or member.
- i) The Directors shall ensure that adequate deliberations are held before approving related party transactions and shall assure themselves that the same are in the best interest of the Company.

5. ZERO TOLERANCE ON RETALIATION:

The Company does not tolerate retaliation. We consider acts of retaliation to be misconduct. Retaliation can take many forms, for example: threats, intimidation, exclusion, humiliation,

and raising issues maliciously or in bad faith. If you think that you or someone you know has experienced retaliation, contact any of the senior management personnel.

6. OPERATING SAFELY, RESPONSIBLY AND RELIABLY

Always operate safely and securely-

We must be vigilant, disciplined, and always looking out for one another. Threats, intimidation and violence will not be tolerated. Each of us is a role model for safety.

- a. Do not undertake work that you are not qualified to perform.
- b. Stop work on your own or others', if you consider it unsafe.
- c. Play your part in protecting the environment – make it a personal priority.
- d. Be sure that your performance is not impaired, for example by a lack of sleep, alcohol, or any other drugs.
- e. Expect and encourage contractors and others with whom we work with to comply with applicable Health, Safety, Security and Environment requirements.
- f. Report any accident, injury, illness, or unsafe condition immediately. Never assume that someone else has reported or will report a risk or concern.
- g. Know the emergency procedures that apply where you work.

7. CONFLICT OF INTEREST:

- The Board of Directors and Senior Management Personnel shall not enter into any transaction which is or may likely to have a conflict with the interest of the Company and shall not engage any of its relatives, or any other person or entity, for the purpose of circumventing the personal interest involved.
- The Board of Directors and Senior Management Personnel shall not take up any position or engagement that may be prejudicial to the interest of the Company.
- The Executive Director (s) and the Senior Managerial Personnel shall not take up any outside employment.

8. PROTECTION AND PROPER USE OF COMPANY'S ASSETS

The Board of Directors and Senior Management Personnel must protect the Company's assets, labour & information and may not use these for personal use, unless approved by the appropriate authority.

9. CODE FOR INDEPENDENT DIRECTORS SPECIFYING THEIR DUTIES

A guide to professional conduct for Independent Directors is separately specified under the Companies Act, 2013, in Schedule IV – "Code for Independent Directors", which lays down the guidelines of professional conduct for Independent Directors, their roles and duties along with appointment / re-appointment process, evaluation mechanism and requirement for separate meetings of Independent Directors, which is appended as Annexure I to this Code.

10. CORPORATE OPPORTUNITIES

The Board of Directors and Senior Management Personnel may not exploit for their own personal gain, opportunities that are discovered through the use of Company's property, information or position unless such opportunity is disclosed to the Board of Directors/Committee of Directors in writing and the Board/Committee of Directors declines to pursue such opportunity.

11. COMPETITION AND FAIR DEALING

The Board of Directors and Senior Management Personnel should not take unfair advantage of anyone through manipulation, concealment and misrepresentation of material facts or any other unfair trade practices. Specified Persons should ensure dealings with stakeholders are done in a fair manner.

12. INSIDER TRADING:

The Board of Directors and Senior Management Personnel shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of any price sensitive information, not in public domain. Specified persons will comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 & the code of conduct of prevention of insider trading of the Company.

13. INTELLECTUAL PROPERTY RIGHTS

Intellectual property rights are an important area for the success of the Company. Specified persons should ensure that intellectual property rights of the Company viz. trademarks, copyrights, patents etc are duly protected through registration of the same with concerned statutory authorities to prevent any misuse of the same by others.

14. CONFIDENTIALITY OF INFORMATION

Specified Persons should ensure confidentiality of information they receive and is disclosed if authorized by the Company or the person from whom the information is provided or required by law.

15. HEALTH & SAFETY

The business of the Company shall be carried on in a congenial environment whereby adequate health and adequate safety measures are taken in the workplace of the employees. Specified persons shall ensure that due compliance of all laws and regulations pertaining to health and safety measures are done on a continuous basis.

16. AMENDMENT TO THE CODE

The provisions of this Code can be amended or modified by the Board of Directors from time to time and all such amendments / modifications shall take effect from the date stated therein.

17. COMPLIANCE OFFICER

The Company Secretary shall act as a Compliance Officer and shall monitor compliances with the Chairman and Managing Director of the Company.

18. AFFIRMATION OF COMPLIANCE WITH CODE

All the Board Members and the Senior Management Personnel shall affirm compliance with this Code within 30 days from the close of every financial year. Report shall be forwarded to the Compliance Officer of the Company.

19. PUBLICATION OF THE CODE

This Code and any amendments thereto shall be published / posted on the website of the Company i.e. www.fmnl.co.in

Annexure I

CODE FOR INDEPENDENT DIRECTORS

[Pursuant to Schedule IV and Section 149(8) of the Companies Act, 2013]

The Code is a guide to professional conduct for Independent Directors. Adherence to these standards by independent directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct:

An independent director shall:

- a) uphold ethical standards of integrity and probity;
- b) act objectively and constructively while exercising his duties;
- c) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- d) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- e) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- f) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- g) refrain from any action that would lead to loss of his independence;
- h) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- i) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interest of the stakeholders;
7. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties :

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) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) 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;
- (10) 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;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) 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.

IV. Manner of appointment:

- (1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made there under and that the proposed director is independent of the management.
- (4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out:
 - a) the term of appointment;
 - b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - d) provision for Directors and Officers (D and O) insurance, if any;
 - e) the Code of Business Ethics that the company expects its directors and employees to follow;
 - f) the list of actions that a director should not do while functioning as such in the company; and
 - g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

- (1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
- (2) All the independent directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
 - a. review the performance of non-independent directors and the Board as a whole;
 - b. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - c. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

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ANNUAL DECLARATION

To,
The Company Secretary,
Future Market Networks Limited
Knowledge House, Shyam Nagar,
Off. Jogeshwari – Vikhroli Link Road,
Jogeshwari (East), Mumbai – 400060

Dear Sir / Madam

I, _____ do hereby acknowledge and confirm that during the financial year, to the best of my knowledge and belief, I have not violated any of the provisions of Code of Conduct applicable for Directors and Senior Management or any of the policies of the Company, legal / regulatory requirements, as may be applicable to my responsibility.

Signature: _____

Name: _____

Designation: _____

Place:

Date:

Notes:

Kindly sign and return this declaration on or before April 30

This declaration shall be valid for the Financial Year 20__