

**CODE OF PRACTICES AND  
PROCEDURES FOR FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION**

**OF**

**NEW DELHI TELEVISION LIMITED**

**Adopted by the Board on March 27, 2019**

**New Delhi Television Limited**

## Introduction

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and Securities Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2019 (“**Regulations**”), New Delhi Television Limited is required to formulate Code of practices and procedures for fair disclosures (“**Code**”).

## Objective of the Code of Fair Disclosures

The Code is required for the Company to ensure fair disclosure of Unpublished Price Sensitive Information which could impact the price of the Company’s securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information.

## Effective Date

This Code has been approved by the Board of Directors of the Company and shall be effective from April 01, 2019.

## Definitions:

‘**Company**’ means New Delhi Television Limited.

‘**Compliance Officer**’ for the purpose of these regulations means the company secretary of the Company. In absence of the company secretary, chief financial officer of the Company authorized by the board of directors of the Company to discharge the duties of Compliance Officer under the Regulations.

‘**Chief Investors Relations Officer/CIO**’ means Company Secretary of the Company or such other person as may be nominated by the Chairperson(s) of the Board of Directors of the Company to act as Chief Investors Relations Officer.

“**Legitimate Purpose**” shall mean and include sharing of Unpublished Price Sensitive Information in ordinary course of business by an insider with partners, collaborators/ lenders, customers, suppliers, merchant banker, legal advisors, auditors, insolvency professionals or other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

“**Unpublished Price Sensitive Information**” means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily including but not restricted to, information relating to the following:

New Delhi Television Limited

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions;
- (v) any changes in promoters, board of directors and key managerial personnel and
- (vi) any such other information which may affect the price of Securities.

The Company shall adhere to the following in order to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

## **1. Norms for disclosure of Unpublished Price sensitive information**

### **a) prompt public disclosure of Unpublished Price Sensitive Information**

Unpublished Price Sensitive Information shall be given by the Company to the stock exchanges where the shares of the Company are listed, promptly and also the said information shall be uploaded on the Company's official website [www.ndtv.com](http://www.ndtv.com) in order to be accessed by the investors and members of the Company i.e. to make the information generally available.

### **b) uniform and universal dissemination of Unpublished Price Sensitive Information**

The disclosure of Unpublished Price Sensitive Information shall be on a continuous, immediate, uniform basis and universally disseminated. The Company may consider other ways of supplementing information released to stock exchanges by improving investor access to their public announcements.

### **c) Overseeing and coordinating disclosure**

The CIO shall oversee corporate disclosures and deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.

The CIO shall be responsible for ensuring that the Company complies with continuous disclosure requirements and overseeing and coordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, on the website of the Company and media.

If any information is accidentally disclosed without prior approval of Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered Unpublished Price Sensitive. In such event of inadvertent, selective disclosure of Unpublished Price Sensitive Information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

**New Delhi Television Limited**

In addition to the CIO, the following persons are also authorized to communicate with the investors/ media in coordination with the CIO:

- Chairperson(s);
- Chief executive officer of the Company;
- Chief financial officer and authorised members of corporate communication division of the Company

**d) Responding to market rumours**

The CIO shall promptly respond to any queries or requests for verification of market rumours by the exchanges.

The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

CIO shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

**2. Process of disseminating information in order to make the Unpublished Price Sensitive Information generally available**

- Disclosure/dissemination of Unpublished Price Sensitive Information may be done through various media so as to achieve maximum reach and quick dissemination.
- The Company shall ensure that disclosure to stock exchanges is made promptly.
- The website of the Company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

**3. Manner of dealing with analyst and research personnel**

- (i) Only public information to be provided – The Company shall provide only public information to the analyst/research persons/large investors like institutions and shall ensure that none of the information provided to such analysts is Unpublished Price Sensitive Information. Alternatively, the information given to the analysts should be simultaneously made public at the earliest. The Company shall also develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- (ii) Simultaneous release of information - When a company organizes meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet.

**4. General available information**

**New Delhi Television Limited**

The Company will promptly disclose the following information on the website of the Company and to the stock exchanges:

- a. Declaration of financial results (quarterly, half-yearly and annual);
- b. Declaration of dividends (interim and final);
- c. Issue of securities by way of public/ rights/bonus, etc.;
- d. Any major expansion plans or winning of bid or execution of new projects;
- e. Amalgamation, mergers, takeovers and buy-back;
- f. Disposal of whole or substantially whole of the undertaking;
- g. Any changes in policies, plans or operations of the Company;
- h. Disruption of operations due to natural calamities;
- i. Litigation/dispute with a material impact;
- j. Change in Key managerial personnel; and
- k. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affects the prices of the securities of the Company.

#### **5. Unpublished Price Sensitive Information on need-to-know basis**

Unpublished Price Sensitive Information shall be handled on a “need to know” basis i.e. should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or apprehension of misuse of Unpublished Price Sensitive Information except where it is for Legitimate Purposes, performance of duties or discharge of legal obligations

#### **6. Disclosure of Code on Public Domain**

This Code and any amendment thereof will be published on the Company’s website [www.ndtv.com](http://www.ndtv.com).

#### **7. Amendment of the Code**

This Code and any subsequent amendment(s) thereto, shall be by way of written approval of the board of directors of the Company and shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.

Details of amendment

<b>Particulars</b>	<b>Date of Approval</b>	<b>Effective Date</b>
Initial approval of Code by the Board of Directors	May 2, 2015	May 15, 2015
1 <sup>st</sup> amendment of the Code by the Board of Directors	April 27, 2019	April 01, 2019

**New Delhi Television Limited**