

**UNIVERSUS PHOTO IMAGINGS LIMITED**  
**CODE OF CONDUCT AND ETHICS**

**1. Introduction**

The purpose of this code of conduct is to promote conduct of business ethically and to meet its obligations to shareholders and all other stakeholders. This Code of Conduct applies to all the Directors and Senior Management (as defined under section 178 of Companies Act, 2013) Universus Photo Imagings Limited (the Company).

**2. Regulatory Compliance**

The Company is committed to comply all the laws and regulations both in letter and spirit as well as to provide in time, accurate and complete information as required, to all concerned including its stakeholders. Every Director and Senior Management shall, in his/her business conduct, comply with all the applicable laws and regulations in all the territories in which he/ she operates.

**3. Honest and Ethical Conduct**

The Company shall treat individuals in all aspects of employment solely on the basis of ability irrespective of race, caste, creed, religion, age, disability, gender, sexual orientation or marital status. The Directors and Senior Management of the Company should act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct and shall not engage in any activity or enter into any pecuniary relationship which might result in conflict of interest, either directly or indirectly.

**4. Confidential Information**

The Directors and Senior Management owe a duty to the Company to advance the Company's business interest when appropriate. The Directors and Senior Management are prohibited from using corporate property, information or position for personal gain and from competing with the Company. Any information of a confidential nature (whether about the Company, other companies or individuals) that is known to Directors or Senior Management shall be treated as confidential unless publicly available. Such information should be used only for the purpose of the business of the Company. This obligation continues during the course of employment or dealing with the company and for three years after leaving the Company.

**5. Fair Dealing**

Each Director and Senior Management should endeavor to deal fairly with all the stakeholders of the Company. The assets of the Company shall not be misused during the course of conducting the business of the Company or otherwise. The payment of bribes, kickbacks or other payments of this nature in cash or kind to obtain business or otherwise gain advantage for the Company is strictly prohibited, irrespective of whether payments or offers are made directly or indirectly.

**6. Financial and Operational Integrity**

The Board shall duly and fairly inform the shareholders all relevant aspects about the Company's business and disclose such information as may be required, from time to time, in accordance with the applicable rules and regulations. The Company shall disclose in its financial statements all the information required to be disclosed under the relevant accounting standards or under any laws or regulations. It is essential to record all the transactions fully and properly in the financial statements.

**7. Duties of Independent Directors of the Company**

The Independent Directors, both in letter and spirit, shall follow the code of conduct and perform the role and functions as well as undertake all such Duties as stipulated in Schedule IV to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations and other rules or regulations as may be amended from time to time.

**8. Implementation**

The Directors and Senior Management are accountable for full compliance with this Code of Conduct. Sanctions for breach of this Code shall be determined by the Board of Directors in the case of Directors and the Whole-Time Director in the case of Senior Management.