

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT OF PRIME FOCUS LIMITED:

INTRODUCTION:

The purpose of this Code of Conduct (the “Code”) is to conduct the business of the Company in accordance with the applicable laws, regulations, rules and with the highest standard of ethics and values. The matters covered in this Code are of utmost importance to the Company, shareholders, business partners and customers.

APPLICABILITY

This Code applies to all Directors on the Board of Directors of the Company and to the members of the Senior Management Team of the Company. The Directors and members of the Senior Management Team of the Company are expected to abide by the Code as well as other Company policies or guidelines

“Senior Management” for the purpose of this Code include the following personnel of the Company:

- The departmental heads serving in the role of finance, marketing, audit and tax, export and international business, production, technical and operations, Personnel, legal and secretarial.

It is required that all the members to whom this code is applicable read and understand this code, and uphold these standards in the day to day activities and will comply with all the applicable laws, rules and regulations.

PRIME FOCUS’S CODE OF BUSINESS CONDUCT AND ETHICS:

- a. Act with honesty and integrity, including ethically handling of actual or apparent conflicts of interest between their personal, financial, commercial interests and their responsibility to PRIME FOCUS LIMITED.
- b. Give a true and fair view of the state of affairs of the Company in the reports and documents that PRIME FOCUS LIMITED files with or submits to shareholders, Government authorities and stock exchanges or otherwise makes public.
- c. Respect the confidentiality of information acquired in the course of their work, except or otherwise legally obligated to disclose and not to use such confidential information for personal advantage. This obligation extends to confidential information of third parties, which PRIME FOCUS has rightfully received under non disclosure agreements as well.

Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed.

- d. Shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain and therefore constitutes insider information
- e. Achieve responsible use of and control over all Company assets and resources employed or entrusted as well as assets and resources of organizations that have been entrusted to the Company. Except as specifically authorized, Company assets, including Company equipment, materials, resources and proprietary information, must be used for Company business purpose only.
- f. Exercise good judgment to ensure the safety and welfare of its personnel, agents and contractors and to maintain a cooperative, efficient, positive, harmonious and productive work environment and business organization.
- g. Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.

COMPLIANCE WITH LAWS AND REGULATIONS

The Directors are committed to comply with all those acts, rules and regulations that govern the conduct of Company.

WAIVER AND AMENDMENTS TO THE CODE:

The code is subject to continuous reviewing and updating of the policies and procedures and therefore this code is subject to modification/updation. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board of Directors and promptly disclosed.

DISCIPLINARY ACTION:

It is expected that the Directors and Senior Management of the Company would adhere to these rules in carrying out their duties for the Company. In the event of non compliance with the Code, it is left to the discretion of the Board of Directors to take appropriate action against the person who has violated this Code. This discretion, however, will not be exercised arbitrarily and regard will be had to various factors such as the nature and circumstances of each case, the severity and impact of the non-compliance, whether the intention of the accused was malafide, etc.

Disciplinary actions may include termination of employment. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

ACKNOWLEDGEMENT OF RECEIPT AND AFFIRMATION OF COMPLIANCE WITH THE CODE

All the board members and the senior management team shall furnish to the compliance officer, their acknowledgement of the receipt of the code in the format prescribed under Appendix I to this code and shall within 30 days of close of every financial year affirm compliance with the code in the format prescribed under Appendix II to this code.

PRIME FOCUS LIMITED

**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT
ACKNOWLEDGEMENT FORM**

I,, have received and read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT" ("this Code"). I have understood the provisions and policies contained in this Code and I agree to comply with this code.

Signature :

Name :

Designation :

Date :

Place :

APPENDIX-II

PRIME FOCUS LIMITED

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

ANNUAL COMPLIANCE REPORT*

I, do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT during the financial year ended..... 200....

Signature :

Name :

Designation :

Date :

Place :

* To be submitted by 30th April each year.