

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

AMAGI MEDIA LABS LIMITED

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

[Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1 INTRODUCTION:

The Company's approach to Corporate Governance is founded on a long-standing commitment to integrity, fairness, transparency, and accountability. This governance framework is not merely a set of regulations but a reflection of deeply rooted ethical values that guide decision-making at every level of leadership.

At the core of this philosophy is a steadfast respect for human dignity, individual rights, and ethical business practices. The Company expects its Board members and senior management to uphold the highest standards of honesty, professionalism, and responsibility in all their actions and decisions. By fostering a culture of ethical leadership, compliance, and trust, the Company ensures that its operations align with the interests of customers, employees, investors, and all stakeholders.

2 APPLICABILITY OF THE CODE:

This Code applies to the Board and the Senior Management Personnel of the Company.

Apart from the Code, the Independent Directors, in particular, shall abide by the Code for Independent Directors as prescribed under the Companies Act, 2013 ("**Act**"), as amended, and the Regulations, as amended from time to time.

3 DEFINITIONS

- (a) "**Act**" shall mean the Companies Act, 2013, rules framed thereunder and any amendments thereto;
- (b) "**Associate**" shall have the same meaning as defined under sub-section (6) of Section 2 of the Act;
- (c) "**Board**" shall mean the Board of Directors of Amagi Media Labs Limited, as constituted from time to time as per the relevant laws and rules and regulations;
- (d) "**Compliance Officer**" shall mean the Company Secretary under Section 203 of the Act and Regulation 6 of SEBI Listing Regulations and Regulation 28(3) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time;
- (e) "**Directors**" shall mean members of the Board;
- (f) "**Independent Director**" shall mean Independent Director appointed as such in accordance with the relevant provisions of the Companies Act, 2013, rules made thereunder and SEBI Listing Regulations and amendments thereto;

- (g) **"Key Managerial Personnel"** shall have the same meaning as defined under sub-section (51) of Section 2 of the Act;
- (h) **"Relative"** shall mean relative as defined under sub-section (77) of Section 2 of the Act, read with the Companies (Specification of definitions details) Rules, 2014;
- (i) **"SEBI Listing Regulations"** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- (j) **"Securities"** shall mean the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956.
- (k) **"Senior Management"** or **"Senior Management Personnel"** or **"SMP"** means as provided under SEBI Listing Regulations.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law or regulation as amended from time to time.

4 COMPLIANCE WITH APPLICABLE LAWS

The Directors and SMP shall endeavour to comply with all applicable laws, rules, regulations and guidelines, in all areas and geographies where the Company operates, both in letter and spirit. It is therefore desirable that Directors and Senior Management Personnel acquire appropriate knowledge of the legal requirements relating to their roles and duties to enable them to be aware of the compliances and to recognize potential risks, and seek advice from the legal department or external advisors and agencies at the appropriate time. The Directors shall be updated through presentations at Board/Committee meetings and SMP are updated through various sessions held by the management.

The Board and Senior Management Personnel of the Company should:

- (a) demonstrate the highest standards of integrity, business ethics, and corporate governance;
- (b) perform their roles with due and reasonable care, competence, diligence, in good faith and in the best interests of the Company;
- (c) provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with best interests of the Company and its stakeholders in mind. They should point the Company's management in the 'right' direction based on their experience and judgement;
- (d) give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgements;
- (e) not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to the Company. Any situation that creates a

conflict of interest between personal interests and the Company and its stakeholders' interests must be disclosed.

- (f) follow all the guidelines put forth in the policy for prevention of insider trading;
- (g) not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company;
- (h) not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates;
- (i) ensure to use the Company's assets properties and services for official purposes only or as per the terms of appointment;
- (j) not receive directly or indirectly any benefit from the Company's business associates, which is intended or can be perceived as being given to gain favour for dealing with the Company; and
- (k) follow all prescribed safety and environment related regulations.

5 CONFLICT OF INTEREST

Conflict of interest occurs when the personal interest of any member of the Board of Directors and Senior Management Personnel interferes or appears to interfere in any way with the interests of the Company, including dealing in the shares of the Company, commercial dealings with bodies which have shareholding of management and their relatives etc. All the Directors and Senior Management Personnel are required to make disclosure of interests to the Company at the beginning of every financial year and as and when any change occurs in their last disclosure as per the process defined by the Company.

- (a) Directors and Senior Management must avoid situations wherein financial or personal considerations tend to compromise the exercise of professional judgments in discharge of their duties.
- (b) In addition to mandatory disclosures, Directors and Senior Management shall disclose their association with any other Company which, in their judgment, may lead to conflict of interest with the Company.
- (c) Directors and Senior Management are advised to avoid conducting the Company's business with a Relative, or with a business in which a Relative is associated in any significant role.
- (d) Directors and Senior Management 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.
- (e) Directors nominated by the Company as its nominee directors, on the Board of subsidiary / associate / other companies shall discharge their fiduciary duties as directors on Board of such Company, while managing their conflict of interest with respect to all Companies.

- (f) Unpublished Price Sensitive Information about the Company, which might impact market price of the Securities of the Company, should be kept in strict confidence until publicly released in accordance with the applicable legal requirements and the Regulations. Directors and Senior Management shall not derive any personal benefit or assist others to derive benefit by giving advice of such nature.
- (g) Disclose potential conflicts of interest that they may have regarding any matter at the Board Meetings and any Director having such conflict of interest will abstain himself/herself from discussions and voting on the concerned matter.

6 DUTIES OF INDEPENDENT DIRECTORS:

The Independent Directors shall perform their duties as per the Act and SEBI Listing Regulations. The Independent Directors shall

- (a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (b) 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;
- (c) strive to attend all meetings of the Board and of the committees of the Board, which the independent director(s) is a member of;
- (d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (e) strive to attend the general meetings of the Company;
- (f) 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 meeting of Board;
- (g) keep themselves well informed about the Company and the external environment in which it operates;
- (h) not to unfairly obstruct the functioning of an otherwise proper Board or committees of the Board;
- (i) 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;
- (j) ascertain and ensure that the Company has an adequate and functional Whistle Blower Policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

- (k) report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, if any;
- (l) acting within his / her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- (m) 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.
- (n) 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;
- (o) bring an objective view in the evaluation of the performance of board and management;
- (p) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (q) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (r) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (s) balance any conflicting interest of the stakeholders;
- (t) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

7 PRIVACY AND CONFIDENTIALITY

Directors and Senior Management must maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or legally mandated or if such information is in the public domain. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for personal gain or advantage of the Directors and Senior Management.

8 FAIR DEALING

Directors and Senior Management shall not take a discriminatory stance towards or give unfair advantage to the Company's employees, customers, suppliers, or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. No discrimination shall be done on the basis of caste, religion, sex, nationality, or disability of any kind towards any employee, customer, supplier or any business partner.

9 INSIDER TRADING

Directors and members of the Senior Management shall not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price sensitive information (as defined

in SEBI (Prohibition of Insider Trading) Regulations, 2015) about the Company and therefore constituting insider information. All Directors and members of the Senior Management shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and Insider Trading Policy of the Company.

10 FREE AND FAIR COMPETITION

Directors and Senior Management of the Company shall ensure compliance of Competition laws designed to encourage and protect free and fair market competition in India and elsewhere. The Company is committed to complying with the said regulations to enhance a free and fair market.

11 VIOLATION

In the event of any violation of this Code, the same shall immediately upon knowledge, be reported to the Compliance Officer of the Company at compliance@amagi.com. The Compliance Officer shall, thereafter, inform the Board of Directors of the Company about such violation at their subsequent meeting. Any violation by the Compliance Officer of the Company shall be reported to the Chairperson of the Audit Committee.

12 REVIEW AND AMENDMENT

The Code shall be reviewed at such intervals, as is deemed necessary by the Board provided that such review should be undertaken at least once in a year or consequent upon any changes in regulatory guidelines and such a change shall be deemed to be a part of the Code until the Code is reviewed and approved next time.

13 ANNUAL AFFIRMATION WITH COMPLIANCE OF THIS CODE:

As per Regulation 26(3) of the SEBI Listing Regulations, all members of the Board and Senior Management Personnel of the Company shall affirm compliance with this Code on an annual basis as per the declaration given in the Annexure.

Version history

S No.	Version	Approved by	Effective Date	Amendment Summary
1	I	Board	From the date of listing of equity shares with the Stock exchanges.	Policy Drafted & Approved.

Document Review Cycle

S. No.	Next review date	Policy Owner
1	1 st Board Meeting of every Financial Year	Nomination and Remuneration Committee

ANNEXURE
ANNUAL DECLARATION
CODE OF CONDUCT
FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

I, _____ (Name) _____, _____ (Designation) _____ of Amagi Media Labs Limited ("**Company**") hereby confirm that I have read and understood the Code of Conduct for Board of Directors and Senior Management ("**Code**") of the Company. I further affirm to the best of my knowledge and belief that I have fully complied with the provisions of the Code of Conduct for Board of Directors and Senior Management during the financial year ended March 31, _____.

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____