CODE OF PRACTICES & PROCEDURES

FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

A. ***Preface:***

In an endeavor to prevent the misuse of unpublished price sensitive information in the day-to-day business affairs and to promote the culture of fair disclosure of information in due compliance with the Principles of Fair Disclosures as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as "Regulations"), the Board of Directors of the Company, M/s TV Today Network Limited have formulated a Code of Conduct to be known as ***"TV Today's Code of Conduct for fair disclosure of unpublished price sensitive information"****(hereinafter referred as "Code for fair disclosure of UPSI" or "Code").*

B. ***Objects of the Code:***

The Code aims at:

- Preventing the misuse of unpublished price sensitive information within the Organization and practice of selective disclosures to the public;
- Acknowledging the necessity of communicating, providing or allowing access to information and promoting the principle of equality of access to information.

C. ***Chief Investor Relations Officer:***

The Company Secretary or any other senior officer duly authorized by the Board of Directors of the Company, shall act as the Chief Investor Relations Officer, who would be responsible forsatisfactory discharge of the duties and responsibilities laid down under this Code.

D. ***Procedural Aspects involved in complying with the principles of fair disclosure of information:***

S.No.	Principle	Procedure
1.	Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.	In this regard, to ensure fair and timely disclosure of information that would have direct impact on the market price of the securities, the Company generally follows the below-mentioned procedure:

		(a) Intimates the Stock Exchange(s) well in advance about the Board Meeting in which any such proposal is to be considered; (b) Intimates the outcome of the said Board Meeting within, stipulated time periods; (c) Updates the Stock Exchange(s) about the current happenings in respect of the events that have direct bearing on the market sentiments for onward dissemination to the public at large.
2.	Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure	To ensure that the unpublished price sensitive information is evenly and properly disseminated, the Company generally, in compliance with the provisions of applicable statues, follows the following procedure & practices: (i) Intimates the said information to the Stock Exchange(s) where its securities are listed, within the stipulated time period; (ii) Publicize the said information in the Newspapers; (iii) Uploading the said information on the Official Website under

		Investors' Section as early as possible or as is stipulated under various Statutes.
3.	Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.	To ensure authentication of the information to be disclosed to the stakeholders, the said information is generally cross verified by the Chief Investor Relations Officer. However, if any information gets disclosed selectively, inadvertently or otherwise, the Company(i) intimates the facts and rectified information to the Stock Exchange(s), where the securities of the Company are listed, for onward dissemination to the shareholders; (ii) publicize the facts and rectified information, if required, in the Newspapers.
4.	Appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities	The Chief Investor Relations Officer shall be responsible for giving appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities.
5.	Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information	The Chief Investor Relations Officer/ respective Departmental Heads shall take all necessary measures to ensure that no unpublished price sensitive information is being disclosed to any analysts and research personnel.

		In this regard, whenever any such analysts and/or research personnel will approach the Company for seeking financial or any price sensitive information, the Compliance Officer or any other authorized representative of the Company shall obtain a Declaration from the said Association/Agency to the effect that such Association/Agency is seeking information for the sole purpose of educating investors and neither the said Association/Agency nor its Employees shall use the information for their personal gain. The said Association/Agency will also be required to sign such other Undertakings/ Confirmations, as the Compliance Officer may deem fit, and give to the Compliance Officer, to make sure that no Insider Trading takes place in the Company's scrips from their end.
6.	Developing best practices to make transcripts or record of proceedings of meetings with analysts make transcripts or record of proceedings of meetings with analysts on the official website to ensure	The Company may, from time to time, authorize any concerned persons, depending upon the domain of conferences and meetings, to make transcripts or record of proceedings of meetings with analysts. Further, the said proceedings shall be disclosed on the Official Website of the Company.
7.	Handling of all unpublished price sensitive	Due procedures as prescribed in *"TV*

	information on a need-to-know basis.	*TODAY's CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING* "would be followed to ensure that the Unpublished Price Sensitive Information be communicated only on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those who need such information to discharge their duties.

E. Declaration:

The Company hereby declares that all requisite measures shall be taken to ensure adherence with the principles of fair disclosure of Unpublished Price Sensitive Information.

Date: 12th May, 2015

FOR T.V. TODAY NETWORK LIMITED

Dr. Puneet Jain
Head (Legal and Compliance) & Company Secretary &
Vice President (Internal Audit)