

March 28, 2019

BSE LIMITED Corporate Service Department Phiroze Jeejeebhoy Towers Dalal Street, Mumbai—400001 Scrip Code: 532529	The National Stock Exchange of India Limited Corporate Communications Department “Exchange Plaza” Bandra Kurla Complex, Bandra (East) Mumbai- 400051 Scrip Code: NDTV
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Sub: Amended Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, adopted by the Company vide the Board approval dated March 27, 2019

Ref: Regulation 8(2) of the SEBI Prevention of Insider Trading (PIT) Regulations, 2015

Dear Sir(s),

This is to inform you that the Board of Directors at its meeting held on March 27, 2019 approved the amendment in following Code(s):

1. Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive information ('UPSI') and
2. Code of conduct to regulate, monitor and report Trading by Insiders.

The said revised Code(s) will be applicable w.e.f. April 1, 2019.

Henceforth, the Company is submitting herewith the said revised Code(s) for records and disseminate to the stakeholders. The said revised code is being available on Company's website viz. www.ndtv.com

Thanking you,

Yours faithfully,

For New Delhi Television Limited

(Rajneesh Gupta)
 Chief Financial Officer, NDTV Group



Enclosed as above

new delhi television limited

**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UNPUBLISHED PRICE SENSITIVE INFORMATION**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The Code is required for the Company to ensure fair disclosure of Unpublished Price Sensitive Information which could impact the price of the Company’s securities and to maintain the uniformity, transparency and fairness in dealing with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 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.

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

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

New Delhi Television Limited

CODE OF CONDUCT TO REGULATE, MONITOR AND
REPORT TRADING BY INSIDERS IN SECURITIES OF
NEW DELHI TELEVISION LIMITED

(Effective from April 01, 2019)

New Delhi Television Limited

CIN: L92111DL1988PLC033099; Tel: (+91-11) 41577777, 2644 6666; Fax: (+91-11) 29231740; web:www.ndtv.com;
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**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING
BY INSIDERS**
**[under Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of
Insider Trading) Regulations, 2015]**

1. Introduction

Pursuant to Securities 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**”) the Company is required to formulate a code of conduct to regulate, monitor and report trading by Insiders (“**Code of Conduct**”) in compliance of the Regulations.

2. Objective of the Code of Conduct

The Code of Conduct aims to ensure monitoring and regulating preservation of confidentiality and disclosure of Unpublished Price Sensitive Information by the Insiders.

3. Definitions

“**Board of Directors**” shall mean the directors on the board of the Company.

“**Company**” means New Delhi Television Limited.

“**Compliance Officer**” means the company secretary of the Company. In absence of the company secretary, the 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.

“**Connected person**” means the person defined under regulation 2 (d) of the Regulations (as may be amended from time to time).

“**Designated Person**” means:

- (i) Promoters of the Company;
- (ii) Directors on the board of the Company and its material subsidiary;
- (iii) Key Managerial Personnel of the Company and its material subsidiary;
- (iv) Employees of the Company at position of vice president and above;
- (v) Such employees having ability to access Unpublished Price Sensitive Information, all Chief Officers and Head of Departments of material subsidiaries;
- (vi) All the employees in (a) the office of chairperson(s), chief executive officer /managing director and employees up-to two levels below chief executive officer or the managing director, as the case maybe of such Company, intermediary, fiduciary and material subsidiaries of the Company irrespective of their functional role in the company or ability to have access to unpublished price sensitive information; (b) finance department;(c) legal & secretarial department; taxation department and

- information technology department;
- (vii) Connected Persons and
- (viii) Immediate relatives of all the persons mentioned in (i) to (vii) above

“**Generally available information**” means information that is accessible to the public at large on a non-discriminatory basis.

“**Legitimate Purpose**” means and includes 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 these regulations.

“**Managing Director**” shall have the same meaning as ascribed to it under Section 2 (54) of the Companies Act, 2013.

“**Material Financial Relationship**” means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

“**Immediate relative**” means spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

“**Insider**” means any person who is: i) a Designated Person; or ii) in possession of or having access to Unpublished Price Sensitive Information.

“**Key Managerial Personnel**” means person as defined in Section 2(51) of the Companies Act, 2013.

“**Officer**” means and includes any Director, Key Managerial Personnel or any person (including an auditor of the Company wherever applicable) in accordance with whose directions or instructions the **Board** of Directors or any one or more of the directors is or are accustomed to act.

“**SEBI**” means the Securities and Exchange Board of India.

“**Securities**” shall have the meaning assigned to it under Section 2 (h) of Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

“**Threshold Limit**” shall have the meaning assigned to it in Clause 8 of this Code of Conduct.

“**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and the term "trade" shall be construed accordingly.

“**Trading day**” means a day on which the recognized stock exchanges are open for trading.

“**Trading Window**” means the period during which trading may be carried out in Company’s

Securities by a Connected Person.

“**Trading Plan**” shall have the meaning assigned to it in Clause 6 of this Code of Conduct.

“**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:

- (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.

4. Applicability and Effectiveness

This Code of Conduct shall be applicable to all the Designated Persons of the Company for trading in the Securities of the Company. This Code of Conduct shall be effective from April 01, 2019.

5. Preservation of Price Sensitive Information

5.1 No Insider shall trade in Securities of the Company either on their own behalf or on behalf of any other person when in possession of any Unpublished Price Sensitive Information or communicate, provide or allow access to any Unpublished Price Sensitive Information, relating to the Company or Securities listed or proposed to be listed, to any person including other Insiders unless such Unpublished Price Sensitive Information is shared for a Legitimate Purpose or in performance of its duties or discharge of a legal obligation.

5.2 Insider shall maintain the confidentiality of all Unpublished Price Sensitive Information and shall only share Unpublished Price Sensitive Information 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. All non-public information directly received by any employee should immediately be reported to the head of the department.

5.3 All the Insiders shall ensure not to:

- (i) pass on the Unpublished Price Sensitive Information to any person directly or indirectly, by way of making a recommendation for the purchase or sale of Securities of the Company;

- (ii) disclose Unpublished Price Sensitive Information to their family members, friends, business associates or any other individual;
- (iii) disclose Unpublished Price Sensitive Information in public places;
- (iv) disclose Unpublished Price Sensitive Information to any other employee who does not need to know the information for discharging his or her professional duties;
- (v) recommend to anyone that they may undertake trading in Securities of the Company while being in possession, control or knowledge of Unpublished Price Sensitive Information;
- (vi) be seen or perceived to be trading in Securities of the Company on the basis of Unpublished Price Sensitive Information.

Provided that nothing contained above shall be applicable to any communication of or access to Unpublished Price Sensitive Information required in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5.4 Limited access to confidential information

Files containing Unpublished Price Sensitive Information, or any such related confidential information shall be kept secure. Computer files must have adequate security of login and password and physical files shall be proper locks etc. Files containing confidential information, if not needed, should be deleted / destroyed after being used.

5.5 Chinese Wall

- (i) To prevent the misuse of confidential information, the Company shall adopt a "Chinese Wall" policy separating those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/operations or other departments providing support services, considered "public areas".
- (ii) The Company will also build appropriate safeguards to ensure that the Designated Persons dealing with Unpublished Price Sensitive Information do not inadvertently cause leakage of such information to other employees not otherwise privy to such information.
- (iii) Demarcation would also be made within the departments (as inside area) in order to ensure effective walling between members of the same department basis dealing with unpublished price sensitive information.
- (iv) The employees in inside area may be physically segregated from employees in public area.

- (v) The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- (vi) In exceptional circumstances, Designated Persons from the public areas may be given access to confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

6. Trading Plan

An Insider before possessing Unpublished Price Sensitive Information may formulate a trading plan (“**Trading Plan**”) and the same shall be approved by the Compliance Officer after evaluation with regard to the regulations and shall be notified to the stock exchange(s). By virtue of the pre-planned trading plan, an Insider can plan for trades to be executed by him/ her in future. By doing so, the possession of Unpublished Price Sensitive Information when a trade under a trading plan is actually executed would not prohibit the execution of such trades that such Insider had pre-decided even before the Unpublished Price Sensitive Information came into being. There are following stages for the implementation of the trading plan:

I. Requisites of Trading Plan

- a. Any trading (as per the Trading Plan) shall only be executed on expiry of six months from the date of public disclosure of the said Trading Plan.
- b. Trading, as per the Trading Plan, not to take place between 20th trading day prior to the last day of the financial period for which the results are required to be announced by the Company and second trading day after the disclosure of such financial results.
- c. Insider can give one Trading Plan at a time and the same should not be for less than 12 months, i.e. there cannot be any overlapping of trading plans.
- d. A Trading Plan should set out either the value of trades or the number of Securities to be traded, nature of trade along with specific dates and time intervals.
- e. Trading on the basis of such a Trading Plan should not lead to market abuse. If any manipulative activity is detected, such Trading Plan would be open to initiate proceedings for alleged breach of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003.

II. Approval of Trading Plan

- a. An Insider shall present the Trading Plan to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out on his behalf in accordance with such Trading Plan.
- b. The Compliance Officer shall review the Trading Plan and shall assess whether the trading plan made by the Insider would have any potential for violation of the said regulations.

- c. The Insider shall provide an undertaking that he is not in possession of Unpublished Price Sensitive Information or that he would ensure that any Unpublished Price Sensitive Information in his possession become generally available before he/she commences executing his trades.

III. Execution of Trading Plan

- a. The Trading Plan once approved cannot be modified and the Insider shall mandatorily have to implement the Trading Plan without any deviation. An Insider shall not execute any trade in the Securities outside the scope of the Trading Plan.
- b. The Trading Plan shall be deferred if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of the Trading Plan has not become generally available.

7. Trading Window

- a. Designated Persons and their immediate relatives are not allowed to trade in the Securities of the Company during the period(s) when the Trading Window is closed. The Trading Window shall remain closed for a period of fifteen days prior to the happening of any of the following events in general:
- Declaration of financial results (quarterly, half-yearly and annually)
 - Declaration of dividend (interim/ final)
 - Issue of securities by way of public / rights / bonus etc.
 - Any major expansion plans or execution of new projects
 - Amalgamation, mergers, acquisitions, takeovers and buy back of shares
 - Disposal of whole or substantially the whole of the Company.
 - Any changes in policies, plans or operations of the Company
 - Acquisition, de-merger, restructuring, scheme of arrangement, spin-off of divisions etc.
 - Consolidation / splitting of shares
 - Voluntary de-listing of shares by the Company
 - Forfeiture of shares
 - ADR / GDR or any other class of securities to be issued abroad
 - Cancellation of dividend/right/bonus etc.
 - At any time when the Board of Directors are to consider any Unpublished Price Sensitive Information
- b. The Compliance Officer (in consultation with the Board of Directors) may for a longer period close the Trading Window for the events mentioned above or on any such other matter as they deem fit after taking into account the sensitivity of the event / case.
- c. The Trading Window shall remain closed at the end of every quarter until 48 hours after the

declaration of financial results.

- d. Trading in Company's Securities would be permitted only on the expiry of forty eight hours after the information becomes publicly available.
- e. In case of ESOPs, exercise of option may be allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when Trading Window is closed.

8. Pre-clearance of trades

All Designated Persons of the Company who intend to deal either on their behalf and / or on behalf of their dependent family members and immediate relatives, in the Securities of the Company and where the transaction value of the Securities intended to be dealt exceeds INR 5,00,000 (Indian Rupees Five Lakhs) ("**Threshold Limit**") in any calendar year, should obtain a pre-clearance for the transaction from the Compliance Office as per the pre-dealing procedure as described hereunder. Any pre-cleared trade not executed by the Designated Person within 7 trading days from the date of receipt of clearance would require fresh clearance for the trades to be executed.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan.

An application may be made in the prescribed format as annexed as Annexure A to this Code of Conduct, to the Compliance Officer indicating the estimated transaction value and the number of Securities, the details as to the Securities in such depository mode and such other details as may be specified in this behalf.

The Compliance officer shall be entitled to seek a declaration from such Designated Person to the effect that the Designated Person is not in possession of any Unpublished Price Sensitive Information and may approve/ disapprove any of the pre-clearance requests, as per his analysis & checklist in the prescribed format (**Annexure B**).

No Insider shall trade in Securities of the Company that are listed or proposed to be listed on a stock exchange when in possession of Unpublished Price Sensitive Information. Any Insider who trades in Securities and has been in possession of Unpublished Price Sensitive Information, his trades would be presumed to have been motivated by the knowledge and awareness of such Unpublished Price Sensitive Information in his possession.

9. Reporting requirements

A. Initial Disclosures

1. Every promoter, member of the promoter group, Key Managerial Personnel and director of the Company shall provide the disclosure of his/her holding of Securities of the Company within 30 days of the implementation of the Regulations to the Compliance Officer as per **Annexure C**.

2. Every person appointed as a Key Managerial Personnel or a director of the Company or upon becoming the promoter shall within 7 days of such appointment or becoming a promoter or a member of the promoter group, shall provide disclosure of the Securities held by such person in the Company to the Compliance Officer as per **Annexure C**.
3. The Designated Person(s) shall disclose the names of education institutions from which such Designated Persons have studied and names of their past employers.

B. Other Disclosure

1. Every promoter, member of the promoter group, Designated Person, and director of the Company shall disclose, within 2 trading days, to the Compliance officer the number of Securities of the Company acquired or disposed of, whether in one transaction or in series of transaction over any calendar quarter and the value of such transactions is in excess of INR 10,00,000 (Indian Rupees Ten Lakhs) in **Annexure D**.
2. Any person/entities getting associated with the Company and falling within the ambit of the 'Connected Person' are themselves to make sure that their concerned employees/associates do not enter into any trading pertaining to the Securities of the Company during the period they are in possession of Unpublished Price Sensitive Information and/or where it is contrary to the provisions of the Regulations. The said Connected Person will have to take requisite disclosure from its related employees. Also, the said Connected Person is required to provide the disclosure in the format as provided in **Annexure E**.
3. The Compliance Officer shall within 2 trading days of the receipt of intimation under Clause 9 (B) (1) & (2), disclose to all Stock Exchanges on which the Company is listed, the information received.
4. Every Director of the Company and the Key Managerial Personnel shall file an annual statement in the specified format (**Annexure – F**) of all the holding in the Company's Securities along with the statement of the immediate relatives as on 31st March every year. The annual statement should be filed by 20th April every year.
5. All Designated shall be required to disclose name and permanent account number ("PAN") or any other identifier authorized by law of the following to the intermediary or fiduciary on an annual basis and as and when the information changes:
 - a) immediate relatives
 - b) persons with whom such Designated Person(s) shares a Material Financial Relationship
 - c) phone, mobile, and cell numbers which are used by the persons referred to in 'a and b' above.

C. Reporting to the Audit Committee

The Compliance Officer shall quarterly report to the Chairman of the Audit committee about the

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disclosures or Trading Plans received and action taken on the same, and dealings by the Designated Persons in the Securities of the Company. Further, the Audit Committee shall update the status of such reports to the Board of Directors periodically and may seek advice on the matters as they deem fit.

10. Penalty for contravention of the Code

1. Any Designated Person who trades in Securities or communicates any Unpublished Price Sensitive Information for trading in Securities in contravention of the Code of Conduct may be penalized by SEBI as it may deem fit and appropriate.
2. Designated Persons who violate the Code of Conduct shall also be subject to disciplinary action by the Company, which may include but not be limited to salary freeze, suspension for future participation in employee stock option plan, recovery, claw back, etc.
3. The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations by a Designated Person.

11. Other Restrictions

A Designated Person who is permitted to trade shall not execute a contra trade within 6 months of such trade in Securities of the Company. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation is not in violation of the Regulations. Provided no such restriction shall apply for trades pursuant to exercise of stock option.

1. If a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
2. In case it is observed by the Company/Compliance Officer that a Designated Person is in violation of the Regulations, the Company shall inform to SEBI of the same.

12. Digital Database

The Company shall maintain a digital database with time stamping and audit trails to ensure no tampering of the data base containing the following information:

- a) Name and PAN (in the event of unavailability of PAN, any other identifier authorized by law) of the person(s)/entity(ies) with whom Unpublished Price Sensitive Information is shared.
- b) Name and PAN (in the event of unavailability of PAN, any other identifier authorized by law) of Designated Person and their immediate relatives.

13. Leak of Unpublished Price Sensitive Information

- a) Any person who comes to know of an instance of leak of Unpublished Price Sensitive Information should immediately inform the Company of such leak by sending an email to the Managing Director/CEO at his e-mail ID mentioning the subject line “LEAK OF Unpublished Price Sensitive Information”.
- b) On the basis of reporting, the Managing Director/CEO shall conduct examination about the genuineness of the reporting of leak before conducting an inquiry.
- c) The Managing Director as soon as ascertaining the genuineness of the reporting about leak of Unpublished Price Sensitive Information, intimate to Board of Directors and Audit Committee of such leak.
- d) The Company shall take further action based on the recommendations of the Board of Directors and the Audit Committee.

14. Mechanism for internal control

For ensuring adequate and effective system of internal controls, the following procedure shall be followed:

A. Sharing of information pursuant to Legitimate Purpose

- a) Any person in receipt of Unpublished Price Sensitive Information pursuant to legitimate purpose shall be considered Insider for the purpose of the Code of Conduct;
- b) Advance notice shall be served on such person by way of email/ letter to maintain confidentiality while in possession of such Unpublished Price Sensitive Information.
- c) Such person has to ensure compliance with the Regulations, as amended from time to time and the Code of Conduct.

B. Access to Confidential Information

Files containing confidential information shall at all times be kept fully secured and shall be shared only on an need -to- know basis in accordance with the Code of Conduct and the Regulations.

C. Non-Disclosure Agreement

The Company shall execute non-disclosure agreements with:

- a. parties with whom the Company, as on March 31, 2019 is negotiating a transaction and has shared Unpublished Price Sensitive Information; and

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- b. parties to whom the Company intends to share any Unpublished Price Sensitive Information.

15. Access to sensitive transactions

A. In case of Specific Transaction(s)

The Managing Director/CEO shall give a prior notice to the employees who are required to be made privy to a transaction involving Unpublished Price Sensitive Information and also make them aware about the duties and responsibilities attached to receipt of such Unpublished Price Sensitive Information and liability that attaches to misuse or unwarranted use of such information on case to case basis.

B. In general

Appropriate non-disclosure agreement shall be executed with every incoming/existing employee of the Company being involved in a sensitive transaction which would include specific provisions in relation to dealing with Unpublished Price Sensitive Information.

16. Amendment to the Code

This Code of Conduct and any subsequent amendment(s) thereto, shall be by way of written approval of the Board of Directors and shall promptly be notified to the stock exchange(s) where the Securities of the Company are listed.

Details of amendment

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

**APPLICATION FOR PRE-CLEARANCE FOR PURCHASE/SALE OF
SECURITIES**

Date:
The Compliance Officer,
Name and Address of the Company:

Sub: Application for Pre-clearance for purchase/sale of securities

Dear Sir,

Pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, and the Company's Code of internal procedures and code of conduct for prevention of Insider Trading in Securities, I hereby seek your approval for buying / selling* [●] nos. of Securities as per the details given below:

Name, Designation and Emp. No.:

Type of Security:

Seller's / Buyer's Name PAN No. & Address	Type of Securities	Folio No. (for physical mode)	Beneficiary A/c. No. (Client ID No.)	No. of Securities	Face Value (in Rs.)	Amount (In Rs.)

I am holding a Depository Account with [●]..... (name of the Depository) and I am holding the following Securities (including the Securities held by Immediate Relative) as on the date of this application, in such account:

Name of the Company	Type of Security	Folio No. (for physical mode)	Beneficiary A/c. (Client ID No.)	No. of Securities	Face Value (Rs.)	Amount (Rs.)

In this regard I do hereby undertake as under:

- a. I have not received, nor I had any access to any price sensitive information up to the time of signing this undertaking.
- b. In case I have access or receive price sensitive information after the signing of this undertaking but before the execution of the transaction I shall inform the Compliance Officer of the same and shall refrain from dealing in the Securities of the Company till the time such information becomes public.
- c. I have not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- d. I have made a full and true disclosure in the matter.
- e. I shall hold the Securities for a minimum holding period as specified in the Code.
- f. If the approval is granted, I shall execute the transaction within one 7 (seven) days from the receipt of approval failing which I shall see pre-clearance again.
- g. I undertake to submit the necessary report within 48 (forty eight) hours of execution of the transaction/ a 'Nil' report of the transaction is not undertaken.
- h. I am aware that, I shall be liable to face penal consequences as set forth in this Code including disciplinary action under this Code, in case the above declarations are found to be misleading or incorrect at any time.
- i. I hereby undertake not to transact in Securities in the sanctioned period in case Trading Window is declared closed subsequently during such sanctioned period.
- j. I declare that I have made a full and true disclosure in the matter.

Signature:

Designation:

(* please strike out whichever is not applicable)

PRE-Clearance Approval/Disapproval

Date: _____

Mr. _____

Name and Address of the Company:

Dear Sir,

This is to inform you that your request for sale of shares of the Company as mentioned in your application dated is approved/ disapproved. Please note that the said transaction must be completed on or before i.e. within 7 days from today.

For [Name of the Company]

(Compliance Officer)

**Disclosure pursuant to regulation 7(1) of Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015**

(to be submitted within 30 days of implementation of regulations and/or seven days of appointment or becoming a promoter)

Date: [●]

The Compliance Officer,
New Delhi Television Limited,

Dear Sir,

I [●]....., a Designated Person of the Company furnish below the details of the Securities as an [●]..... in my self name and/or in the name(s) of my Immediate Relatives in terms of regulation 7(1) of SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended, and of the Code of internal procedures and conduct for prevention of Insider Trading in Securities of the Company.

Name, Designation & Emp. No.: [●]

Department: [●]

Date of joining/becoming Designated Person of the Company: [●]

I. Details of Securities held by Designated Person of the Company in self-name:

Name, PAN No. & Address	Type of Securities	Date of acquisition	Folio No. (for physical mode)	Beneficiary A/c. No. (Client ID No.)	No. of Securities	Face Value (in Rs.)	Amount (Rs.)

II. Details of Securities held by Immediate Relatives.

Name of Immediate Relative PAN No. & Address	Relationship	Date of acquisition	Beneficiary A/c. No. (Client ID No.)	No. of Securities	Face Value (Rs.)	Amount (in Rs.)

New Delhi Television Limited

CIN: L92111DL1988PLC033099; Tel: (+91-11) 41577777, 2644 6666; Fax: (+91-11) 29231740; web:www.ndtv.com; email:corporate@ndtv.com; Address: 402 , Archana, B - Block Road, Archana, Greater Kailash I, New Delhi 110048

I hereby declare that after date of joining/ becoming the Designated Person, I have not taken positions in derivative transactions involving the Securities of the Company.

Date:

Signature

Place:

**Disclosure pursuant to regulation 7 (2) (a) of Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015**
(to be submitted within two trading days of such transaction/dealing in Securities)

Date: [●]

The Compliance Officer
New Delhi Television Limited

Name, PAN No. & Address of Promoter/ Person who is part of Promoter Group/ Director/ Key Managerial Personnel	No. & % of shares/ voting rights held by the Promoter /Person who is part of Promoter Group/ Director/ Key Managerial Personnel	Date of receipt of allotment advice/ acquisition /sale of shares/ voting rights	Mode of acquisition (market purchase/ public/rights/ preferential offer, etc.) /sale	No. & % of shares/ voting rights post acquisition /sale	Trading Member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value

I hereby declare that after date of joining/ becoming the Designated Person, I have not taken positions in derivative transactions involving the Securities of the Company.

Signature:

Date:
Place:

Date: [●]

The Compliance Officer
New Delhi Television Limited

Undertaking by the Connected Person

This is to undertake that we Mr./Ms./M/s _____ having registered office address or resident of _____ being the connected person to the Company will duly inform our concerned Team of the nature of work relationship and shall not undertake any said transaction in violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015

For _____ (Details of the Connected Person)

Authorised Person

Annual disclosure under code of to regulate, monitor and reporting trading by insiders in securities of New Delhi Television Limited

The Compliance Officer
New Delhi Television Limited

Dear Sir,

I, of New Delhi Television Limited (the Company) furnish below the details of shareholding as on in my name and /or in the name(s) of my immediate relatives in terms of Code of Internal procedures and conduct for prevention of Insider Trading in securities of the Company.

Name & Designation:

Details of shareholding in self name:

Sl. No.	No. of shares held	Folio No./DP ID & Client ID	PAN NO.

Details of shares held by / in the name(s) of immediate relatives. Name & relation:

Sl. No.	No. of shares held	Folio No./DP ID & Client ID	PAN NO.

I confirm that the aforesaid facts are true and correct.

Date:

Place:

.....