

## Code of Conduct

### (For Board Members and Senior Management)

New Delhi Television Limited (NDTV) is committed to conducting its business in accordance with applicable laws, rules and regulations, and the highest standards of business ethics, and to full and accurate disclosure in compliance with applicable laws, and regulations. The purpose of this code is to deter wrongdoing and promote ethical conduct. The matters covered in this code of the utmost importance to the Company and shareholders and these are essential for conduct of our business in accordance with ethical values.

### Applicability

This Code of Conduct applies to the following (hereinafter referred to as "Officers"):

- All the members of the Board of NDTV and its subsidiaries
- Chief Finance Officer and Company Secretary
- Members of Senior Management

### Compliance With Laws, Rules and Regulations

Ethical business conduct is critical to our business. Officers are expected to comply with all applicable laws, rules and regulations including all laws prohibiting insider trading, engage in and promote honest and ethical conduct and abide by the policies and procedures that govern the conduct of the Company's business. Officer's responsibilities include helping to create and maintain a culture of high ethical standards and commitment to compliance.

### Honest and Ethical Conduct

Officers are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working on the Company's premises and outside at any other place where Officers are representing the Company. Honest conduct means conduct that is free from fraud or deception. Ethical conduct means conduct conforming to the accepted professional standards of conduct.

### Prevent Conflicts of Interest

Officers should not make any investment, accept any position or benefits, participate in any transaction or business arrangement otherwise act in a manner that creates or appears to create a conflict of interest unless they makes full disclosure of all facts and circumstances. A "conflict of interest" arises when you take actions or have interests that conflict in any way with the interests of the Company.

### Confidential Information

Officers are required to maintain the confidentiality of all confidential information that they receive or become privy to in connection with the Company's business, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might prejudice the ability of the Company to pursue certain objectives, be of use to competitors or harm the Company, its suppliers or its customers, if disclosed. Confidential information also includes any information relating to the Company's business and affairs that results in or would reasonably be expected to result in a significant change in the market price or value of any of the Company's securities or any information a reasonable investor would consider important in making an investment decision. Officers must not use confidential information for your own advantage or profit.

### Disclosures

It is the Company's policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws

regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Board of India and Stock Exchanges and in all other public communications made by the Company. The Company's management has the general responsibility for preparing such filings and such other communications and shall ensure that such filings and communications comply with all applicable laws and regulations.

### **Compliance With Code of Conduct**

If Officers know of or suspect a violation of applicable laws, rules or regulations or this Code of Conduct, must immediately report that information to the Chairman of the Audit Committee. The Company recognizes that resolving reported problems or concerns advance the overall interests of the Company, and will help to safeguard the Company's assets, financial integrity and reputation. Violations of this Code of conduct may result in disciplinary action, up to and including discharge. The Company's Audit Committee shall determine, or shall designate appropriate persons to determine appropriate action in response to violations of this Code of conduct. Violations of this Code of conduct may also violate certain laws.

### **Waivers of Code of Conduct**

If Officers would like to seek a waiver of this Code of conduct, must make full disclosure of particular circumstances to the Chairman of the Audit Committee. Documenting Compliance with the Disclosure Policy Appropriate records evidencing compliance with this Code of Conduct will be maintained by the Company.

### **No Rights Created**

This Code of conduct is a statement of certain fundamental principles, policies and procedures that govern the Officers of the Company in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, client, supplier, competitor, shareholder or any other person or entity.