

TOWER VISION INDIA PRIVATE LIMITED

CODE OF CONDUCT FOR SUPPLIERS

INTRODUCTION

As one of the India's best-in-class passive infrastructure company, Tower Vision India Private Limited ("Tower Vision/ Company"), strongly believes that the conduct of its Suppliers (as defined below) plays a very important role in the overall development of the Company and its market standing, and therefore expects its Suppliers to conduct all activities for and behalf of Tower Vision carefully responsibly and ethically, within the applicable regulatory framework. With the above in mind, the Company has devised this Code of Conduct document, which broadly outlines the "Code Conduct" ("Code") applicable to all 'Suppliers' across India. 'Supplier' here refers to suppliers/ service providers/ vendors/ traders/ agents/ consultants/ contractors/ joint venture partners/ third parties including their employees, agents and other representatives, who have business relationship with and/ or provide, sell, seek to sell, any kinds of goods or services to Tower Vision.

This Code clearly demonstrates the basic principles to be followed and adhered by our Suppliers while conducting business with Tower Vision. The Code does not specifically address every situation a Supplier might encounter. Nevertheless, it provides guidance for specific situations that may arise. It is the Supplier's responsibility to comply with this Code and to exercise good judgment so as to act in a manner that will reflect favorably upon Tower Vision and self. The Supplier must seek to comply with the spirit as well as the letter of this Code. The Supplier may not attempt to achieve indirectly, using third parties, to do acts that are prohibited by the Code. Violations of law, rules, regulations, or this Code will subject the Supplier to disciplinary action, which may include suspension or termination of business relation and/or legal action.

In accordance with the implementation provisions of this Code, and as a condition of business; Tower Vision will require all its Suppliers to acknowledge their understanding and acceptance of its standards and to confirm that they will comply with it religiously.

Tower Vision will work collaboratively with its Suppliers on the implementation of the Code, which may include joint audits and site visits to assess and continuously review performance.

GUIDELINES AND PRINCIPLES

A. COMPLIANCE WITH LAW

The Supplier shall at all times operate in full compliance of all applicable laws, rules and regulations (collectively “Laws”).

B. ETHICAL PRACTICES

Tower Vision is committed to comply with all anti-corruption laws that prohibits bribes, kickbacks, or other corrupt actions to obtain or retain business or obtain any improper advantage. In this regard:

1. Tower Vision and its Suppliers will work together to ensure the highest standards of ethical and professional conduct in all their interactions and dealings.
2. The Supplier should note that offering of any gratification in the form of bribes/ kickbacks/ gifts/ hospitality, etc. directly or indirectly is not permissible.
3. The Supplier has a duty to report any breach of this Code and provide all possible assistance to Tower Vision to investigate any instances of unethical behavior/ conduct/ financial misdeeds by any of its employees, in accordance with this Code / as per the reporting mechanism mentioned in this Code
4. The Supplier should not indulge in any business or monetary transaction either directly with any of Tower Vision’s employee or his/ her relatives or next of kin. This includes ownership by a member of Tower Vision’s employee's family of a financial interest in any such enterprise which does or seeks to do business with, or is a competitor of Tower Vision.
5. The Supplier shall conduct all its dealings in a very ethical manner and with the highest business standards.
6. The Supplier shall provide all possible assistance to Tower Vision to investigate any possible instances of unethical behavior or business conduct violations by the Supplier, it’s employee, personnel and/ or sub-contractor. The Supplier shall disclose forthwith any breach of these provisions that comes to its knowledge to allow for timely action in their prevention and detection.
7. The Supplier will adopt appropriate processes to prevent offering any illegal gratification in the form of bribes or kickbacks either in cash or in kind in the course of all dealings with Tower Vision. Any instances of such violations will be viewed in a serious manner and Tower Vision reserves the right to take all appropriate

actions or remedies as may be required under the circumstances including termination of any Agreement forthwith without assigning any reasons.

8. The Supplier agrees that it will conduct its business in compliance with all applicable anti-bribery laws. The Supplier also agrees to take all reasonable steps to ensure that all people with whom it does business (e.g. suppliers of products or services, resellers, partners, sub-contractors, consultants, agents, representatives) and their affiliates do the same. The Supplier agrees, undertakes and confirms that it has never taken and neither will it take any actions in furtherance of an offer, payment, promise to pay, or authorization of the payment of giving of money, or anything else of value, to any government official (including any officer or employee of a government or government-controlled entity or instrumentality, or of a public international organization, or any person acting in an official capacity for or on behalf of any of the foregoing, or any political party or official thereof, or candidate for political office, all of the foregoing being referred to as “Government Officials”) or to any other person while knowing that all or some portion of the money or value was or will be offered, given or promised to a Government Official or any other person for the purposes of obtaining or retaining business or securing any improper advantage or influencing decision making and/or official action.
9. The Supplier is required to confirm its compliance to ethical dealings on an annual basis by signing a certificate to this effect in the format annexed herein as **Exhibit A**.
10. The Supplier shall at all times, keep all information obtained in connection with Tower Vision’s business, confidential at all times and shall not disclose any such information to any other party unless the said information is already available in the public domain, or is required to be disclosed under the law.
11. The Supplier shall comply with all applicable laws and regulations concerning environment, health and safety, and ensure adherence to highest safety standards at all times.
12. The Supplier shall cooperate with any information requests or audits Tower Vision may initiate to confirm their fulfillment of these responsibilities.
13. The Supplier shall not use/ represent to use intellectual property rights of Tower Vision, and conduct services and know-how transfers in a manner protecting Tower Vision’s intellectual property rights.
14. The Suppliers shall at all times comply with such practices and procedures as followed and/ or intimated by Tower Vision from time to time, including providing the purchase orders, execution of agreements etc.

C. MONEY LAUNDERING

The Supplier shall be firmly opposed to all forms of money laundering and shall take steps to prevent its financial transactions from being used by others to launder money. The Supplier shall perform all business dealings transparently and maintain accurate details of the same in business books and records.

D. MAINTAIN RECORDS & DOCUMENTS/COMMUNICATION

All accounts and records shall be properly documented in a manner that:

- a. Clearly describe and identify the true nature of business transactions, assets, liability or equity.
- b. Properly and timely classifies and records entries on the books of accounts in conformity with generally accepted accounting principles.
- c. No record, entry or document or mail or verbal communication shall be false, distorted, misleading, misdirected, deliberately incomplete or suppressed. All communication should therefore be complete and relevant.
- d. All such records should be subjected to statutory audit as per law of the land.

E. REPORTING OF UNETHICAL PRACTICES

The Supplier shall report any unethical activity or discrimination, if practiced by any Tower Vision's employee/other Suppliers. Any complaint in this regard must be addressed to the legal Head and/or HR head and/or the Internal Control & Risk Assurance Officer and/or the Company Secretary of the Company and can be sent at the Company's email id info@tower-vision.com.

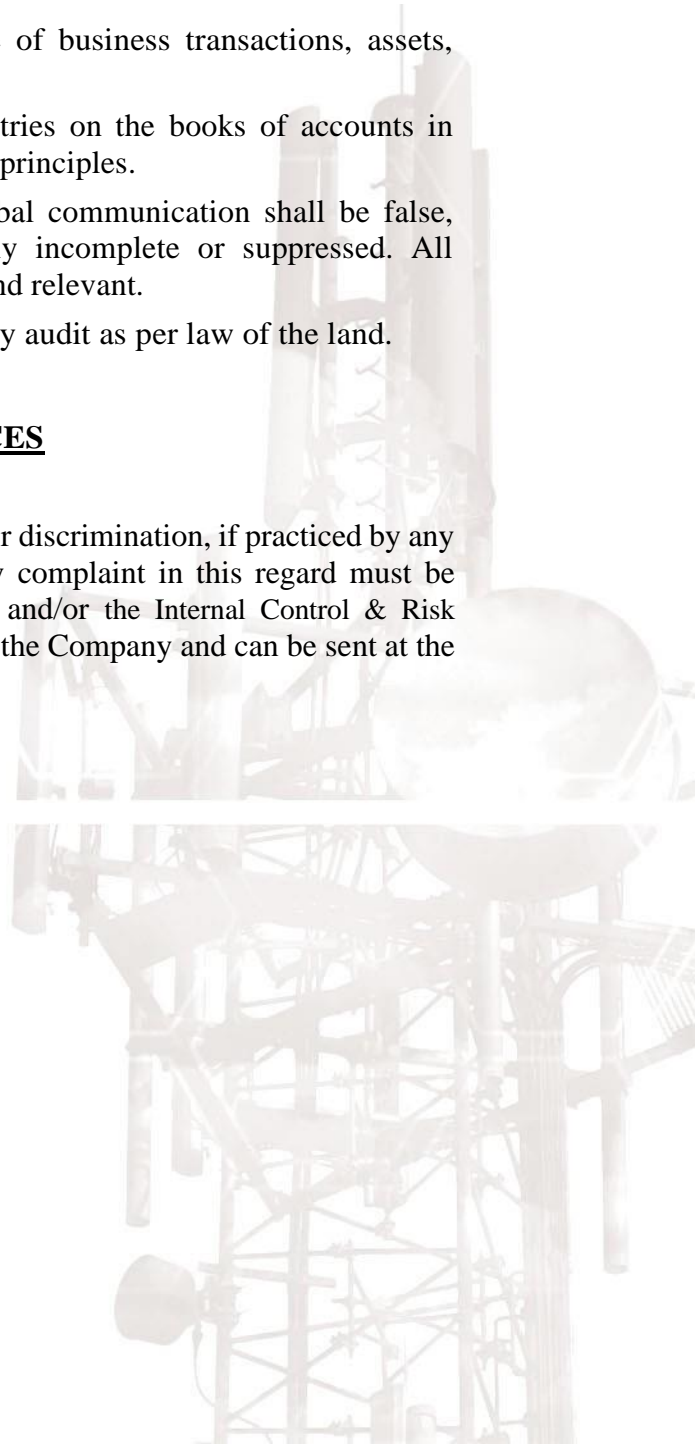


EXHIBIT A

(To be furnished by the Service Provider on its letterhead signed and stamped by its authorized signatory)

Ethics & Business Conduct
Annual/ Half-Yearly/ Quarterly Certification
Period - _____

This is to certify that _____ *(capture the complete name of the Service Provider company/ its employees or its representatives in its dealings with Tower Vision):*

- Shall abide by Tower Vision's Suppliers Code of Conduct;
- Shall not give or accept any favors, any gifts, sponsorship or any entertainment that is outside of normal business dealings. Where any favors, gifts etc. have been given or accepted, a list of all such gifts is provided along with this certificate;
- Shall not have any other business or personal arrangements with Tower Vision's employee, either directly or indirectly through other associated companies or partnerships/ arrangements;
- Shall not try to influence the decision of any employee of Tower Vision in an unethical or coercive manner;
- Shall not have any other dealings with Tower Vision or its employees, where there are possible instances of any conflict of interest that may cloud the judgment or decision of Tower Vision or its representatives/ employees;
- Shall ensure requisite safety precautions while performing services for Tower Vision; and
- Will disclose forthwith any breach of the code that comes to our knowledge.

We have the following disclosure to make (Please indicate 'NONE' where applicable):

Place:

Date:

Authorised Signatory's Signature:

Name:

Designation:

Mob: