

CODE OF BUSINESS CONDUCT

DOCUMENT CHANGE CONTROL

MAJOR VERSION	MINOR VERSION	DATE OF CHANGE	CHANGE OWNERSHIP	CHANGE(S)
1	0	November 14, 2024	Legal	
2	0	July 1, 2025	Legal	Change in the legal name of the entity, replacement of Section VI (Corporate Communications) in its entirety, and certain revisions to Section XVII (Complaint Redressal Mechanism) to expand the scope of whistleblower channels.

DOCUMENT REVIEWER

NAME	DESIGNATION	DATE
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DOCUMENT APPROVER

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NEXT REVIEW

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DOCUMENT PRINTING



“THINK BEFORE YOU PRINT”

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- Printing on both sides of paper ensures that you cut your paper use nearly in half. This protects forests, avoids pollution, and saves money. Thank you!!!

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I. INTRODUCTION

Dear Directors and Employees,

In order to maintain a work environment that upholds the highest standards of business ethics and strengthen the governance and compliance mechanism in the Company, this Code of Business Conduct has been put in place. It is critical that we align ourselves to the organization's ethos and ensure that each one of us is aware and implements best practices and the highest level of transparency – as its representative faces.

Although this document addresses an exhaustive variety of business situations, it is not possible to foresee all future scenarios. Ultimately, our organization relies on your discretion and keen sense of righteousness in acting appropriately.

You will be required to volunteer information as well as take actions in conformance. Appropriate training sessions will also be organized from time to time for further clarifications and assistance. Our Compliance Team would be happy to assist you with any queries or ambiguity that may arise in your mind.

II. QUESTIONS AND ANSWERS

What is this Code for?

This Code of Business Conduct (hereinafter referred to as the “**Code**”) brings together the most important policies and rules that apply to JioStar India Private Limited (hereinafter referred to as “the **Company**”), its subsidiaries, its/ their employees, and the Board of Directors. This Code aims to help us maintain a lawful, honest and ethical environment throughout the Company.

To whom do the rules and policies in this Code apply?

These apply to all employees/associates, including contractual employees and the Board of Directors of the Company and its subsidiaries.

What is the basis for all of these policies?

While some of the policies in this Code are internal to the Company, but all the employees, directors and persons covered under this Code are expected to comply with all applicable government laws, rules and regulations, even if they are not specifically discussed in this Code.

What if I have questions about this Code?

After reading the policies as well as going through a training process, you may still have some questions. After all, many of the policies are based on complex laws and regulations. Each policy is important because even an unintentional breach could have serious consequences for the individuals involved and for the Company. Therefore, please feel free to ask any questions to the Compliance Team (as defined in the “**Complaint Redressal Mechanism**” section of this document). Please read the “Complaint Redressal Mechanism” section for more information.

What do I do upon receiving this Code?

Please read it carefully, making sure you understand every section. In addition, you need to:

- Undergo the online self-learning module (or such other methods of training/ learning as determined by the Company, from time to time) & get certified by the 30th April every year and/ or at such other intervals as required by the Company, in the manner communicated to you by the Company, from time to time.
- Submit your Conflict of Interest (COI) disclosures by the 30th April of every year, and/ or at such other intervals as required by the Company, in the manner communicated to you by the Company, from time to time. Even if you have no COI disclosures, you must still confirm this negative disclosure by the 30th April of every year.
- Submit your Insider Trading Disclosures (to the extent applicable to you), in the manner communicated to you by the Company from time to time, by the 30th April of every year, and/ or at such other intervals as required by the Company.

In case you have new information to disclose about conflict of interest or any other information which is relevant from a sign off point of view then you must promptly update your information by contacting the Compliance Team.

What should I do if I become aware of a breach of any rule or policy in this statement?

It is your responsibility to report any breach of policy or rule/law/regulation of which you become aware. To do this, follow the steps in the “Complaint Redressal Mechanism” section of this Code.

Could reporting a breach of any rule or policy jeopardise my job?

Company policies are designed to protect anyone who, in good faith, reports a breach of this Code. Any attempt at retaliation would not only breach Company’s policy, but could also be against the law, and will be addressed accordingly.

Are the policies in this Code comprehensive?

This Code supersedes all prior versions of the Code by whatever name it existed. In addition to the policies in this Code, Company has other important policies in place that relate particularly to certain aspects of our business, such as detailed financial policies and procedures and employee-related ones as well. In some cases, Company also has more detailed policies and in those cases those rules may apply.

If you have any questions about these policies, or if you would like to see any of Company's other policies, please consult your manager, a member of the Compliance Team or a Human Resources representative.

III. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

In addition to compliance with local laws in the country in which we are based, there are other laws that may apply to Company's operations inside and outside India, including without limitation, all applicable laws of India, the Foreign Corrupt Practices Act, economic sanctions, etc. Although you are not expected to know the details of all the laws that govern Company's business in every jurisdiction, you are expected to understand those applicable to your duties. You need to understand the regulatory environment in which Company operates well enough to know when to seek advice from your manager, Compliance Team or other appropriate personnel.

Company's ethical standards are based on obeying both the letter and spirit of the law. Violation of any of the applicable laws shall amount to a violation of the provisions of this Code, in addition to civil and criminal penalties (as applicable). Therefore, you must always conduct your business affairs with honesty, integrity and good judgment. When in doubt, always ask before you act!

IV. CONFLICTS OF INTEREST

It is your primary responsibility to work in the best interests of Company. You must avoid all conflicts between what is in the best interests of Company and your own personal relationships or interests at all times.

Even the appearance of a conflict of interest can undermine our integrity—and yours—in the minds of your co-workers, our clients and suppliers, our viewers and the public. It is not possible to outline every conflict of interest you may encounter, but some common circumstances and guidelines are set forth below.

DEFINING “YOU” AND YOUR “FAMILY”

“You” includes you and your immediate family (defined as your spouse, domestic partner and children under the age of 18), as well as any person or entity you control or in which you have a substantial ownership interest. As to other relatives, the rules depend on your knowledge of the situation. For example, we don’t expect you to necessarily know about all of the investments and business relationships of your grown brother or sister—but we do expect you not to intentionally shield yourself from such information. If you do know that your adult brother or sister owns a contracting company that provides Company with a service, you need to let us know. We may decide that it would be best if you were not the employee deciding whether to use that contractor.

Finally, nothing in this Code is intended to prohibit you or any family member from engaging in regular consumer transactions with Company.

DISCLOSING AND ADDRESSING POTENTIAL CONFLICTS OF INTEREST

Company holds you to your responsibility to disclose, in writing to the Company’s Compliance Team, any personal, business or other relationship that could potentially affect your business judgment. A potential conflict of interest, such as one or more of the situations discussed below, does not necessarily constitute a breach of Company’s policy. Our rigorous requirements for disclosure and review are in place to avoid and correct actual conflicts of interest, which are against Company’s policy. In some cases, disclosure of a potential conflict may be all that is required; in others, additional action may be required to prevent or remedy an actual or apparent conflict of interest.

PREVENTING ACTUAL CONFLICTS OF INTEREST

Company reviews all disclosed potential conflicts of interest to determine if there is a significant risk of affecting an employee’s business judgment. If such a risk is found, Company will determine what additional actions the employee or Company must take.

Here is an example of how Company’s disclosure and review process works:

Suppose your spouse owns a business that supplies goods or services to Company. You are required

to disclose this potential conflict of interest. If you are not responsible for making decisions that directly affect the supplier, Company's review will probably determine that no actual conflict of interest exists. If, on the other hand, you are responsible for purchasing decisions or are in a position to influence the purchasing decision that affect the supplier, Company will probably determine that the situation is an actual conflict of interest and will require an appropriate remedy.

Certain types of conduct present an obvious danger of affecting your business judgment and therefore are always prohibited. One example is soliciting or accepting money for your personal benefit from a supplier of the Company. Of course, any form of bribery or kickbacks—whether for your personal benefit, or for the benefit of Company or any third party—is strictly prohibited, not only because it is a conflict of interest, but because it is illegal. You are required to follow all applicable laws, rules and regulations in carrying out your work. If you have an actual conflict of interest, you must promptly disclose it.

DISCLOSURE PROCEDURE

You must disclose any conflict of interest by sending an email to the Compliance Team at orgcompliance@jiostar.com. The Company may also separately notify other modes of submission of disclosures of conflict of interest, from time to time, which shall form part of this Code. The Company may also require you to submit annual declarations by the 30th April of every year, in such manner as the Company may determine, from time to time. You must also update and re-submit your disclosure any time in case your previous disclosures change.

SOME CONFLICTS OF INTEREST—ACTUAL AND POTENTIAL

The activities and interests listed here are some of the conflicts of interest, or potential conflicts of interest that should be disclosed for you and your family (as defined above). This list is not exhaustive—please be judicious and exercise discretion even in those cases where Company policy allows you to accept gifts or other favours as detailed in this document. It is up to you to disclose any other personal, business or other interest that may interfere or even just appear to interfere with your business responsibility to Company.

You must disclose any of the following activities. Following are some examples which will help you understand this better but are not exhaustive:

- Accepting fees, commissions or any other personal benefit for any reason including in personal capacity from any person or business involved in any transaction with Company.
- Soliciting or accepting money for your personal benefit in any amount from a current or potential supplier, customer or competitor of the Company.
- Having a financial or management interest (as an employee or director) in enterprises belonging to customers, suppliers, competitors or any other enterprises that you know or could reasonably

believe have a business relationship with Company. However, you do not have to disclose a financial interest if it involves less than 1% of the shares of a publicly held company—unless such holding constitutes a significant portion of your net worth. If, for example, your child or wife owns 10% of the stock of a supplier to Company, you must disclose that potential conflict.

- Accepting an offer to participate, through a special allocation of shares, or otherwise receiving terms or benefits not generally available to the public in an offering of securities belonging to, or underwritten by, any current or prospective supplier, customer or competitor of Company. This also applies to any firm that provides or may provide investment banking, financial advisory, underwriting or other similar services to the Company, or any other entity with which Company has a business relationship.
- Except for normal banking transactions with financial institutions, borrowing from or lending money to anyone in a business relationship with the Company— including customers, suppliers or competitors (or fellow employees, other than in occasional nominal amounts).
- Engaging in business with, or acting as a customer or supplier of, the Company, other than in your ordinary role as an employee or public consumer. For example, you would have to disclose plans to submit a script or other creative work to the Company or one of its competitors. While this may be allowed in many circumstances, Company rules require that you disclose the submission in advance.
- Competing with the Company.
- Arranging or facilitating any business transaction between any of your relatives and the Company or between any of your relatives and any customer or supplier of the Company.
- Maintaining concurrent employment with the Company and any other organization or providing freelance services to other companies without obtaining prior approval from the Company.
- Facilitating a known conflict with one of our suppliers or customers or with a government official by, for example, making a payment to an individual when you know the funds should go to his or her employer or making a payment to the government official, when such payment is not permitted under applicable laws.
- Where members of your immediate family (defined as your spouse, domestic partner and children below the age of 18) or, to your knowledge, your adult children, parents or siblings are employed by a customer, supplier or competitor of Company. If you have disclosed this type of potential conflict of interest, you should subsequently report any significant changes, such as moving into a new position, which allow you to influence or be influenced by your relative's employment.
- For any clarifications w.r.t. to accepting or offering Gifts & Business Entertainment, please refer to the Gifts & Business Entertainment Policy.

CORPORATE OPPORTUNITIES

As part of your relationship with Company, it is your responsibility to help advance the Company's

business interests. As part of this duty, you cannot take for yourself personally—or direct to a third party—a business opportunity that you discover through the use of Company property, information or your position within the Company. The only exception is if Company has already been offered the opportunity, has turned it down and consents to your personal pursuit of the opportunity. More generally, you cannot compete with Company or use the Company's property, information or your position for personal gain.

V. CONFIDENTIALITY, INSIDE INFORMATION AND FAIR DISCLOSURE

CONFIDENTIALITY

In carrying out Company's business, you often learn confidential or proprietary information about the Company, its employees, customers, prospective customers, the Company's parent/group companies or other third parties. It is your responsibility to maintain the confidentiality of all the information entrusted to you—except when disclosure is authorized or legally required.

Confidential or proprietary information includes, among other things, any information concerning Company, its businesses, its parent/group companies, its employees, financial performance, results or prospects that has not been published by Company or with the consent of Company. It also encompasses any non-public information provided by a third party with the expectation that such information will be kept confidential and used solely for the business purpose for which it was conveyed. You must preserve confidential information even after your employment (or service as a director) ends.

Finally, you are discouraged from publicly discussing work-related matters, whether constituting confidential information or not, outside of appropriate work channels, including online in chat rooms, on websites or in "blogs." You should not post photos or videos for personal use on websites, including social networking sites or those featuring user-generated content. The disclosure of confidential or sensitive information, or making of other statements detrimental to Company, or which reflect poorly on you as a representative of Company, may result in disciplinary and/or legal action.

INSIDE INFORMATION

Because you work here, you may have information that is not available to the general public – "inside information". Please ensure that any such information is not communicated externally. Be careful when speaking in public about Company business – (in lifts, on mobile phones, in bars etc). Only official spokespersons for the Company may speak to the press. Refer all media requests to the PR/Corporate Communications department.

Employees and directors who have access to or otherwise possess material inside information concerning Company or of parent/group companies or companies with whom a business deal has been done or is being discussed may not buy, sell or otherwise trade shares or other securities of Company or of parent/group companies or any such companies with whom a business deal has been done or is being discussed. This restriction would also apply to Company securities as and when it goes for a public offering of its shares and lists on a stock exchange. It is against Company policy—and the law—to communicate inside information to anyone (tipping) for use in purchasing or selling shares or other securities. For the sake of clarity, any purchase, sale, or trading of shares or other securities of the Company or of parent/group companies or any such companies with whom a business deal has been done or is being discussed shall be conducted

subject to the conditions set forth under the provision, “ADDITIONAL RESTRICTIONS ON TRADING COMPANY SECURITIES AND PRE-CLEARANCE” below.

REQUIREMENTS

How do you determine whether information is “material” or “inside”?

It depends on all of the relevant facts and circumstances.

“Material information” is anything that a reasonable investor would consider important in determining whether to buy or sell securities. For example, such information may include—but is not confined to— earnings and financial results, internal advertising trends and analyses, budgets and planning documents, dividend declaration and dividend changes, changes in previously released earnings estimates, news about significant mergers, acquisitions, divestitures, dispositions, arrangements with distributors or other commercial transactions, major contracts, expansion plans, execution of new projects, proposals or agreements, major litigation, restructuring, significant product news and senior management developments and changes in policies, plans or operation of Company or of its parent/group companies or with whom a business deal has been done or is being discussed.

“Inside information” is news that has not been effectively brought to the attention of the investing public. To avoid uncertainty, you should regard information as public only after Company or as applicable, parent/group companies have officially released it as such—through Company’s or such parent/group companies’ public filings, wire services, press releases or other widely available media—and then only after a reasonable period of time has passed to enable the public to evaluate that information.

ADDITIONAL RESTRICTIONS ON TRADING COMPANY SECURITIES AND PRE-CLEARANCE REQUIREMENTS

Certain officers of Company, its directors and certain other employees are, because of their position, subject to additional restrictions on trading in Company or in parent/group companies’ securities. These restrictions will also apply to trading in Company securities as and when it goes for an IPO and lists on any stock exchange.

People in these categories are generally not permitted to buy or sell Company or parent/group companies’ securities except during a “window period” following the release of the respective company’s quarterly or year-end earnings and/or are required to pre-clear all trading with Company’s General Counsel in advance. If these additional trading restrictions apply to you, you will have received a detailed memorandum that explains the rules.

Even during a window period, no one is permitted to trade if he or she possesses material inside information.

FAIR DISCLOSURE

Company is subject to rules and regulations that restrict the selective disclosure of material information to securities analysts and other market professionals before making it available to the general public.

These rules and regulations require publicly traded companies to make public any material, non-public information (oral or written) that a company discloses to the financial community and to shareholders. Company may not communicate material non-public information selectively to analysts or shareholders. Public disclosure must be made prior to or contemporaneously with the communication of the information, for example, by filing the information on a report with the U.S. Securities and Exchange Commission, Securities and Exchange Board of India, distributing a press release or having conference calls to which the public has been provided advance notice and granted access. Only Company's Chief Executive Officer, Chief Financial Officer, General Counsel and Head of Corporate Communications have the authority to make disclosures of material information.

If Company discovers that it has made an unintentional non-public disclosure of material information, public disclosure must be made promptly. If you have a concern about disclosure, you should immediately contact the Corporate Communications Department or a the Legal Department.

VI. CORPORATE COMMUNICATIONS

The Company and its affiliated businesses are closely followed by various stakeholders including but not limited to employees, consumers, government, regulatory bodies, key opinion leaders, partners and various industry bodies. As an organization, we must work together to amplify the impact of our messages while mitigating the risks of misrepresentation across all communications.

The Corporate Communications team is entrusted with managing all internal and external communications for the Company and its affiliated businesses & brands. This is a central function that collaborates with all business units and corporate functions of the Company, and operates at an enterprise level to shape how key stakeholders perceive our brand and the Company. You can reach out to the Corporate Communications team by writing to corporate.communications@jiostar.com, or getting in touch with the relevant SPOC from the Corporate Communications team assigned to your BU/ team/ function.

To uphold our shared goals and brand integrity, it is essential that all employees and other persons to whom the Code of Business Conduct applies, familiarize themselves with, and strictly adhere to this Corporate Communications Policy.

WHAT? Do they represent?

Opportunities for executives to present, discuss and/or debate at public events or platforms, including but not limited to business and trade media, commercially run conferences, public and private seminars and workshops, opportunities for executives to share self-authored articles, whitepapers, opinions, viewpoints & blogs with media, news sites, social media, influencers, industry bodies, industry reports and any public platform – physical and/or digital.

WHY? Are they worth doing?

To promote the Company's business activities and positive sentiment amongst stakeholders to support our commercial, creative, and corporate objectives that are defined from time to time by Corporate Communications in conjunction with the CEOs, and heads of businesses & corporate functions.

WHO? Which executives/ employees can take part?

- (i) The following executives are authorized to speak publicly on Company's behalf, after having received written confirmation from the Corporate Communications team:
 - Entertainment: Kevin Vaz, Alok Jain, Sumanta Bose, Krishnan Kutty, Ajit Varghese
 - Digital: Kiran Mani, Ishan Chatterjee, Bharat Ram, Sushant Sreeram

- Sports: Sanjog Gupta, Prashant Khanna, Siddharth Sharma, Anupam Goswami
- (ii) Any exception to the above will need to be verified and approved by all the following persons, in the order described below:
- Line Manager
 - BU Head/Function Head
 - Relevant SPOC from Corporate Communications for that business unit/ function
- (iii) In case of exceptions, the following prioritization criteria will apply:
- The senior most executive best qualified to contribute on the subject.
 - An executive whose seniority best matches other contributors of the opportunity.
 - An executive who has undertaken media training.
- (iv) In case of non-media events/ invitations to speak at limited exposure events, exceptional approvals must be obtained, which shall be determined on a case-to-case basis, as per the approval matrix by the relevant persons listed down in (ii) above.

APPROVALS

All invitations for any and every public appearance opportunity (in any capacity, including without limitation, as a speaker, panelist, presenter, judge, jury, or for an interview, seminar, conference, etc.,) must be approved in writing by the Corporate Communications team and the Compliance Team, before they are accepted.

All presentation/ speaking materials must be approved by the Corporate Communications team in advance.

Authored articles for individual's LinkedIn profiles, or personal blogs or social media pages, to be approved by the Corporate Communications team prior to being posted/ published, if there is a direct co-relation to the individual's professional responsibilities.

All invitations for vendor testimonials must be approved by the Corporate Communications team before being accepted/ provided.

MATERIALS

The Corporate Communications team will review and support in drafting of materials including but not limited to presentations, talk points, Q&A, show reels, etc., for all public appearance opportunities. The Corporate Communications team will retain a copy of all such materials and

advise on re-use potential.

DOs & DON'Ts – Rules of engagement

Always:

- Work with Corporate Communications team to anticipate questioning, where applicable
- Use approved organization templates for presentations.
- Make presentations visually led and content rich, integrating video where appropriate.
- Consider the backgrounds/ likely talking points of any co-contributors on a panel.
- Be aware of media attending public events – Corporate Communications team to advise and attend as necessary, on case to case basis.
- Understand audience profile / request delegate list.
- Confirm logistics in advance.
- Talk only about your role.
- Talk only about your BU.

Things to avoid:

- Do NOT talk about the Company as a whole/ Company's performance.
- Do NOT engage with industry/research/consultant bodies such as KPMG, FICCI, Ernst & Young, Deloitte, PWC, CII, Technopak, etc. without prior approval , as per the approval matrix by the relevant persons, as per (ii) above.
- In case such queries are received, please redirect the same to Corporate Communications.

SOCIAL MEDIA

We expect all employees to be responsible in their use of social media.

We strongly believe social media can be a powerful force and truly wish to encourage our employees to use such mediums in positive ways. Which is why, as an employee please carefully consider the following four factors while engaging on social media:

- Be mindful while posting
- Disclose your affiliation with the Company
- Safeguard the Company's interests and reputation
- State that it's your personal opinion
- Do not post any disparaging or negative material regarding the Company

QUERIES & ESCALATIONS

Please write to corporate.communications@jiostar.com, or reach out to the relevant SPOC from the Corporate Communications team assigned to your BU/ team/ function, for any queries or doubts you may have regarding this policy, or for any advice or assistance you may need with regard to any communications related subject matter, or for any issue/ matter/ request that needs to be escalated to, or approved by the Corporate Communications team.

Please note that individual BU Publicity teams are responsible for Consumer PR and Publicity-related media outreach for Shows and Talent only, with the relevant SPOCs from within the Corporate Communication team serving as reviewers and for the purposes of escalation.

VII. FINANCIAL ACCOUNTING, AUTHORIZATIONS, PAYMENTS, RECORDKEEPING AND REPORTING

Accurate financial records are essential to the operation of the Company and its compliance with laws on accounting, taxation, filings, public disclosures and other important obligations.

All of the Company's transactions must be accurately and fairly recorded to allow proper preparation of our financial statements and to ensure full accountability for all of the Company's assets, liabilities and activities. Furthermore, accounting and financial reporting practices should be fair and proper, in accordance with, as applicable, generally accepted accounting principles in India or international accounting standards (IAS). Appropriate records must be kept of all transactions and handled in accordance with the applicable data retention policies.

Wherever applicable as per law, each financial statement at the end of the quarter and year, must contain certifications from Company's Chief Executive Officer and Chief Financial Officer attesting to the fair presentation of our financial information and the effectiveness of our disclosure controls and internal controls over financial reporting.

PROHIBITED FINANCIAL PRACTICES THAT SHOULD BE REPORTED

Below you will find a few examples of financial practices that are prohibited. If you are involved in any of these practices—or know they are occurring—you are obliged to report them immediately. This obligation extends to any breach or weakness of a control of which you may be aware.

- Approving or making any payment if you know that any part of that payment is to be used for any purpose other than that described by the supporting documents, or such approval exceeds your authority.
- Using Company assets, facilities or services for any improper purpose. You are personally responsible for all the Company funds and other assets over which you have control.
- Fraud in preparing, evaluating, reviewing or auditing any financial statement, such as concealing or falsifying data given to the Finance department, internal or statutory auditors or in making false representations in the quarterly representation letter/certification process.
- Fraud in recording and maintaining the financial records of the Company, such as intentionally recording sales or expenses in the wrong period, capitalizing items that should be expensed or recording personal expenses as business expenses. All financial transactions must be accurately and fairly recorded.
- Non-compliance with the Company's internal accounting policies, authorization matrix, and other policies and processes.

- Misrepresenting to a senior officer or to the Company's Finance team, internal or statutory auditors a matter contained in the Company's financial records, financial reports or audit reports.
- Hiding or altering, in any manner, any balance or other confirmation received from any vendor, customer or financial institution.
- Non capture of invoices or claims against the Company.
- Deviating from full and fair reporting of the Company's operations results, financial conditions or cash flows.
- Improperly influencing, coercing, manipulating or misleading any independent public or certified accountant engaged in performing an audit of the Company's financial statements.
- Willfully failing to comply with local statutory or fiscal requirements.

We expect you to refrain from any misleading or deceptive financial practice, whether listed above or not, and to report any such practices of which you become aware.

PROPER AUTHORIZATION/APPROVALS

Ensuring that proper authorisation is obtained for a transaction is an essential business practice. There are several types of authorisations: (i) authority to approve a transaction, (ii) authority to sign a contract or other document that binds the Company and (iii) authority to execute a transaction (e.g., effect a bank payment or wire transfer). Typically, as a control matter, these authorizations involve different people for each step.

It is your responsibility to ensure that the appropriate approvals, signatories and execution procedures are followed in connection with any financial transaction in which you are involved and that you abide by your personal authorisation limits. If you have any question about the Company's authorisation requirements or limits, please contact the Company's Company Secretary, or the Legal Department and also refer to the Contracts Policy. In case an authority is being delegated, it has to be in writing, for a specific period and to a specific person.

IMPROPER INFLUENCE OF AUDITORS, REVENUE OR TAX AGENTS, OR GOVERNMENTAL REGULATORY AGENTS

You may not, directly or indirectly, coerce, manipulate, mislead or influence any of the Company's auditors in any way when you know, should know or intend that your actions may make our financial statements misleading. For example, you may not influence an auditor to issue a report on Company's financial statements that is not warranted under the circumstances; nor may you do anything to persuade an auditor from carrying out an audit, review or other procedure; prevent him or her from issuing a report or cause the withdrawal of any already issued report; or encourage an

auditor to hold back from communicating matters to the Compliance Team.

Additional examples of prohibited conduct include: offering money or gifts unless customary and within the limits defined by the Company, financial incentives or future employment or contracts for non-audit services; providing inaccurate or misleading legal analysis or other information; threatening to cancel an auditor's existing engagements; seeking to have an audit partner removed from engagement with the Company; and resorting to blackmail or physical threats.

VIII. EQUAL OPPORTUNITIES

The Company values a diverse workforce that reflects the rich diversity of our viewers and clients. The Company is an equal opportunity employer and makes employment decisions on the basis of merit. Company policy prohibits unlawful discrimination based on race, color, creed, gender, religion, marital status, age, national origin or ancestry, physical or mental disability, medical condition including genetic characteristics, sexual orientation, or any other consideration made unlawful by Central, state, or local laws.

This commitment extends to every aspect of what we do, including compensation policy, promotions, benefits, transfers, training, education, terminations and social and recreational programs. We expect all managers, heads of departments and directors to share this commitment personally as leaders by example in the way they practice and enforce the principles that guide our approach to equal opportunities throughout the Company.

Please refer to the Equal Opportunities Policy, for further details with regard to this subject.

IX. HARASSMENT-FREE WORKPLACE ENVIRONMENT

The Company recognizes its obligation to provide a work environment free of unlawful harassment and intimidation, including sexual harassment and harassment based on race, color, religion, national origin, ethnicity, age, gender, gender expression, gender identity, disability, marital status, sexual orientation, veteran status or any other basis prescribed by law. We are committed to working together to maintain a diverse workplace free of discrimination. Harassment (both overt and subtle, whether in exchange for or environmentally hostile) is a form of employee misconduct that is demeaning to another person, undermines the integrity of the employment relationship, and is strictly prohibited.

When the conduct has the purpose or effect of unreasonably interfering with the individual's work performance or creating an intimidating, hostile or offensive working environment. Harassment may occur as a result of conduct by managers, directors or fellow employees. Under some circumstances, harassment can occur by the conduct of customers, suppliers, consultants, visitors and independent contractors. It could take place in the office or in other work-related settings, such as meetings, trips and social events. This prohibition against harassment applies with equal force to conduct in all such settings.

Harassment also includes a situation where submission to or rejection of the conduct by an individual is used as the basis for employment decisions affecting the individual (such as a promotion or a bonus).

The Company strictly prohibits any sort of retaliation against the complainant or any witnesses. Any act of reprisal, including internal interference, coercion and restraint, by the alleged offender whether directly or indirectly, will result in appropriate action against the alleged offender by the Company.

The Company will make every reasonable effort to maintain the confidentiality of all parties involved in any proceedings under this policy. Information will be disclosed only to those having a need to know in order to facilitate the resolution. Any disclosure of information, other than on a need-to-know basis as described above, will constitute a breach of confidentiality and will result in disciplinary action, up to and including termination.

Any Company employee who violates this policy will be subject to disciplinary action, up to and including termination of employment. In addition, employees found to have engaged in unlawful harassment may be held personally liable for such conduct. This policy covers all managers, employees, consultants, independent contractors, vendors, clients, and other partners with whom Company conducts business.

SEXUAL HARASSMENT

The Company follows the mandate of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the “**Sexual Harassment Act**”) and has constituted a committee to deal with matters pertaining to sexual harassment. The Company’s sexual harassment committee, referred to as “Internal Complaints Committee” or “ICC” currently consists of a Chairperson, an external woman member and other members.

Please refer to the Prevention of Sexual Harassment (POSH) at Workplace Policy, containing the details of the committee members and the process/ mechanism of dealing with such matters.

WHAT IS SEXUAL HARASSMENT?

Sexual harassment may exist where compensation or other employment benefits are conditioned on granting sexual favors. Sexual harassment may also consist of a pattern of unwelcome sexual advances or unwanted visual, verbal or physical conduct of a sexual nature.

To determine if your behavior could be unwelcome to another person, remember that “unwelcome” is decided by the recipient of the behavior, not the person doing the behavior. Therefore, it is the impact of behavior, not the intent of the person who did the behavior that determines if sexual harassment has occurred.

However, please note that the normal exercise of supervisory and management responsibilities, including coaching, performance reviews, work evaluation and disciplinary actions, does not constitute sexual harassment.

Specifically, sexual harassment constitutes the following:

- Verbal conduct such as epithets, derogatory jokes or comments, slurs or unwanted sexual advances, invitations or comments, questions about a person’s sexual practices, or gossiping about sexual relations, remarks about an individual’s body, colour, physical characteristics, or appearance;
- Visual conduct such as derogatory and/or sexually-oriented posters, offensive or obscene photography, cartoons, drawings or gestures, display of sexually suggestive or lewd objects, unwelcome notes or letters or emails, and any other written or graphic material that denigrates or shows hostility or aversion toward an individual because of a particular characteristic, that is placed on walls, bulletin boards, or elsewhere on Company’s premises or circulated in the workplace;
- Physical conduct such as physical interference with normal work, assault, unwanted touching, blocking normal movement or unwelcome physical contact, leering at a person’s

body, and threatening, intimidating or hostile acts that relate to a particular characteristic;

- Retaliation for having reported or threatened to report harassment, or for opposing unlawful harassment, or for participating in an investigation
- When submission to the conduct is made a term or condition of the individual's employment—either explicitly or implicitly.
- When submission to or rejection of the conduct by an individual is used as the basis for employment decisions affecting the individual (such as a promotion or a bonus).
- Asking for dates, or make sexual advances, when it is clear—or becomes clear—that the overture is unwelcome.
- Engage in any conduct of an overtly sexual nature, whether welcome or unwelcome.

OTHER FORMS OF HARASSMENT:

Company does not tolerate harassment in any form—based on race, religion, color, sexual orientation, nationality, ethnic origin, disability, age, gender, gender expression, gender identity, veteran status or marital status or any other basis prescribed by applicable law. Some behaviors are simply not acceptable. The following examples are illustrative but not exhaustive - Company expects everyone to observe the spirit as well as the letter of our policy for a workplace free of harassment.

Therefore, you may not:

- Display objects, pictures, magazines, cartoons, screen-savers, e-mails, or posters, or play or otherwise transmit videos, CDs, DVDs, broadcasts or engage in any other conduct that likely to make people of a particular race, religion, color, sexual orientation, nationality, ethnic origin, disability, age, gender expression, gender identity, gender, veteran status or marital status or other protected class feel unwelcome. For example, you must not create or forward suggestive or offensive jokes, cartoons, letters, notes or invitations, whether by e-mail, voicemail or other means.
- Engage in inappropriate or threatening verbal, visual or physical conduct, such as those listed under what constitutes harassment above.
- Make inappropriate statements concerning a person's race, religion, color, sexual orientation, nationality, ethnic origin, disability, age, gender expression, gender identity, gender, veteran status or marital status, or inappropriate statements or intrusive questions or comments about an individual's appearance.

- Threaten or engage in retaliation after an unwanted overture or inappropriate conduct is rejected, or in response to the reporting of such conduct.

WHAT TO DO IF YOU HAVE A COMPLAINT

The Company requires all employees to report immediately any incidents of discrimination, harassment or retaliation that they experience or observe regardless of the offender's identity or position by sending an email to the Internal Committee at ic@jiostar.com. All claims of harassment will be promptly and thoroughly investigated.

Manner of reporting: Please refer to the 'Complaint Redressal Mechanism' section of this Code, and also to the Prevention of Sexual Harassment (POSH) at Workplace Policy.

MANAGER/SUBORDINATE RELATIONSHIPS

The Company recognizes that consenting romantic or sexual relationships may develop between a manager and a subordinate. These relationships frequently lead to complications for the parties involved as well as others in the workplace. That is why, if a consenting romantic or sexual relationship develops between a subordinate and someone senior to him or her, the Company requires the more senior person to disclose this information to his or her supervisor, and the Company's Human Resources Department.

Upon being informed or learning of such a relationship, the Company will take appropriate steps to ensure that there are no issues of actual or apparent favoritism, conflict of interest or sexual harassment, and that the relationship has no negative impact on others in the work environment.

X. FOREIGN CORRUPT PRACTICES ACT AND MONEY LAUNDERING

FOREIGN CORRUPT PRACTICES ACT

All officers, directors, employees and agents must comply with the laws of the country in which they operate, the laws of India, the United States Foreign Corrupt Practices Act (the “**FCPA**”), Company's policies governing business activities abroad, and the highest standards of honesty, integrity, and ethical behavior.

Our policies strictly prohibit bribes or other improper payments or gifts to foreign officials. For purposes of this policy, the term “foreign official” includes any officer or employee of a government or any department, agency, state owned enterprise, or other instrumentality thereof, or of a public international organization; any agent consultant or representative acting on behalf of such Government or organization; and foreign political parties, party officials, or candidates for political office.

These prohibitions extend to indirect payments made through agents or intermediaries and payments using personal funds. This policy reflects the requirements of applicable anti-corruption laws, including the FCPA. These laws prohibit any Company officer, director, employee or agent from, directly or indirectly, offering, paying, promising to pay, or authorizing any payment of money or anything of value to any foreign official outside of United States. A violation of these provisions can result in severe criminal penalties and/or civil liabilities.

Company personnel may pay reasonable and bona fide expenses, incurred for promotional activities involving foreign officials that are directly related to the promotion, demonstration or explanation of Company's products or services, such as sponsorship of events, educational programs or other productions, or tours of its facilities. Such expenses must have a direct relationship to Company's operations, be consistent with Company's regular course of dealings with private persons and entities, involve only reasonable expenses in accordance with local customs and the business interests being promoted, and must not obligate a foreign official in any manner. All such payments must be approved in advance (unless practically impossible) by the Compliance Team. If it is practically impossible to obtain prior approval for such a payment, you must report it to Company's Compliance Team as soon as practicable. In addition, such payments must be accurately recorded, in detail, in Company's books and records.

PREVENTION OF CORRUPTION ACT, 1988

In India, the Prevention of Corruption Act, 1988 (“**Act**”) has been enacted to deal with corruption in India. This law is specifically applicable to corruption in the public sector and deals with corruption relating to public servants. Public servant has been defined under the Act as any person in the service or pay of the government or remunerated by the government by fees or commission for the performance of any public duty or any other person as defined under the Act.

This includes judges or any other person to whom a court or competent public authority refers any matter for decision or report, employees of public sector undertakings (PSUs), teachers or lecturers in a public school or university, armed forces, etc.

Under the said Act, any public servant who accepts any form of gratification as a motive or reward for doing or forbearing to do any official act or for showing or forbearing to show, in the exercise of his official functions, favour or disfavour to any person or for rendering or attempting to render any service or disservice to any person is punishable under the Act. Further any person who gives or promises to give to another person or persons, gratification with (illegal and corrupt) motive to influence a public servant or for exercise of personal influence with public servant is also punishable under the Act. Abetment of these offences is also an offence.

XI. FAIR DEALING AND COMPETITION

Antitrust, competition and trade practice laws preserve a competitive economy and enable free enterprise to flourish. As a vigorous competitor committed to compliance with these laws in all jurisdictions, Company has thrived in this climate.

Company seeks to excel and outperform its competition honestly and fairly, relying on outstanding business performance, not illegal or unethical business practices.

Many nations have enacted competition laws. These laws make anti-competitive activities such as price fixing and allocation of markets, illegal. You should consult the Company's Legal Department in advance whenever a question arises in this matter.

The provisions in this Code concerning antitrust, trade practices and competition are not intended to serve as a complete and definitive statement of every aspect of the antitrust or trade practice laws. Instead, these provisions are intended to acquaint you with those areas that involve antitrust risk so that you will be alert and better informed about when to seek legal advice.

Antitrust laws are complex in nature and breaching them can result in severe penalties, including criminal action against Company or any individual involved in a breach. That is why you should consult the Company's Legal Department whenever a question arises concerning antitrust laws or any of the subjects discussed in this section.

RELATIONS WITH COMPETITORS

PRICE FIXING

It is Company's policy to determine all of its prices independently in light of costs, market conditions and competitive factors. Any agreement or arrangement or understanding, written or unwritten, explicit or tacit, formal or informal, between competitors or any entity engaged in the same/ similar business as that of Company to fix, raise, peg, stabilize or even lower prices, or to eliminate or reduce price competition, is unlawful. Even an informal understanding or an unspoken mutual expectation that two competitors could achieve a common purpose might be found to constitute an illegal/ unlawful agreement. Therefore, you should never obtain a price list from a competitor or supply Company prices to a competitor. These rules apply to Company as a buyer of goods and services as well as a supplier.

TRADE ASSOCIATIONS

Company belongs to many trade associations. These associations can serve a variety of appropriate purposes. Our participation in them may involve meetings with competitors. If you participate in trade association meetings or other activities on behalf of Company, you must be very careful to

avoid even the appearance of reaching or seeking an agreement or arrangement or understanding about prices, allocating customers or markets or refusing to deal with any party. Whether in official trade association meetings or in less formal discussions that may occur in conjunction with trade association activities, you should never share non-public price or market information.

Agreements or arrangement or understanding with competitors on standards, ratings, content or business practices such as piracy enforcement could also raise difficult questions under antitrust legislation, and should therefore be discussed with the Company's Legal Department.

If, during a trade association meeting or any other gathering with competitors, you have any doubt about whether the conduct of the session is proper, you should announce your departure to ensure that it is noted, leave the discussion promptly and consult the Company's Legal Department.

If you are interested in joining a trade association of which Company is not already a member, you must first obtain approval from the Legal Department of the Company.

RELATIONS WITH CUSTOMERS AND SUPPLIERS

SELECTING CUSTOMERS AND SUPPLIERS

As a general rule under competition law, the Company has the right to select its customers or suppliers unilaterally. As long as the Company is acting alone, it may refuse to deal with or choose to terminate its relations with customers or suppliers for legitimate business reasons. These can include a refusal to conform to reasonable standards of performance, misuse or misrepresentation of the Company's products, a poor credit rating and the like. Such action should be explainable and justifiable in terms of Company's legitimate interests.

However, any understanding or arrangement or agreement with competitors, customers or other suppliers to refrain from doing business with a current or prospective competitor, customer or supplier— which is unlawful or any attempt to set such terms as a condition for Company to do business with them— is against Company's policy . Any instance of defrauding Company must be immediately reported.

Since any refusal to do business with an organization—whether initially or by termination of an existing relationship—often triggers the possibility of litigation, you should consult the Company's Legal Department in advance.

LONG-TERM AGREEMENTS, EXCLUSIVE ARRANGEMENTS AND “MFNS”

Long-term agreements, including those with exclusivity provisions, can be efficient and pro-

competitive arrangements. In order to minimize antitrust risk, you should consult the Company's Legal Department before entering into any such affiliation (unless it is a simple, short-term agreement on a previously approved form for the purchase or sale of goods or services) that differs in any material respect from one previously approved.

Other agreements that need advance review by the Company's Legal Department, include exclusive arrangements or agreements to provide a purchaser's or licensor's entire requirements for a product, to purchase or license the Company's entire requirements from a single supplier or to supply the Company's entire output in a region to a single customer or distributor.

XII. PROPER USE OF COMPANY'S ASSETS, PRIVACY, DATA SECURITY AND INFORMATION PROTECTION

All employees and directors of Company are expected to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on profitability. Any suspected incident of fraud or theft must be reported immediately for investigation.

We expect you to use reasonable judgment and discretion when using Company assets, including systems, equipment, files, books, records, intellectual property, trademarks, show names/titles, etc. Company prohibits the use of its brands, titles, shows, etc. in a personal profile on a computer or for other, non-work uses absent express written permission from the Legal Department .

All documents, data, recordings or other property, whether tangible or intangible, including all information stored in electronic form, obtained or prepared by or for you and utilized by you in the course of your employment with the Company remains the exclusive property of the Company and must remain in the Company's possession at the conclusion of your employment.

You may not transact any significant personal business on Company premises, on Company time or using Company equipment or personnel—whether staff or otherwise. Company work facilities, property and supplies, including computer systems and the files maintained and used by such electronic systems (such as e-mail, IMs/texts, voicemail and computer files, regardless of password protection), telephones, photocopying facilities, post room, stationery, Company wi-fi/ internet, trademarks and logos are all Company property. They are provided to you to perform your duties for Company, and cannot be used for improper purposes. If you leave Company either by request or termination, you must immediately return all Company property (including property issued for home use) to Company.

We require that you follow the laws, regulations and guidelines of the local jurisdiction in which you are located especially section 43A of the Information Technology Act ("IT Act") and the Rules that have been framed under the IT Act and any other laws including the Digital Personal Data Protection Act, 2023 and the Rules thereunder (all as amended/ modified/ supplemented from time to time), to protect sensitive personal data and information. In relation to sensitive personal data and information of an individual viz password; financial information such as Bank account or credit card or debit card or other payment instrument details; physical, physiological and mental health condition; sexual orientation; medical records and history; Biometric information, please refer to the Privacy Policy of Company, as well as all other applicable Company corporate policies and guidelines.

PRIVACY POLICY

Company is committed in respecting the privacy of every person who shares information with Company including but not limited to age, gender, name, birth date, occupation, bank name, bank

account details, health related records, biometric information and any other data as disclosed by you to us ("**Personal Information**"). Your privacy is important to us and we strive to take reasonable care and protection of the information we receive from you.

The purpose of this policy as amended from time to time, is to give you an understanding on how we intend to collect and use the information you provide to us. This policy may be subject to further changes.

By providing us your information, you hereby consent to the collection, disclosure, processing and transfer of such information for the purposes as disclosed in this policy. You are providing the information out of your free will. You have the option not to provide us the data or Personal Information sought to be collected if you do not agree with this policy.

PERSONAL INFORMATION AND ITS USAGE

We may collect, disclose, process and transfer your Personal Information to:

- Enable the functioning of Company's business;
- Process employee salaries and other payroll functions;
- Assist in human resources management, insurance, medical check-ups and other employment-related purposes;
- Provide our services and to engage in/ carry out the activities that would enable and assist in providing our services;
- transfer information about you if we are acquired by or merged with another company or when there is any other change on control;
- administer or otherwise carry out our obligations in relation to any agreement you have with us;
- respond to subpoenas, court orders, or legal process, or to establish or exercise our legal rights or defend against legal claims; and
- to investigate, prevent, or act regarding illegal activities, suspected fraud, violations of the website or as otherwise required by law.

We may also remove all the personally identifiable information and use the rest for historical, statistical or scientific purposes.

You hereby consent that the collection, disclosure, processing and transfer of any Personal Information or any other information as disclosed under this policy shall not cause any loss or wrongful gain to you if the same is used for the purposes stated in this policy.

AUTHORIZATION

You authorize us to exchange, transfer, share, part with all information (Personal Information and/or any information provided by you), across borders and from your country and jurisdiction to

any other countries and jurisdictions across the world (including India), with affiliates / agents/ third party service providers / partners / banks and financial institutions / credit bureaus and agencies for purposes specified under this policy or to fulfill our obligations under a contract with you or as may be required by law.

INFORMATION PLACED ON YOUR COMPUTER

We may store some information such as 'cookies' on your computer. You can erase or choose to block these cookies from your computer. You can configure your computer's browser to alert you when we attempt to send you a cookie with an option to accept or refuse the cookie.

SECURITY

The security of your Personal Information is important to us. We have adopted reasonable security practices and procedures to ensure that the Personal Information collected is secure. You agree that such measures are secured and adequate. We restrict access to your Personal Information to the Company's and its affiliates' employees, agents, third party service providers, partners, banks, financial institutions, credit bureaus, agencies and hospitals who need to know such Personal Information in relation to the purposes as specified under this policy.

While we will endeavor to take all reasonable and appropriate steps to keep secure any information which we hold about you and prevent unauthorized access, you acknowledge that the internet is not 100% secure and that we cannot provide any absolute assurance regarding the security of your Personal Information. We will not be liable in any way in relation to any breach of security or unintended loss or disclosure of information caused by us in relation to your Personal Information.

THIRD PARTY LINKS

During your interactions with us, it may happen that we provide/include links and hyperlinks of third party websites. The listing of such third party external site does not imply endorsement of such site by us. We do not make any representations regarding the availability and performance of any of the external sites which could be provided. We are not responsible for the content, terms of use, privacy policies and practices of such third party websites / services.

XIII. RESPECT FOR INTELLECTUAL PROPERTY RIGHTS

As a company with very significant intellectual property assets that we vigorously protect, the Company is highly respectful of the intellectual property rights of others. In particular, we expect you to follow all intellectual property laws of the country, and do not permit any use of Company assets to infringe any copyrights, including the illegal or unauthorized duplication or distribution of Company's or its parent/group companies' materials. Because of the prevalence of unauthorized and unprotected copyrighted material, you may not use Company computers for access to peer- to-peer sharing services sites or to access any other site that promotes or facilitates the unauthorized distribution of copyrighted materials such as music, film, television shows, videos and books. Similarly, you may not use Company systems to upload, download, stream, e-mail or otherwise distribute copyrighted songs, film, television shows, videos, books or other copyrighted materials, unless Company has the express right to do so and your actions are in accordance with those rights (not for your personal use).

You may not use unlicensed software on any Company system or hardware device, nor may you copy any software without authorization from the Company's Information Technology Department.

XIV. HEALTH, SAFETY AND THE ENVIRONMENT

The health and safety of our employees and directors and of the public are of utmost importance to the Company. Therefore, we place a strong emphasis on complying with all applicable health, safety and environmental laws and regulations. Accordingly, the Company has developed and made available, through your Human Resources representatives, guidelines to promote health and safety.

In short, we expect you to use all equipment and facilities in an appropriate and safe way, and to make every effort to prevent environmental incidents. To ensure that all forms of waste are disposed appropriately and no pollution to the environment is caused we urge you to follow the guidelines as laid down in the Environmental Policy below. The Company, including its individual employees, directors and officers, may be liable for the costs of cleaning up pollution, as well as significant civil or criminal penalties resulting from violations of environmental regulations. So that we can respond promptly and effectively to any accidents or incidents that do occur despite our best efforts, you should report any concerns you have concerning environmental, health or safety matters to your manager or to the Compliance Team.

ENVIRONMENTAL POLICY

The Company is committed in environmental protection and that no harm shall be caused to the Company or any of its employees. As a result, the Company urges all its employees to act responsibly and dispose off any waste including electronic waste appropriately. Particularly in the case of electronic waste (including electrical and electronic equipment) there is a requirement under the E –Waste (Management and Handling) Rules, 2011, that such e-waste be disposed off appropriately in accordance with the said E-Waste Rules. When any employee of the Company wants to discard such e-waste or any other waste that is likely to harm the environment, they may write to the IT Dept to understand better how to carry out the disposal of such e- waste.

XV. POLITICAL CONTRIBUTIONS AND PAYMENTS

POLITICAL CONTRIBUTIONS

The Company policy prohibits the contribution of Company funds, assets, services or facilities to a political party or candidate.

None of these restrictions is intended to discourage or prohibit the Company's employees or directors from voluntarily making personal contributions or participating in other ways in the political process. However, this must be done in their own time and at their own expense. The Company will not compensate or reimburse employees or directors for any political contribution.

No Company funds, assets, services or facilities of any kind may be contributed to any foreign official, political party official, candidate for office, governmental organization or charity—whether directly or through an intermediary—without advance approval from the Compliance Team.

PAYMENTS AND GIFTS

Under the Prevention of Corruption Act, 1988 ("**Act**") any public servant who accepts any form of gratification as a motive or reward for doing or forbearing to do any official act or for showing or forbearing to show, in the exercise of his official functions, favour or disfavour to any person or for rendering or attempting to render any service or disservice to any person is punishable under the said Act. Further any person who gives or promises to give to another person or persons, gratification with (illegal and corrupt) motive to influence a public servant or for exercise of personal influence with public servant is also punishable under the Act. Abetment of these offences is also an offence. Company places restrictions on its employees to do any act that would amount to such abetment. Therefore, Company places restrictions on its employees to give gifts or any other form of gratification to public officials and, in some cases, to their spouses or children. A "gift" means anything of value that personally benefits an individual, such as meals, entertainment, tickets to sporting or theatrical events, golf, travel, lodging, and payment for services. An invite may be sent to public officials, their spouses and children for any events hosted or sponsored by Company for promotion of business or event as is sent to other celebrities. A "public official" or "public servant", is an elected or appointed official, or any other official or employee, of any foreign, central, state or local legislature, executive branch agency, or other government agency, commission, board, authority, public fund, or any other governmental or quasi-governmental entity appointed for the performance of any public duty, or any other person as defined in the said Act.

GIFTS AND BUSINESS ENTERTAINMENT

GIFTS

A 'gift' is anything of value and includes cash and non-cash items or services which are given or

received through direct or indirect means.

As a general principle, giving, offering or receiving of gifts is not allowed. This should be especially kept in mind when a real or perceived attempt is being made to influence an action in exchange for the gift. It is expected of us to follow the guidelines defined in the Gifts & Business Entertainment Policy and understand what permissible gifts, exclusions and exceptions are, and the process to be followed.

Few key pointers are as follows:

- You may offer gifts up to a maximum limit as specified in the Gifts & Business Entertainment Policy only on customary occasions (festivals, birthdays, anniversary etc.) for the purpose of maintaining business courtesy and relationships, which should preferably be in the form of Company's branded merchandise.
- You can accept edibles and books up to a reasonable limit, and promotional merchandise up to a perceived value of INR 2000.
- You can accept passes or invites to events/shows etc., as long as it is in the ordinary course of business for the employee to receive such invitations. Any travel/lodging expenses incurred by the employee to attend trade event/seminar/conference etc., must be paid for by either the employee or the Company (out of the team's budgets)., However, if such expenses are proposed to be incurred by the host/ sponsor/ producer/ event organizer (as the case maybe), then the same have to be approved in advance, by the Compliance Team.
- If you cannot decline a gift, surrender it to the central pool maintained by the Compliance Team. Please email the Compliance Team on the designated email address, & seek an acknowledgement of the same.
- If any high value item like wines, alcohol, gold, crystal etc., cannot be declined, surrender the same to the Central Pool. Avoid giving or accepting alcohol in the form of a gift.

It is unacceptable to:

To give or receive gifts when a real or perceived attempt is being made to:

- Influence an action in favour of the Company or to gain an unfair competitive advantage by influencing the employee's discretionary powers.
- Encourage an employee to do anything that is prohibited by the law, regulation or the policies of the Company.

- Accepting any kind of gifts in the course of negotiations or tender (including contract amendments and dilution/waiver of the rights of the Company).

BUSINESS ENTERTAINMENT

'Business Entertainment' includes but is not limited to meals, entertainment, alcohol, invitations to recreational events, hospitality, etc. provided the same is reasonable, and is for the purpose of attaining business objectives.

Business Entertainment should not exceed the per person monetary limit as specified in the Gifts & Business Entertainment Policy. The burden of proof to explain the reasonableness and attainment of business objectives lies on the employee incurring or receiving Business Entertainment.

Few key pointers are as follows:

- Business Entertainment should not exceed the per person monetary limit defined in the Gifts & Business Entertainment Policy. *To give an example, the current limit per person is Rs.1000 if the expense is incurred by an employee who is at or below the level of an Assistant Manager. Accordingly, the upper cap for Business Entertainment expense is 4* Rs.1000 if there are 4 persons (including himself) who are being entertained. All payments & claims shall be made by the senior-most employee in attendance.* If business entertainment is over the specified limits, approval must first be obtained from the Chief Executive Officer, and a copy of the approval has to be sent to the appropriate Business/Function head, and the Compliance Team.
- You can accept business related meals & refreshments such as during business meetings, immediately after or prior to the business.
- You can attend events/shows in relation to business, as long as travel or lodging expenses are not included. These expenses will be borne by either the employee, or by Company (in which case, the same will be incurred from such team's budgets). However, if such expenses are proposed to be incurred by the host/ sponsor/ event organizer (as the case maybe), then the same have to be approved in advance by the Compliance Team.
- Do not accept Business Entertainment which is lavish or unreasonable. You cannot accept Business Entertainment that is in the nature of travel or lodging.
- Any exceptions or deviations to the above process regarding accepting/ receiving Business Entertainment will require the approval of the Chief Executive Officer , and a copy of such approval has to be sent to the appropriate Business/Function head, and the Compliance Team.

It is expected of us to follow the guidelines defined in the Gift & Business Entertainment Policy and

understand what are permissible Business Entertainments, exclusions and exceptions, and the process to be followed.

It is unacceptable to give or receive Business Entertainment, when a real or perceived attempt is being made to encourage an employee to do anything that is prohibited by the law, regulation or the policies of the Company.

Please refer to the detailed Gifts & Business Entertainment Policy, & follow the process as mandated in the said policy with regard to giving/ incurring and receiving Gifts and Business Entertainment, as the case maybe.

XVI. BUSINESS CONDUCT AND ETHICS

PROHIBITED CONDUCT

The following conduct is prohibited and will not be tolerated by the Company. This list of prohibited conduct is illustrative only; other types of conduct that threaten security, personal safety, employee welfare and the Company's operations also may be prohibited.

- Soliciting or accepting money, gifts, or anything of value for your personal benefit (i.e., kickbacks) from a customer, supplier or other third party in connection with the Company's business.
- Offering, giving, requesting, receiving, or authorizing bribes in connection with the Company
- Recording the work time of another employee or allowing any other employee to record your work time, or falsifying information, either your own or another employee's;
- Theft and deliberate or careless damage or destruction of any Company property, or the property of any employee or customer or vendor;
- Removing or borrowing Company property without prior authorization;
- Failing to notify a supervisor when unable to report to work;
- Unreported absence of 5 (five) consecutive scheduled workdays;
- Failing to provide a doctor/ physician's certificate or other supporting documents/ information when requested or required to do so;
- Unauthorized use of Company's equipment, time, materials, or facilities;
- Falsifying employment records, employment information, or other Company records;
- Committing a fraudulent act or a breach of trust under any circumstances;
- Committing of or involvement in any act of unlawful harassment of another individual.
- Provoking a fight or fighting during working hours or on Company property;
- Carrying firearms or any other dangerous weapons on Company premises at any time;
- Engaging in criminal conduct whether or not related to job performance;
- Causing, creating, or participating in a disruption of any kind during working hours on Company property;
- Insubordination, including but not limited to failure or refusal to obey the orders or instructions of a supervisor or member of management, or the use of abusive or threatening language toward a supervisor or employee, or member of management;
- Using abusive language at any time on Company premises; and
- Violating any safety, health, security or any Company policy, rule, process or procedure.

OFF-DUTY CONDUCT & OUTSIDE EMPLOYMENT/FREELANCING

While the Company does not seek to interfere with the off-duty and personal conduct of its employees, certain types of off-duty conduct may interfere with the Company's legitimate business interests. For this reason, employees are expected to conduct their personal affairs in a manner that does not adversely affect the Company's or their own integrity, reputation or

credibility. Illegal or immoral off-duty conduct by an employee that adversely affects the Company's legitimate business interests or the employee's ability to perform his or her job will not be tolerated.

In consideration of your employment with the Company, you are expected to devote your full attention to the business interests of the Company. For this reason, second jobs are strongly discouraged. You are prohibited from engaging in any activity that interferes with your performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit any employee from accepting simultaneous employment with a Company supplier, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, you must disclose to the Company, any interest that you have that may conflict with the business of the Company. If you have any questions on this requirement, you should contact your supervisor or the Human Resources Representative or the Compliance Team.

The following types of 'additional employment' elsewhere, are all strictly prohibited:

- Additional employment that conflicts with an employee's work schedule, duties, and responsibilities at our Company;
- Additional employment that creates a conflict of interest or is incompatible with the employee's position with our Company;
- Additional employment that impairs or has a detrimental effect on the employee's work performance with our Company;
- Additional employment that requires the employee to conduct work or related activities on the Company's property during the employer's working hours or using our Company's facilities and/or equipment; and
- Additional employment that directly or indirectly competes with the business or the interests of our Company.

Employees who wish to engage in additional employment that may create a real or apparent conflict of interest must submit a written request to the Compliance Team explaining the details of the additional employment. If the additional employment is authorized, the Company assumes no responsibility for it. The Company shall not provide any compensation coverage or any other benefit for injuries occurring from or arising out of additional employment. Authorization to engage in additional employment can be revoked at any time.

It is expressly clarified that, for the purposes of this policy, the term, "additional employment" shall mean and include all forms of direct and indirect arrangements/ agreements with third parties, including secondary jobs, full-time or part-time employment on payroll, freelancing, consultancy, retainership, contract or project based work, temporary engagements, shift-based work, sub-contracting, howsoever referred etc.

DRUG AND ALCOHOL ABUSE

We are concerned about the use of alcohol, illegal drugs, and controlled substances as it affects the workplace. Use of these substances, whether on or off the job can detract from work performance, efficiency, safety, and health, and therefore seriously impair the employee's value to the Company. In addition, the use or possession of these substances on the job constitutes a potential danger to the welfare and safety of other employees and exposes the Company to the risks of property loss or damage, or injury to other persons. The following rules and standards of conduct apply to all employees either on Company property, or during the workday. Behaviour that violates company policy includes:

- Possession or use of an illegal or controlled substance, or being under the influence of an illegal or controlled substance while on the job;
- Distribution of such substances to other employees, vendors or customers of the Company
- Driving a Company vehicle while under the influence of alcohol, and
- Distribution, sale, or purchase of an illegal or controlled substance while on the job.

Violation of these rules and standards of conduct will not be tolerated. The Company also may bring the matter to the attention of appropriate law enforcement authorities.

In order to enforce this policy, the Company reserves the right to conduct searches of the Company property and/ or the employees and/or their personal property(ies), and to implement other measures necessary to deter and detect abuse of this policy.

An employee's conviction on a charge of illegal sale or possession of any controlled substance while off Company property/ duty will not be tolerated because such conduct, even though off property/ duty, reflects adversely on the Company. In addition, the Company must keep people who sell or possess controlled substances off the Company's premises in order to keep the controlled substances themselves off the premises. Any employee who is using prescription or over-the-counter drugs that may impair the employee's ability to safely perform the job, or affect the safety or well-being of others, must notify a supervisor of such use immediately before starting or resuming work.

We will encourage and reasonably accommodate employees with alcohol or drug dependencies to seek treatment and/or rehabilitation.

XVII. COMPLAINT REDRESSAL MECHANISM

COMPLIANCE TEAM

The Compliance Team comprises senior management personnel of the Company. Currently, the Compliance Team consists of the Chief Financial Officer, a senior member of the Legal Department, a senior member of the Human Resources department and the Compliance Officer. They would be jointly and severally responsible for the adherence of this Code.

The Compliance Officer who reports to the Compliance Team will be responsible to maintain a comprehensive list & detail of all complaints received and the manner in which each one of them was dealt with. The Compliance Officer will support the Compliance Team in the management and administration of this Code.

You can reach out to the Compliance Team at orgcompliance@jiostar.com.

WHISTLE BLOWING

The Company believes in the conduct of the affairs of its employees / associates and business partners, in a fair and transparent manner, by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted a separate “**Whistle Blower Policy**”. The policy lays down the mechanism and process that should govern the actions of the Company and its employee / associates, business associates, clients, vendors, ex-employees and third parties engaged by/with the Company.

As soon as you become aware that a contravention as per this Code has occurred, you need to report it immediately through the whistleblowing mechanism as outlined below.

Please be careful while making an allegation. In case it turns out to be frivolous, appropriate action would be taken against you, if it is found that you had mala fide intentions.

The policy is intended to cover serious concerns (actual or suspected), that may have an impact on Company. Concerns/complaints include, but are not limited to, actions that:

- Are not in line with Company policies contained in the Code of Business Conduct or elsewhere as intimated.
- Are unlawful / unethical
- Amount to improper conduct
- Affect the Company's image in any adverse manner

Key points to note under the Whistleblower Policy are:

- In order to maintain highest level of confidentiality, the Company has appointed an independent, 3rd party outsourced agency, Ethics Point Inc. (also called 'Navex') to operate the whistle blowing mechanism.

- The Compliance Team will be the overarching decision-making body to administer, manage, investigate & conclude complaints filed through this mechanism.
- The whistleblower has the option & benefit of remaining anonymous while filing the complaint. Complete confidentiality is assured to the whistleblower. The whistleblowing mechanism is available to all stakeholders who have a business relationship with the Company & its subsidiaries, including its/ their employees, business partners, directors, advisors, vendors and customers.

Applicability

The policy applies to all employees, the board of directors and associates of the Company & its subsidiaries. Any actual or potential misconduct by any of the employees/ associates/ directors of the Company, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company and will be dealt with, under this Policy.

Out of Scope

The whistleblower mechanism should not be used for routine or operational matters like:

- Improper / inappropriate administration facilities
- Malfunctioning of IT assets (laptops, printers, etc.)
- Compensation related issues
- Payment and taxation related queries
- Recruitment / job openings
- Questioning the financial or other business decisions taken by the management
- Sexual harassment complaints (For these you must write to ic@jiostar.com and refer to the Prevention of Sexual Harassment (POSH) at Workplace Policy for further details regarding such matters)

Reporting channels

Any person, who wishes to report a concern, may use any one of the following channels:

- **Ethics Hotline (Toll free number)**
 - Dial 000-117. At the prompt dial 855-234-8393
 - This is 24/7/365 toll free number on which the person may call and report his concerns.
 - The language options for reporting are English, Hindi, Marathi, Tamil, Telugu, Kannada, Malayalam and Bengali.
 - This hotline number is accessible to employees and all other third parties
- **Dedicated Whistleblower Portal/ Website:**

The agency appointed by the Company, i.e. Navex, has a dedicated portal/ website called 'Ethics Point', that is accessible 24/7/365, for submitting complaints or reporting COBC or

any other ethical violations. This portal/ website has the option to report complaints/ file reports anonymously. The portal/ website also contains the option to submit complaints/ reports in English, Hindi, Marathi, Tamil, Telugu, Kannada, Malayalam and Bengali languages. Any person who intends to report a concern or file a complaint may visit the portal/ website on the relevant hyperlinks described below:

- **For Employees:** <https://secure.ethicspoint.com/domain/media/en/gui/38773/index.html>
- **For all other third parties (including vendors, customers, business partners, etc):** <https://jiostar-businesspartnersandothers.ethicspoint.com>
- **Email:** Any person, who wants to report a concern in writing, may also send an email to the Compliance Team at orgcompliance@jiostar.com.

Guidance to reporting:

Few points which should be kept in mind before or while reporting a concern:

- Concerns should contain as much specific information as possible to allow for proper assessment of the nature and extent
- The person reporting should not investigate or attempt to investigate the matter on his/her own. The Company has formed the Compliance Team (and officers/ committees appointed by them) to take appropriate action against the complaints received
- The person reporting does not have the right to participate in any investigative activities unless requested by the Compliance Team and subject to disclosure of his / her identity.

Responsibility of employee / associate being investigated:

The employee / associate under investigation:

- May or may not be informed of the allegations or investigation being carried out, depending on the sensitivity and seriousness of the issue
- Has duty to co-operate with Compliance Team / nominated sub-committee members during the course of investigation
- Will not withhold, destroy, delete or tamper evidence, in any form
- Will not threaten or intimidate the reporter or witnesses or interfere in the investigation
- Will be given an opportunity to respond to material findings contained in the investigation report unless there are compelling reasons not to do so

Confidentiality:

- All complaints received will be kept confidential and will be shared strictly on a 'need to know' basis.

- The whistle blower, the defendant (employee/associate), the Compliance Team members/ any nominated sub-committee/ officials, the investigation team(s) and everyone involved in the process shall:
 - Maintain complete confidentiality of the matter
 - Discuss only to the extent or with the persons required for the purpose of completing the process and investigations
 - Not keep the documents/evidences pertaining to the investigation unattended anywhere at any time
 - Keep electronic mails/files under password
- The Whistle blower's identity will be disclosed only in the following circumstances:
 - The person agrees to be identified
 - Identification is necessary to allow the Company or law enforcement officials to investigate or respond effectively
 - Identification is required by law

Protection of whistle blowers:

If a person raises a concern under this policy, he or she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance. He/she will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the whistle blower's right to continue to perform his/her duties/functions including making further protected disclosure, as a result of reporting under this policy.

The protection is available provided that:

- The communication/ disclosure is made in good faith, without any mala-fide intentions;
- He/she reasonably believes that information, and any allegations contained in it, are substantially true; and
- He/she is not acting for personal gain

False complaints:

Persons making allegations or providing information they know to be false may, will be subject to strict disciplinary actions, including suspension or termination of services or employment contract

Redressal mechanism – for Whistleblowing complaints

- Once a complaint is made by any individual through the aforesaid Whistleblowing mechanism, it would be evaluated by the Compliance Team members.
- The affected employee/s would be given a fair chance to put forth their point of view and prove innocence.
- If required, the Compliance Team can seek legal and outside counsel/ expert assistance/ engage consultants, etc in gathering necessary information and evidence. The affected employees are required to fully co-operate and support all such external agencies/ officials involved in any such complaint investigation processes.

Please refer to the Whistleblower Policy & the FAQs thereunder, for further details about the whistleblowing mechanism.

SEXUAL HARASSMENT

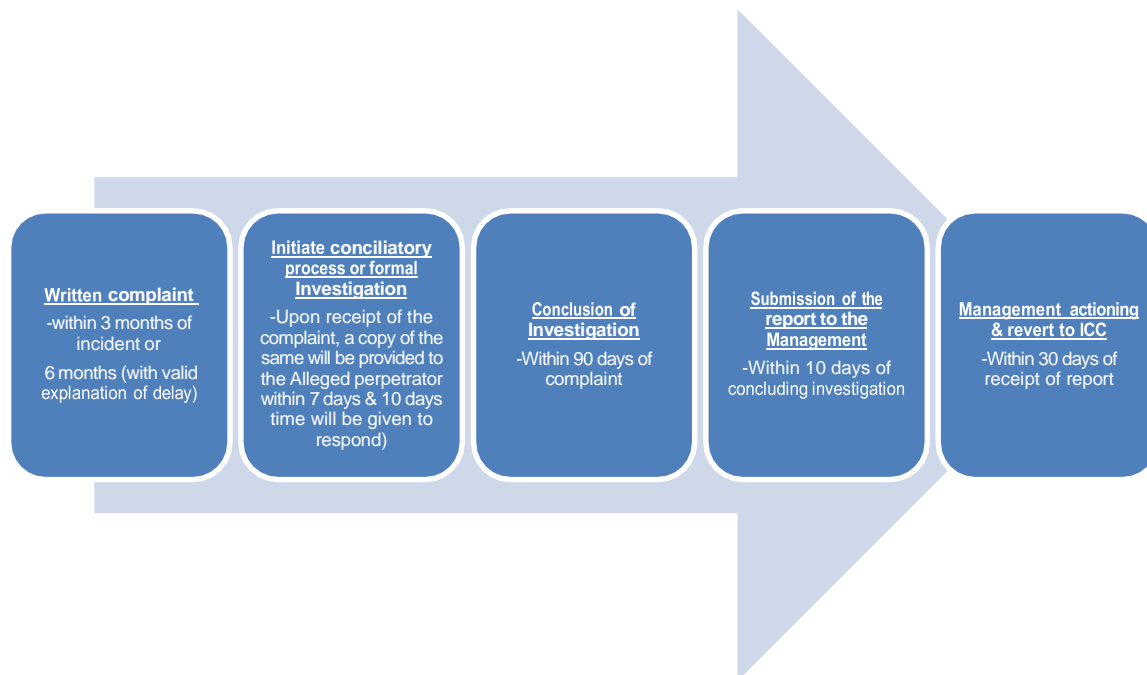
Sexual harassment cases will be dealt with in the manner prescribed under the provisions of the Sexual Harassment Act (as defined earlier). Any aggrieved employee can make a complaint of sexual harassment at the workplace, in writing, to the Internal Complaints Committee (ic@jiostar.com) or by contacting any of the members of the ICC, within a period of 3 (Three) months from the date of the alleged incident of sexual harassment, and in case of a series of incidents, within a period of 3 months from the last alleged incident of sexual harassment. The members of the ICC & their contact details are described under the Prevention of Sexual Harassment (POSH) at Workplace Policy.

Where the aggrieved employee is not comfortable with making a complaint in writing, he/she may approach any member of the ICC, who will render all reasonable assistance to the aggrieved employee for making the complaint. The complaint should include details of the incident or incidents, names of the individuals involved and names of any witnesses.

Complaint Redressal mechanism in case of Sexual Harassment:

All such complaints will be investigated thoroughly by the ICC in the manner prescribed under the provisions of the Sexual Harassment Act. Upon receiving a complaint, the ICC may take steps to settle the matter between the parties through conciliation, if requested by the complainant. In case conciliation is not possible or where it does not work out, the ICC will investigate the complaint in the manner prescribed under the Act, for which purpose it will meet as soon as is practicable, upon receiving the complaint. The ICC shall have the powers to call any person and record their statements and make such investigation as may be necessary to decide as to the truth or falsity of the complaint. In the event there is a prima-facie case against the complainant, the ICC may investigate the allegations and charges through the mechanism of a departmental enquiry, which shall be conducted in accordance with the principles of natural justice and in accordance with the provisions of the Sexual Harassment Act. In such a situation, the report of the ICC shall be deemed to be the enquiry report under the disciplinary rules applicable to the employees. In the event the ICC comes to a conclusion that the complaint is true, it shall advise the Chief Human Resources Officer in writing on initiating disciplinary action. Thereafter, it shall be for the Chief Human Resources Officer to initiate disciplinary action and impose necessary punishment that may include the termination of services, depending on the gravity of the misconduct. However, if the ICC receives a complaint which upon investigations is found to be false, appropriate disciplinary action and punishment may be imposed against the employee making the false complaint.

Process Milestones:



ACTION TO BE TAKEN FOR GENUINE AND/OR MALICIOUS COMPLAINTS

All proven misconducts would result in appropriate action against the errant which may include termination from the services of the Company.

Knowingly making false complaints is strictly prohibited and not acceptable by the Company. A person making complaints in bad faith and sharing information or making allegations he/she knows to be false, may be subject to strict disciplinary actions.

In the event complaints involve grave acts requiring criminal action, the Company, upon the advice of legal counsel, may pursue legal options including but not limited to the police and relevant court of law.

XVIII. ADHERENCE

Training

- The Compliance Team is responsible to ensure adequate training is imparted to all the employees at regular intervals. The Compliance Team can seek services of external experts wherever needed.
- Online Training Module & Self Certification
 - Every employee needs to go through an online self-learning module (or such other methods of training/ learning modules) to refresh their knowledge of this Code, all in the manner as communicated/ notified by the Company, from time to time.
 - Every employee needs to mandatorily get the aforesaid certification/ undergo training, annually by the 30th of April of each year, and/ or at such other intervals as required by the Company, to ensure compliance with this Code.

Dos and Don'ts

- Do report ALL contraventions of the Code to the appropriate authority.
- Do NOT make malicious allegations against a colleague to settle personal scores.
- Do report instances where you have specific information or concerns.
- When in doubt about any provision of this Code or any of the policies of the Company, check with either with the Compliance Team, or your supervisor, or the Human Resources Department, or the Legal Department before taking a step.

IN CLOSING

The Company expects you to observe not only the letter but also the spirit of all the policies. You may not try to accomplish indirectly what the policies specifically prohibit. *For example, you must not evade the policies by using personal funds or resources, rather than Company's assets, or by having family members or agents undertake matters on your behalf, if the policies prevent you from engaging in such conduct yourself. Similarly, you cannot encourage, participate or assist in conduct that breaches these policies.*

The Company appreciates your hard work and dedication. You play an essential role in keeping the Company a responsible member of the corporate community and an ethical and safe place to work.

The Company reserves its right to amend, modify and/ or supplement this Code and/ or any of the policies or contents forming part of, or that are referred hereunder, in whole or in part, at any time without assigning any reason whatsoever.
