

BHARAT BROADBAND NETWORK LTD.

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF BHARAT BROADBAND NETWORK LTD.

PREAMBLE

- 1.1 This Code shall be called “The Code of Business Conduct & Ethics for Board Members and Senior Management “of Bharat Broadband Network Ltd., (hereinafter referred to as “the Company”).
- 1.2 The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company.
- 1.3 Board Members and Senior Management Personnel must act within the boundaries of the authority conferred upon them and with a duty to make and enact informed decisions and polices in the best interest of the Company.
- 1.4 This Code shall come into force with effect from 29.03.2013.

2.0 Definitions and Interpretations:

- 2.1 The term “Board Members” shall mean Directors on the Board of Directors of the Company including Chairman and Managing Director.
- 2.2 The terms “Compliance Officer” shall mean Company Secretary.
- 2.3 The term “Whole-time Directors” or “Functional Directors” shall be the Directors on the Board of Directors of the Company who are in whole time employment of the company.
- 2.4 The term “Part-time Directors” shall mean Directors on the Board of Directors of the Company who are not in whole time employment of the Company.
- 2.5 The term “Relative” shall have the same meaning as defined in Section 6 of the Companies Act, 1956.
- 2.6 The term “Senior Management” shall mean personnel of the Company who are members of its core management team excluding Board of Directors and would comprise all members of management one level below the Whole time Directors including all functional heads and Company Secretary.
- 2.7 The term “the Company” shall mean Bharat Broadband Network Ltd.

Note:- In this Code words importing the masculine gender shall include feminine gender and words importing singular shall include the plural or vice –versa.

3.0 Applicability :

- 3.1 This code shall be applicable to the following personnel:
 - (a) All Whole-time Directors including Chairman & Managing Director of the Company.

(b) All Part-time Directors including Independent Directors under the provision of law.

(c) Senior Management.

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

4.0 Contents of Code:

Part I General Moral Imperatives

Part II Specific Professional Responsibilities

Part III Specific Additional Provisions for Board Members and Senior Management.

This Code is intended to serve as a basis for ethical decision making in the conduct of professional work. It may also serve as a basis for judging the merit of a formal complaint pertaining to violation of professional ethical standards.

PART –I

5.0 General Moral Imperatives

5.1 Contribute to society and human well being

5.1.1 This principle concerning the quality of life of all people, affirms an obligation to protect fundamental human rights and to respect the diversity of all cultures. We must attempt to ensure that the products of our efforts will be used in socially responsible ways, will meet social needs and will avoid harmful effects to health and welfare of others. In addition to a safe social environment, human well being includes a safe natural environment.

5.1.2 All Board Members and Senior Management who are accountable for the design, development, manufacture and promotion of company's products, must be alert to, and make others aware of, both a legal and a moral responsibility for the safety and the protection of human life and environment.

5.2 Be honest and trustworthy & practice Integrity

5.2.1 Board Members and Senior Management personnel shall conduct their activities on behalf of the company and on their personal behalf with honesty and trustworthy, integrity and fairness.

5.2.2. All Board Members and Senior Management are expected to act in accordance with highest standards of personal and professional integrity, honesty and ethical conduct, while conducting business of the Public Enterprise.

5.3 Be fair and take action not to discriminate

5.3.1 The values of equality, tolerance, respect for others and the principles of equity & justice govern this imperative. Discrimination, on the basis of race, sex, religion, caste, age, disability, national origins or other such factors is an explicit violation of this code.

5.4 Honour Confidentiality

5.4.1 The principle of honesty extends to issues of confidentiality of information. The ethical concern is to respect all obligations of confidentiality to all stakeholders unless discharged from such obligations by requirements of the law or other principles of this Code.

5.4.2 All Board Members and Senior Management, therefore, shall maintain the confidentiality of all confidential unpublished information about business and affairs of the Company.

5.5. Pledge and Practice

5.5.1 Board Members and Senior Management personnel shall strive continuously to bring about integrity and transparency in all spheres of the activities.

5.5.2 Work unstintingly for eradication of corruption in all spheres of life.

5.5.3 Remain vigilant and work towards growth and reputation of the Company.

5.5.4 Bring pride to the organization and provide value-based services to Company's stakeholders.

5.5.5 Do duty conscientiously and without fear or favour.

PART II

6.0 Specific Professional Responsibilities

6.1 Live the Vision, Mission and Values of BBNL each day.

Vision

"To become the leading company to provide secure, reliable, affordable and high quality connectivity across India."

Mission

- To provide 100 Mbps Broadband connectivity to all the Gram Panchayats.
- To provide B2B services in a non-discriminatory manner.
- To facilitate proliferation of G2C, B2C and P2P Broadband services in rural areas.
- To be a catalyst for increasing Broadband penetration in rural areas so as to foster socio-economic development

Values

- Zeal to excel and zest for change
- Integrity and fairness in all matters
- Respect for dignity and potential of individuals
- Strict adherence to commitments
- Ensure speed of response
- Foster learning, creativity and team-work

- Loyalty and pride in the Company

6.2 Strive to achieve the highest quality, effectiveness and dignity in both the processes and products of professional work: - Board Members and Senior Management personnel should strive to achieve the highest quality, effectiveness and dignity in their professional work.

6.3 Acquire and maintain professional competence: Excellence depends on individuals who take responsibility for acquiring and maintaining professional competence. The Board Members and Senior Management Personnel shall participate in setting standards for appropriate levels of competence and strive to achieve those standards.

6.4 Compliance with Laws

The Board Members and Senior Management Personnel of the Company shall comply with all applicable provisions of existing local, state, national and international laws in letter and spirit. They should also follow and obey the policies, procedures, rules and regulations relating to business of the Company.

6.5 Accept and provide appropriate professional review:

Quality professional work depends on professional review and comments. The Board Members and Senior Management personnel whenever appropriate should seek and utilize peer review as well as provide critical review of the work of theirs.

6.6 Manage personnel and resources to enhance quality of working life: Organizational leaders are responsible for ensuring that a conducive working and business environment is created for fellow employees to enable them delivering their best. The Board Members and Senior Management Personnel will be responsible for ensuring human dignity of all employees, would encourage and support the professional development of the employees of the Company for providing them all necessary assistance and co-operation thus enhancing the quality of working.

6.7 Be upright and avoid any inducements:- - The Board Members and Senior Management Personnel shall not, directly or indirectly through their family and other connections, solicit any personal fee, commission or other form of remuneration arising out of transactions involving Company. This includes gifts or other benefits of significant value, which might be extended at times, to influence business for the organization or awarding a contract to an agency, etc.

6.8 Observe Corporate Discipline:- There is a free exchange of opinions in the process of arriving at a decision, but after the debate is over and a policy consensus has been established, Board Members and Senior Management personnel are expected to adhere and abide by it, even when in certain instances one may not agree with it individually. In some cases policies act as a guide to action, in others they are designed to put a constraint on action. All must learn to recognize the difference and appreciate why the need to observe them.

6.9 Conduct in a manner that reflects credit to the Company:- The Board Members and Senior Management personnel are expected to conduct themselves, both on and off duty, in a manner that reflects credit to the Company. The sum total of their personal attitude and behavior has a bearing on the standing of Company and the way in which it is perceived within the organization and by the public at large.

6.10 Be accountable to Company's stakeholders:- The Board Members and Senior Management Personnel shall be accountable to the Company's stakeholders all of those whom Company serve be it Customers, without whom the Company will not be in business, the Shareholders, who have an important stake in its business, the Employees, who have a vested interest in making it all happen, the Vendors, who support the Company to deliver in time and the Society to which Company is responsible for its actions – are stakeholders of the Company. The Board Members and Senior Management Personnel, must keep in mind at all times that they are accountable to Company's stakeholders.

6.11 Prevention of Insider Trading:- The Board Members and Senior Management shall comply with the code of Internal Procedures and conduct for prevention of Insider Trading in dealing with Securities of the Company.

6.12 Identify, mitigate and manage business risks:- The Board Members and Senior Management Personnel shall follow the Risk Management Framework of the Company to identify the business risks that surround function or area of operation of the Company and to assist in the company-wide process of managing such risks, so that Company may achieve its wider business objectives.

6.13 Protect properties of the Company:- The Board Members and Senior Management Personnel shall protect the company's assets including physical assets, information and intellectual rights of the Company and shall not use the same for personal gains.

PART – III

7.0 Specific Additional Provisions for Board Members and Senior Management

7.1 As Board Members and Senior Management Personnel: They shall undertake to actively participate in the meetings of the Board and Committees on which they serve.

7.2 As Board Members

7.2.1 Undertake to inform the Chairman and Managing Director / Company Secretary of the Company of any changes in their other Board positions, relationship with other business and other events/ circumstances / conditions that may interfere with their ability to perform Board/ Board Committee duties or may impact the judgment of the Board as to whether they meet the independence requirements of Guidelines of DPE.

7.2.2 Conflict of Interest: The Board Members and Senior Management Personnel of the Company shall not engage in any business relationship or activity which may be in conflict of interest of the Company or the group. Conflict of interest may exist when they have personal interest that may have a potential conflict with the interest of the Company.

- **Related Party Transactions:** Entering into any transactions or relationship with Company or its subsidiaries in which they have a financial or other personal interest (either directly or indirectly such as through a family member or relation or other person or other organization with which they are associated).

- **Outside Directorship:** Accepting Directorship on the Board of any other Company that competes with the business of the Company.

- **Consultancy/Business/Employment:** Engaging in any activity (be it in the nature of providing consultancy service, carrying on business, accepting employment) which is likely to interfere or conflict with their duties/ responsibilities towards Company. They should not invest or associate themselves in any other manner with any supplier, service provider or customer of the company.

- **Use of Official position for personal gains:** Should not use their official position for personal gains.

7.3 Compliance with the Code of Business Conduct and Ethics

7.3.1 All Members of the Board and Senior Management personnel of Company shall uphold and promote the principles this code.

Board Members and Senior Management personnel shall also encourage and support adherence of the code by others.

7.3.2 Treat violations of this code as inconsistent association with the organization

Adherence of professionals to a code of ethics is largely and generally a voluntary matter. However, if any of Board Members and Senior Management does not follow this Code, the matter would be reviewed by the Board and its decision shall be final. The Company reserves the right to take appropriate action against the defaulter

7.3.3 Enforcement of code of Conduct

The compliance officer shall forward a copy of the code to the existing Directors immediately on its approval by the Board and to the new Directors immediately on their appointment on the Board. He shall also make available to all existing Senior Management personnel a copy of the code and to the new appointees immediately on receipt of the information from HRD of their appointment as Senior Management personnel.

7.3.3 Directors and Senior Management personnel shall affirm compliance to the code in respect of previous financial year by forwarding an annual compliance report in the format at Appendix – 1 to the Company Secretary (Compliance Officer of the Company) by 30th April of each financial year. The compliance officer shall report to the Board any breach of this Code which comes to his notice for its information and to decide on the future course of action.

7.4.1 Periodic Review :

This Code is subject to continuous review and updation in line with any changes in law, changes in Company's philosophy, vision, business plans or otherwise as may be deemed necessary by the Board and all such amendments / modifications shall take effect prospectively from the date stated therein.

7.4.2 Where to seek clarifications:-

Any member of Board or Senior Management personnel requiring any clarification regarding this code of conduct may contact Director (HR) / Company Secretary/ Compliance Officer or any officer specifically designated by the Board of Directors.

APPENDIX-1

**ACKNOWLEDGEMENT OF RECEIPT OF
CODE OF BUSINESS CONDUCT AND ETHICS FOR
BOARD MEMBERS AND SENIOR MANAGEMENT**

I have received and read the code of Business Conduct and Ethics for Board Members and Senior Management of Bharat Broadband Network Limited. I understand the standards and policies contained in the said Code of Business Conduct and Ethics and understand that there may be additional policies or laws specific to my job. I further agree to comply with the said Code of Business Conduct and Ethics.

If I have questions concerning the meaning or application of the said Code of Business Conduct and Ethics, any policies of the Bharat Broadband Network Limited or the legal and regulatory requirements applicable to my job, I know I can consult Director or Company Secretary concerned the Bharat Broadband Network Limited knowing that my questions or reports will be maintained in confidence.

Further, I undertake to provide following Affirmation on an Annual basis to the Company within 30 days from the end of 31st March every year.

AFFIRMATION

(By Board Members/ Senior Management of the Company on Annual basis by 30th April of every year)

I,.....(name),.....(designation), having read and understood the Code of Business Conduct and Ethics for Board Members and Senior Management, hereby solemnly affirm that I have complied with and has not violated any of the provisions of the Code during the year ended 31st March

Signature _____

Name _____

Designation _____

Employment Number _____

Telephone No. _____

Place:

Date: