

NEW DELHI TELEVISION LIMITED
MATERIAL EVENTS POLICY

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1. BACKGROUND

This 'Material Events Policy' ("Policy") of New Delhi Television Limited ("Company/ NDTV") has been framed pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as "SEBI LODR"), for determination of materiality, based on criteria specified in Regulation 30 of SEBI LODR.

SEBI LODR also mandate that the Board of Directors of the listed entity to authorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information for the purpose of making disclosures to the stock exchange(s).

In view of the same, this Policy has been framed to ensure due compliance with the SEBI LODR.

This Policy applies in respect of disclosure of material events in relation to NDTV, its subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management Personnel as required under the applicable laws.

2. DEFINITIONS

1. **Authorised Key Managerial Personnel** means Whole-time Director or Managing Director or Chief Financial Officer or Company Secretary and Compliance Officer of the Company, who are authorised, individually or jointly, for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).
2. **Board of Directors or Board** means Board of Directors of the Company.
3. **Compliance Officer** means "Company Secretary" of the Company.
4. **Stock Exchanges** means stock exchanges where the Equity Shares of the Company are listed.
5. **Promoter and Promoter Group** shall have the same meaning as assigned to them respectively in clauses (oo) and (pp) of Regulation 2(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
6. **Subsidiary** means a subsidiary as defined under Section 2(87) of the Companies Act, 2013.

3. INTERPRETATION

Terms that have not been defined in this policy shall have the same meaning assigned to them in the SEBI LODR and Companies Act, 2013 as amended from time to time.

4. DETERMINATION, REPORTING AND DISCLOSURE

4.1 In order to determine whether a particular event/information is material in nature for disclosure to the stock exchanges, the Company shall consider the criteria(s) specified below:

- a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
- c) the omission of an event or information, whose value or the expected impact in terms of value exceeds the lower of the following:
 - i. two percent of turnover, as per the last audited consolidated financial statements of the Company; or
 - ii. two percent of net worth as per the last audited consolidated financial statements of the Company, except in case of the arithmetic value of the net worth is negative;
 - iii. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

Accordingly, any transaction exceeding the lower of i, ii or iii above, with an annual impact in value, will be considered for the above purpose.

- d) In case where the criteria specified in sub-clauses (a), (b) and (c) above is not applicable, an event or information may be treated as being material if in the opinion of the Board or Authorised Key Managerial Personnel, the event or information is considered material;
 - e) events or information which are deemed material without application of guidelines for materiality, as specified under the SEBI LODR (as amended from time to time).
- 4.2 For the avoidance of doubt, events listed in Para A – Part A of Schedule III of SEBI LODR shall be disclosed without application of materiality criteria defined in the SEBI LODR and events or information specified in Para B of Part A of Schedule III of SEBI LODR will be disclosed based on application of materiality criteria.
- 4.3 In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the SEBI LODR, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such

communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

4.4 The Company shall first disclose to the stock exchange(s) all events or information which are material in terms of the provisions of this Policy as soon as reasonably possible and in any case not later than the following :

- i. thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
- ii. twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the Company;
- iii. twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the Company.

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines.

In case the disclosure is made after the stipulated timelines, the Company shall provide the explanation for the delay, along with such disclosure.

The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved or closed.

5. IMPLEMENTATION

The Compliance Officer of the Company shall have overall responsibility for implementing this Policy and shall take internal/external approvals, wherever necessary.

6. POLICY REVIEW

This Policy shall be reviewed from time to time so that the Policy remains compliant with applicable legal requirements. Any subsequent amendment / modification in the SEBI LODR, Companies Act and/or applicable laws in this regard shall automatically apply to this Policy. In case of any inconsistency between the contents of this Policy and provisions of SEBI LODR/Companies Act, the provisions of SEBI LODR/Companies Act shall prevail.

The Policy came into effect on December 1, 2015 and was last amended on July 27, 2023.