



CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT OF BALAJI TELEFILMS LIMITED & ITS SUBSIDIARY COMPANIES

Preamble:

All Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders / stakeholders.

With a view to maintain the high standards that the Company requires, the following rules / code of conduct should be observed in all activities of the board.

1. All Directors and Senior Management shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity, fairness, in the best interests of the Company and fulfill the fiduciary obligations.
2. All Directors and Senior Management shall act in accordance with the Articles of Association (AOA) of the Company.
3. All Directors and Senior Management shall act in good faith, in order to promote the objects of the Company, for the benefits of the Company as a whole, and in the best interests of the stakeholders of the Company.
4. All Directors and Senior Management shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
5. All Directors and Senior Management shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
6. All Directors and Senior Management shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates

and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.

7. All Directors and Senior Management shall not assign his office and any assignment so made shall be void.

8. All Directors and Senior Management are required to comply with all applicable laws, rules and regulations, both in letter and spirit. In order to assist the Company in promoting lawful and ethical behavior, Directors must report any possible violation of law, rules, regulation or the code of conduct to the Company.

9. The Company feels that serving on the Boards of Directors of other companies may raise substantial concerns about potential conflict of interest. And therefore, all Directors and Senior Management must report / disclose such relationships to the Board on an annual basis. It is felt that service on the board of a direct competitor is not in the interest of the Company.

10. Any information concerning the Company's business, its customers, suppliers etc., which is not in public domain and to which the director has access or possesses such information, must be considered confidential and held in confidence, unless authorised to do so and when disclosure is required as a matter of law. No director or Senior Management shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorised.

11. Any Director and Senior Management of the Company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitutes insider information. All Directors will comply with insider trading guidelines as issued by SEBI.

12. No director and Senior Management of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

13. Directors and Senior Management must protect the Company's assets, labour and information and may not use these for personal use, unless approved by the Board.

14. Once every year or upon revision of this code, every director and Senior Management must acknowledge and execute an understanding of the code and an agreement to comply. New Directors will sign such a deed at the time when their Directorship begins.

ACKNOWLEDGMENT OF RECEIPT OF CODE OF CONDUCT:

I have received and read the Company's Code of Conduct. I understand the standards and policies contained in the Company Code of Conduct and understand that there may be additional policies or regulations specific to my job. I further agree to comply with the Company Code of Conduct.

I also agree that I shall give an annual compliance report acknowledging my adherence to the given Code of Conduct.

Name:

Signature:

Date: