

NETWORK LIMITED

Code of Conduct for Board Members and Senior Management Personnel (Pursuant to Clause 49 of the listing Agreement)

Introduction and Purpose:

Network Limited believes that Good Corporate Governance is the key to the Conduct of Company's Business in a transparent, reliable and vibrant manner. It is of paramount importance for any company to create an atmosphere of faith, integrity, accountability, responsibility and financial stability by adhering to commitment, ethical business conduct, a high degree of transparency thereby unlocking the individual intellectual capabilities and enabling its Board of Directors to conduct its duties under a moral authority, which ultimately leads to enhance legitimate needs and value of the stake- holders.

With the above objective, the Board of Directors of the Company have framed and introduced a Code for Good Corporate Governance and ethical practices termed as "Code of Conduct" or "The Code". The Code is intended to be implemented as Network Limited's Code of Conduct pursuant to Clause 49 ID of the "Listing Agreement" executed with the Stock Exchange.

The purpose of this Code is to promote ethical conduct of the affairs of the Company. The matters covered in this Code of Conduct are of utmost importance to the Company, its shareholders, customers, business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values.

Code of Conduct

The Directors and Members of the Senior Management of the Company agree to abide by the following Code of Conduct:

- i. Shall mention and help the Company in maintaining highest degree of Corporate Governance Practices.
- ii. Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
- iii. Ensure the security of all the confidential information belonging to the Company in every possible manner.
- iv. Shall ensure that they use the Company's assets, properties, information and intellectual rights for the official purpose only or as per their terms of appointment.
- v. Make best efforts to attend the Board, Committee, Members and other Company Meetings.
- vi. Shall Ensure Compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992 and also other Regulation as may become applicable to them from time to time.
- vii. Shall not be associated in any way, directly or indirectly, with the competitor of the Company while on Board or employment of the Company.
- viii. Cooperate with the Company in discharging its social responsibility.
- ix. Shall not conduct them-selves in a manner that harms or adversely affect the reputation of the Company in any way.

- x. Accept that they shall be accountable to the board for their action, violations and default in their capacity as a Director/ Member of the Senior Management of the Company, as the Case May be.

Applicability:

The Code Applies to the Members of Board of Directors (hereinafter referred to as Board Members) and Members of Senior Management team of the Company one level below the Board viz, Head of Strategic Planning, Head of Finance & Accounts, Head of Operations, Head of Marketing, Head of HR & Administration, Head of Secretarial & Legal etc.

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

The Code, approved by the Board of Directors on 24th October, 2005, shall come into force with effect from the 1st day of January, 2006.

Waivers

Any person to whom this Code is applicable and seeking any waiver from the Code in certain unforeseen or unavoidable circumstances shall make a full disclosure of the particular circumstances to the next level Senior of the concern Managerial Personnel.

The authority to waive any compliances rest with the Board of Directors or any designated person or Committee appointed for the purpose

Acknowledgement of Receipt of the Code

All persons to whom this Code is applicable shall acknowledge the receipt of this Code indicating that they have received read and understood and agreed to comply with the Code.

The duly Signed acknowledgement Form shall be forwarded to the Company Secretary.

Affirmation of Compliances

In term of clause 49 of the Listing Agreement, all the Board Members and Senior Management Personnel shall affirm Compliance of the Code initially at the coming into effect of this Code. Thereafter, the Compliance as aforesaid shall be affirmed annually within 30 days of the close of each calendar year.

In the event there is any change in the Board of Directors, Senior Management Personnel during the year, the incumbent shall affirm Compliance of the Code within 30 days of Joining. Thereafter, the Compliance as aforesaid shall be affirmed annually within 30 days of the close of each calendar year.

The duly signed affirmation of Compliances form shall be forwarded to the Company Secretary, as per schedule mentioned above.

Annual Compliance Reporting

The Annual Report of the Company shall contain a declaration to this effect signed by the Chairman / Manager of the Company.