

NDL Ventures Limited* **(Formerly known as NXTDIGITAL Limited)**

BUSINESS RESPONSIBILITY POLICY

CONTENT

Sr. No.	Particulars	Page Number
1.	Introduction	1
2.	Purpose	2
3.	Scope	2
4.	Approval	2
5.	Applicability	3
6.	Definitions	3
7.	Implementation of the Policy	3
8.	Fundamental Principles and its Policy	4 - 11
9.	Disclosures	11
10.	General	11

1. INTRODUCTION:

NDL Ventures Limited (formerly known as NXTDIGITAL Limited) (the “**Company**”) is a public limited Company incorporated on July 18, 1985, under the Companies Act, 1956 (CIN L51900MH1985PLC036896). The equity shares of the Company are listed on the BSE Limited and National Stock Exchange Limited.

NDL Ventures Limited, a part of Hinduja Group, is India's premier and only integrated digital television services provider, which is based on the revolutionary Headend-in-the- Sky or HITS platform.

National Company Law Tribunal vide its order dated August 21, 2020, approved the Scheme of arrangement between the Company and IndusInd Media & Communications Limited (IMCL) by which the Media and Communications undertaking has been demerged

into the Company. The Scheme became effective from August 21, 2020, and the appointed date of the Scheme was October 1, 2019.

Accordingly, the Company will now focus on the Media & Entertainment business and has repositioned itself as a pure Media & Entertainment Company by exiting its Treasury & Investment business.

2. PURPOSE

This Policy is intended to ensure that the Company serves as a flagship Company in the Media business of the Hinduja Group and works towards sustainable development, fulfilling its social, environmental and economic responsibilities.

This Policy endorses the Company's commitment to follow principles and core elements in conducting its Business, as laid down in the National Voluntary Guidelines on Social, Environmental and Economic responsibilities of Business issued by Ministry of Corporate Affairs in July 2011.

This Policy shall be in addition to and in furtherance of the existing Code of Conduct and Business Ethics ('the Code') of the Company.

3. SCOPE

This Policy is formulated in accordance with Regulation 34 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

On December 22, 2015, SEBI notified SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2015, to be effective from April 1, 2016. Vide this notification, SEBI amended Regulation 34 of the Listing Regulations, thereby requiring the top five hundred listed companies (based on the market capitalization of every financial year) to include a Business Responsibility Report as a part of its Annual Report.

Further on December 26, 2019, vide notification No. SEBI/LAD-NRO/GN/2019/45, SEBI extended the applicability of Business Responsibility reporting to the top thousand companies (based on the market capitalization of financial year March 31, 2020).

The Company appears in the top 1000 companies list based on the market capitalization of financial year March 31, 2020; hence it has provided its first Business Responsibility Report in the forthcoming AGM for 2019-2020.

4. APPROVAL

The Business Responsibility Policy is formulated by the Management of the Company in consultation with the relevant stakeholders and is approved by the Board of Directors of the

Company at its 224th Board Meeting held on November 11, 2020.

5. APPLICABILITY

The Policy applies to the Directors, Key Managerial Personnel, and employees of the Company across all its functions and branches. The Policy is effective from September 4, 2020 and shall also apply to all the material subsidiaries and associates and stakeholders of the Company.

6. DEFINITIONS

6.1. "Board" shall mean the Board of Directors of the Company.

6.2. "Companies Act" shall mean the Companies Act, 2013 and rules notified thereunder and as amended from time to time.

6.3. "The Company" shall mean NDL Ventures Limited.

6.4. "Policy" shall mean the Business Responsibility Policy.

6.5. "Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified by the SEBI, as amended, from time to time.

6.6. "Stock Exchange" shall mean BSE Limited and National Stock Exchanges Limited, a recognized stock exchange as defined under clause (f) of Section 2 of the Securities Contracts (Regulation) Act, 1956.

6.7. "BRRC" shall mean the Business Responsibility Report Committee

7. IMPLEMENTATION OF THE POLICY

The Board of Directors of the Company in its meeting held on November 11, 2020 has constituted a Business Responsibility Reporting Committee ("BRRC") to be responsible for the implementation of Business Responsibility Policy. The Board appointed Mr. Vynsley Fernandes Chief Executive Officer as Chairman of the Committee. The names of the members of the BRR Committee are:

1. Chief executive Officer
2. Whole Time Director & CFO
3. Chief Operating Officer
4. Chief Technical Officer
5. General Counsel

Company Secretary will act as secretary to the Committee.

The Board at its meeting held on September 4, 2020, appointed Mr. Amar Chintopanth Whole Time Director of the Company as the Business Responsibility Head for the purpose of this Policy. The Company Secretary shall be the Secretary of the Committee.

The Business Responsibility Head may take the support of such functional heads and internal and external experts as he deems fit, for the effective implementation of the Policy.

The Business Responsibility Policy shall be appropriately communicated within the Company across all levels and shall be displayed on the Company's website, www.ndlventures.in.

Compliance with the Policy shall be monitored and evaluated regularly. Respective Functional Heads will formulate an action plan/checklist to ensure compliances of the various principles enunciated in the Business Responsibility Policy.

Any grievances/complaints with respect to non-compliance with the Policy shall be reported to BRRC.

8. KEY PRINCIPLES OF THE POLICY

PRINCIPLE - 1

Businesses should conduct and govern themselves with Ethics, Transparency, and Accountability:

The Company is committed to adhering to the highest standards of ethics and moral and legal conduct of its business operations. The Company has already in place the Code of Conduct ("Code") for its Directors and employees applicable across the Company.

This Policy is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability.

The objective is to ensure the highest standards of ethical conduct, transparency, and accountability while dealing with the stakeholders.

Principles of the Policy:

- a. The Company shall develop governance structures, procedures, and practices that ensure ethical conduct at all levels; and promote the adoption of its principles across its value chain.
- b. The Company shall endeavor at all times to achieve transparent communication and assure access to all relevant information about its decisions that impact relevant stakeholders.

- c. The Company shall not engage in practices that are unfair, abusive, corrupt, or anti-competition.
- d. The Company shall truthfully discharge its responsibility on making all financial and other mandatory regulatory disclosures timely.
- e. The Company shall avoid any complicity with any action of any third party that violates any of the essences of principles contained in this Policy.
- f. The Company shall commit to uphold and enhance personal and professional honor, integrity, and the dignity of each stakeholder during business dealings.
- g. The Company shall ensure that genuine concerns of misconduct/ unlawful conduct can be reported in a responsible and confidential manner through its Vigil Mechanism.

PRINCIPLE – 2

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle:

The Company aims to promote a culture where all efforts are directed towards providing good quality and safe products to all our customers. The Company also endeavors to provide a safe environment for all stakeholders at our premises. Sustainable development integrates economic progress, social responsibility, and environmental concerns with the purpose of improving quality of life—the Company endeavors to embed the principle of sustainability, as far as feasible in all its services.

Principles of the Policy:

- a. The Company shall ensure that its products and services comply with all applicable statutes and regulations.
- b. The Company shall effectively raise the customers awareness of their rights through education, appropriate and helpful marketing communication giving full details of contents and composition, and promotion of safe usage.
- c. In designing any product/service for commercial use, the Company shall ensure that the manufactured items purchased from vendors and technologies required to provide service are resource-efficient and sustainable and continuously improve the balance between social, economic, and environmental impacts and works.
- d. The Company shall regularly review and improve upon the processes of new technology development, deployment, and commercialization, incorporating social, ethical, and environmental considerations.

- e. The Company shall recognize and respect the rights of people who may be owners of traditional knowledge and other forms of intellectual property.
- f. The Company shall always strive to treat all its stakeholders and customers with dignity, respect, and due understanding.

PRINCIPLE – 3

Businesses should promote the wellbeing of all employees:

The Company is committed to professional development and growth of employees through selecting the right candidate for the right job, monitoring performance for optimum utilization of their potential, providing growth opportunities growth, and inculcating the culture of mutual faith and accountability. The Company has framed this Policy to respect the dignity and freedom of its employees without any discrimination.

Principles of the Policy:

- a. The Company understands the worth of healthy and sound human resources. The Company shall ensure an environment that generates a sense of belongingness, loyalty, and commitment amongst the employees.
- b. The Company shall ensure that there is a systematic chain or hierarchy which allows a better flow of information, ideas, suggestions, and understanding amongst the employees and the senior management.
- c. A shall ensure that there is in place a proper channel through which the grievances and suggestions of the employees are taken up and promptly addressed by the senior management.
- d. The Company shall promote work-life balance among all its employees, especially its women employees. The Company has already got a Policy on Prevention of Sexual Harassment, as per Supreme Court guidelines, which deals extensively on providing a safe working environment and protection from sexual harassment and effective redressal in case of any complaint.
- e. The Company shall never employ child labour, adolescent labour, forced labour or any form of involuntary labour, paid or unpaid in any of its offices and units.
- f. The Company shall provide a workplace environment that is safe, hygienic, and which upholds the dignity of the employees. It shall provide facilities for the wellbeing of its employees, including those with special needs, clean toilets, prospering lighting, etc. The Company shall comply with the statutory provisions regarding the health, safety, and wellbeing of its employees.

- g. The Company shall provide and maintain equal opportunities at the time of recruitment as well as during employment irrespective of caste, creed, gender, race, religion, disability, or sexual orientation.
- h. The Company has a well-designed Policy on Selection/Evaluation & Fair Remuneration of Directors, KMP, and other Senior Managerial Personnel, which deals extensively with the employment and remuneration practices to be followed by the Company.
- i. The Company shall ensure the timely payment of fair living wages to meet basic needs and economic security of the employees.

PRINCIPLE - 4

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable, and marginalized:

The Company values all its stakeholders and will continue its engagement with them through various mechanisms to identify their concerns and build effective communication.

Principles of the Policy:

- a. The Company shall regularly and systematically identify its internal stakeholders like employees and workers and external stakeholders like shareholders, suppliers, customers, government bodies including regulators, banks, and financial institutions, understands their concerns, define the purpose, and scope of the engagement, and commit to engaging fairly and ethically with them.
- b. The Company should acknowledge and assume responsibility and shall always be transparent about the impact of its policies, decisions, products & services, and associated operations on the stakeholders.
- c. The Company shall value the support of its stakeholders and endeavors to maintain a cordial relationship and safeguard the interests of all the stakeholders.
- d. The management of the Company shall remain accessible to all stakeholders to understand their concerns and respond accordingly. The Company shall endeavor to maintain healthy stakeholder engagement, allow stakeholders participation, and shall promote the collective decision-making process as far as practically possible.
- e. The Company's CSR Policy drives initiatives towards the benefit of the disadvantaged, vulnerable, and marginalized stakeholders. The website of the Company displays all such policies and other relevant information from time to time to keep the stakeholders fully aware about the position of the Company and steps taken to achieve these objectives.

- f. The Company shall resolve any differences with stakeholders in a just, fair, and equitable manner adopting the dispute resolution procedure.

PRINCIPLE – 5

Businesses should respect and promote human rights:

The Company seeks to conduct business in a manner that respects every individual associated with the Company. In this regard, the Company encourages a workplace environment that is free from any human rights violation.

Principles of the Policy:

- a. The Company shall integrate respect for human rights in management systems, through assessing and managing human rights impacts of operations, and ensuring all that individuals impacted by the Business have access to transparent grievance mechanisms.
- b. The Company shall recognize and respect the human rights of all relevant stakeholders and groups within and beyond the workplace, including that of communities, customers, and vulnerable and marginalized groups.
- c. The Company shall promote the awareness and realization of human rights across the entire value chain.
- d. The Company shall abide by all applicable labor laws and regulations in its business operations
- e. The Company shall offer equal opportunities to all employees irrespective of caste, creed, gender, race, or religion.
- f. The Company shall offer all the executive directors and employees the retirement benefits such as provident fund, superannuation fund, and gratuity.

PRINCIPLE – 6

The business should respect, protect, and make efforts to restore the environment:

The Company values its natural surroundings and is committed to the protection and preservation of the environment and natural resources. The Company shall make concerted efforts towards exploring recycling options, energy efficiency, and conservation to minimize the overall environmental impact.

Principles of the Policy:

- a. The Company shall constantly take pro-active steps to limit the impact of Company operations on the environment and use natural resources judiciously.
- b. The Company shall wherever feasible, continue to adopt best practices in its business operations for a better and greener environment.
- c. The Company shall periodically review the environmental risks associated with its operations.
- d. The Company shall always encourage its value chain partners to work towards a clean and green environment.
- e. The Company shall abide by and respect all laws, rules, and regulations related to Environmental Protection and Safety in letter and spirit.

PRINCIPLE – 7

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner:

The Company endeavors to work with Government bodies for the betterment of public policies and support issues such as fair and transparent business practices, inclusive growth, and social responsibility.

Principles of the Policy:

- a. The Company shall ensure that it operates within the specified legislative and policy frameworks prescribed by the Government and the Regulators, which guides its growth and provide for certain desirable restrictions and boundaries.
- b. The Company shall, in the best interest of all stakeholders, provide inputs in policy-making decisions to various governmental authorities and agencies which concern the Business and as well as society in general, either directly or through the trade and industry chambers and such other collective platforms.
- c. The Company shall co-operate with trade associations in support of legitimate trade practices

PRINCIPLE – 8

All Businesses should support inclusive growth and equitable development:

The Company has in place a Corporate Social Responsibility Policy framed as per the provisions of Section 135 of the Companies Act, 2013, and the Companies (Corporate Social Responsibility) Rules, 2014 and is carrying out various CSR Activities in accordance with Schedule VII to the Companies Act, 2013.

Principles of the Policy:

- a. The Company shall make efforts to innovate and invest in the processes and technologies to promote the wellbeing of society, giving priority to locals and the underdeveloped regions.
- b. The Company shall understand the impact on social and economic development and respond through appropriate action to minimize the negative impacts.
- c. Its Corporate Social Responsibility Policy shall guide the Company for inclusive growth and equitable development.

PRINCIPLE – 9

Businesses should engage with and provide value to their customers and consumers in a responsible manner:

Customers are one of the most important stakeholders. The foundation of the Company is based on the trust, satisfaction, and loyalty of our consumers. The Company seeks to provide quality services to all its customers. The Company's core objective is to continuously research, identify and make available new services and categories to fulfill its customers needs at the best value.

Principles of the Policy:

- a. The Company shall consider the overall wellbeing of the customers and that of society.
- b. The Company shall ensure that it shall not restrict the freedom of choice and free competition in any manner while designing, promoting, and selling its products.
- c. The Company shall disclose all information truthfully and factually as per applicable laws.
- d. The Company shall promote service in ways that do not mislead or confuse the customers.

- e. The Company shall carry customer satisfaction surveys regularly through an independent external agency to address their concern and obtain feedback about the Company for further improvement.
- f. The Company should provide adequate grievance handling mechanisms to address customer concerns and feedback

9. DISCLOSURES

The Business Responsibility Policy shall be disclosed on the website of the Company i.e. www.ndlventures.in

10. GENERAL

- a. Any or all provisions of this BR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued by the Government, from time to time.
- b. The Company reserves the right to modify, add, delete, or amend any of the provisions of this Policy.
- c. In case of any doubt about any provision of the policies and respect of matters not covered herein, a reference shall be made to the BRR Committee. In all such matters, the interpretation and decision of the BRR Committee shall be final.

**The name of the Company was changed from NXTDIGITAL Limited to NDL Ventures Limited on April 20, 2023, and the Board, at its meeting held on April 28, 2023, approved to effect the name change of the Company in the policies*
