

Antitrust and Anti-Competition Policy

1. Purpose

- 1.1 Cineom demonstrates zero tolerance towards “unfair methods of competition” and “unfair or
- 1.2 deceptive acts or practices”.
- 1.3 This policy provides guidance to Employees and Management of Cineom about antitrust and competition laws and conduct business in fair, ethical and transparent manner.
- 1.4 It is important that we act professionally, fairly and with utmost integrity in all our business dealings
- 1.5 and relationships; whenever and wherever we operate or engage with competitors, suppliers, OEM partners, distributors or any other members of our supply chain.

2. Overview of competition laws

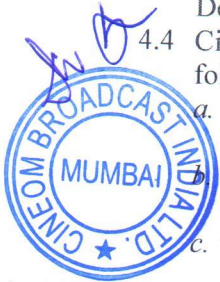
- 2.1 The competition law, was enacted through a legislation called the Monopolies and Restrictive Trade Practices Act 1969 (**MRTPA Act**). Consequently, in 2002, the Indian Parliament approved a comprehensive competition legislation — the Competition Act 2002 (**Competition Act**), to regulate business practices in India so as to prevent practices having an appreciable adverse effect on competition (**AAEC**) in India.
- 2.2 The Competition Act primarily seeks to regulate three types of conduct: anti-competitive agreements, abuse of a dominant position and combinations (i.e., mergers, acquisitions and amalgamations). The Competition Act, came into force on 20 May 2009.
- 2.3 The Competition Act has also created a new enforcement authority, the Competition Commission of India (**CCI**), which is solely responsible for the enforcement and administration of the Competition Act.

3. Governance

- 3.1 Any changes to this policy shall be tracked and documented for future reference and all changes shall be performed only after prior approval of the COO/BOD.
- 3.2 COO/HRM shall undertake periodic review and update this policy to reflect applicable law(s) and /or latest notifications released by the regulating authorities from time to time.
- 3.3 COO/HRM shall monitor the effectiveness and review the implementation of the compliance principles set forth in this policy, regularly considering its suitability, adequacy and effectiveness

4. Cineom policy – compliance

- 4.1 In Cineom, compliance with competition law is the responsibility of every employee and contractor regardless of location.
- 4.2 Cineom employees and contractors are forbidden from engaging in practices that violate competition laws.
- 4.3 All Cineom group employees, agents, intermediaries, consultants, sub-contractors, suppliers, OEM partners and Joint Venture partners working on behalf of Cineom must have a sufficient understanding of the competition laws of India to recognize situations which may involve competition law issues. In those cases, the person must seek appropriate advice from the Legal Department of Cineom.
- 4.4 Cineom is committed to full and continued compliance with all aspects of competition law for the following reasons:
 - a. *It is the right thing to do.* Cineom has always complied with competition law and is committed to continued compliance with all aspects of the law.
 - b. *It is the practical thing to do.* Cineom is committed to provide leadership to the Broadcast and Media solution Industry and, in that regard, supports strong and fair competition.
 - c. *It is the prudent thing to do.* Significant sanctions result from competition law violations.



5. Applicability

- 5.1 This policy is applicable to all employees & Board of Directors of Cineom, contractors, consultants, trainees, service providers of our Company and our subsidiaries, affiliates, group companies and persons or entities contractually obligated across the globe.

6. Policy Framework

6.1 Dealing with Competitors

- a) Competition law prohibits agreements between companies that “restrict trade” or harm competition. An agreement does not have to be formal or written. It may be merely an understanding, a “gentlemen’s agreement”, one meeting/discussion or coordinated action. Rules on agreements apply regardless of the size of the companies involved, or the level of trade involved. They apply to agreements among competitors. They also apply to agreements with upstream suppliers and downstream resellers.
- b) In today’s marketplace, competitors interact in many ways, through trade associations, professional groups, joint ventures, standard setting organizations, and other industry groups. Cineom encourages such dealings, provided they are fair, ethical and transparent in nature.
- c) Employees/ BODs must be aware of antitrust risks in their interactions with competitors and must maintain caution at all the times during their dealings with competitors.
- d) Cineom shall not, under any circumstances, engage in Price Fixing with any competitor(s) or supplier(s).
- e) Cineom will establish prices and other terms on its own, without agreeing with a competitor.
- f) Price Fixing does not relate only to prices, but also to other terms that affect prices to consumers, and therefore, we shall not disclose any such information to the competitors.
- g) Competitive information and/or intelligence, must only be collected through legal and ethical means such as published news, press releases, information available in the public domain, etc.
- h) If any unauthorized or confidential information is received about a competitor, we must not use this information and notify the COO/BOD immediately.
- i) An Employee must never coordinate or collude with competitors by discussing bid amounts for winning contracts. Such prices or bid amount must always be kept confidential.
- j) Bid rigging can take many forms, but one frequent form is when competitors agree in advance which firm will win the bid.
- k) Employee/ BOD must never coordinate or direct competitor to not undertake business with targeted individual or organization as it amounts to an illegal boycott.

6.2 Dealing with Suppliers

- a) The Anti-trust laws also affect a variety of relationships – those involving organizations at different levels of the supply chain including but not limited to suppliers, distributors, logistics providers, third parties, business partners , OEMs etc.
- b) Cineom encourages arrangements, provided they are undertaken with an intention to reduce cost or promote efficiencies.
- c) Employee/BOD must refrain from any vertical arrangements with any suppliers if such vertical arrangement reduces competition among organizations at the same level or prevents new organizations from entering the market.
- d) Anti-trust issues may also arise if Cineom imposes price or non-price restraints up or down the supply chain i.e. in dealings with OEM partners or other suppliers which could be in violation of anti-trust laws.
- e) Cineom has a right to choose its business partners. As permitted by applicable laws, Cineom shall be entitled to enter into exclusive contracts with its Business Partners. However, Cineom employees must refrain from any anti-competitive arrangements or agreement.

6.3 Mergers

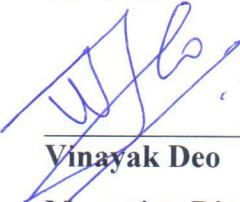
- a) Mergers may benefit competition and consumers by allowing organizations to operate more efficiently.
- b) While entering mergers, Cineom shall ensure that all requirements of Anti-trust and Competition laws are fully complied. Also, Cineom shall make necessary disclosures as mandated by applicable laws and regulatory authorities while entering mergers.
- c) Cineom prohibits mergers and acquisitions when the effect “may be substantially to lessen competition, or to tend to create monopoly.”

7. Exceptions

All exceptions to this policy must be approved by the COO/ BOD.

8. Breach of Policy Principles

Any violation of the principles set forth in this policy by any Employee may have significant consequences for the Employee and the Cineom and its subsidiaries, including potential prosecution, fines and other penalties for improper conduct, as well as imprisonment and/or disciplinary action up to and including termination.



Vinayak Deo
Managing Director

Date :



Shailesh Parab
Joint Managing Director

Date :

