

CODE OF CONDUCT

1. INTRODUCTION

This Code of Conduct (“Code”) shall apply to all Directors, including Independent Directors, Key Managerial Personnel, Senior Management Personnel, employees, and other associated persons of Cityon Systems (India) Limited (“the Company”).

The Code lays down the standards of integrity, ethical conduct, and professional behaviour expected from all persons associated with the Company in the conduct of its business and operations.

2. COMPLIANCE WITH LAWS AND REGULATIONS

All persons covered under this Code shall comply with all applicable laws, rules, regulations, and standards governing the operations of the Company, including but not limited to the provisions of the Companies Act, 2013, SEBI Regulations, Income Tax laws, labour laws, and other applicable statutory requirements.

3. INTEGRITY AND ETHICAL CONDUCT

All persons associated with the Company shall act with honesty, integrity, transparency, and fairness in all business dealings and interactions.

They shall avoid situations involving actual or potential conflict of interest and shall disclose such conflicts, if any, to the appropriate authority within the Company. No person shall engage in any activity that may adversely affect the reputation, goodwill, or business interests of the Company.

4. CONFIDENTIALITY AND DATA PROTECTION

All confidential, proprietary, unpublished price-sensitive information (“UPSI”), trade secrets, business information, customer data, and other sensitive information

Cityon Systems (India) Ltd.



Regd. Office :

215, Delhi Chambers, Delhi Gate, Delhi - 110002

CIN : L72900DL2004PLC126096

Phone No. : +91-11-41563395, 43667149

E-mail : info@cityonsystems.in Website : www.cityonsystems.in

relating to the Company or its stakeholders shall be maintained in strict confidence and shall not be disclosed or misused except where authorized or legally required.

All persons shall ensure proper handling, storage, and protection of data and information in compliance with applicable laws and the policies of the Company.

5. FAIR BUSINESS PRACTICES

The Company is committed to conducting its business in a fair, transparent, and ethical manner. All persons covered under this Code shall maintain fair dealing with customers, suppliers, competitors, regulators, and other stakeholders.

6. ANTI-CORRUPTION AND ANTI-BRIBERY

No Director, employee, or associated person shall directly or indirectly offer, promise, give, solicit, or accept any bribe, illegal gratification, or improper advantage in connection with the business of the Company.

All persons shall comply with applicable anti-corruption and anti-bribery laws and maintain transparency and accountability in all transactions.

7. CODE FOR INDEPENDENT DIRECTORS

The Independent Directors of the Company shall:

- a) uphold ethical standards of integrity, independence, honesty, and accountability in the performance of their duties;
- b) act objectively and in the best interests of the Company and its stakeholders;
- c) exercise independent judgment in Board deliberations and decision-making;
- d) safeguard the interests of minority shareholders and other stakeholders;
- e) ensure the integrity of financial information, internal controls, and risk management systems;
- f) maintain confidentiality of sensitive and unpublished information of the Company; and

Cityon Systems (India) Ltd.



Regd. Office :

215, Delhi Chambers, Delhi Gate, Delhi - 110002

CIN : L72900DL2004PLC126096

Phone No. : +91-11-41563395, 43667149

E-mail : info@cityonsystems.in Website : www.cityonsystems.in

g) ensure compliance with applicable laws, corporate governance requirements, and regulatory standards.

The roles, responsibilities, duties, and code of conduct applicable to Independent Directors shall further be governed by the provisions of Schedule IV of the Companies Act, 2013, and other applicable laws and regulations, as amended from time to time.

8. HEALTH, SAFETY, AND ENVIRONMENT

The Company is committed to providing a safe, secure, and healthy work environment for all employees and stakeholders.

All persons shall comply with applicable health, safety, and environmental laws and shall take appropriate measures to ensure workplace safety and responsible environmental practices.

9. REPORTING OF VIOLATIONS

Any actual or suspected violation of this Code shall be promptly reported to the appropriate authority of the Company. The Company shall maintain appropriate mechanisms for reporting concerns in good faith and shall ensure that no person reporting a violation suffers retaliation or adverse action.

10. COMPLIANCE WITH INSIDER TRADING REGULATIONS

All persons covered under this Code shall comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, and the internal Code of Conduct framed by the Company for the prevention of insider trading.

Unpublished Price Sensitive Information ("UPSI") shall be handled strictly on a need-to-know basis and shall not be used for personal gain or unlawful purposes.

Cityon Systems (India) Ltd.



Regd. Office :

215, Delhi Chambers, Delhi Gate, Delhi - 110002

CIN : L72900DL2004PLC126096

Phone No. : +91-11-41563395, 43667149

E-mail : info@cityonsystems.in Website : www.cityonsystems.in

11. REVIEW AND AMENDMENT

The Board of Directors of the Company reserves the right to review, amend, modify, or revise this Code from time to time in accordance with applicable laws and regulatory requirements.

12. EFFECTIVE DATE

This Code shall come into effect from the date of approval by the Board of Directors of the Company.