

**DIGICONTENT LIMITED**

(formerly known as HT Digital Ventures Limited)

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18-20, Kasturba Gandhi Marg, New Delhi 110 001, India

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CIN: L74999DL2017PLC322147

31 JUL 2019

Ref: DCL/CS/160/2019

The Listing Department
BSE Limited
P.J. Tower, Dalal Street
MUMBAI - 400 001

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex,
Bandra (East)
MUMBAI - 400 051

Scrip Code: 542685
Trading Symbol: DGCONTENT

Dear Sirs,

Sub: Adoption of 'Code for Fair Disclosure of Unpublished Price Sensitive Information'


In pursuance of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended ("PIT Regulations)", the Board of Directors of the Company at its meeting held today i.e. 31st July, 2019, has adopted the Company's "Code for Fair Disclosure of Unpublished Price Sensitive Information" ("Code").

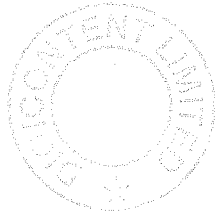
Pursuant to the Regulation 8(2) of PIT Regulations, we are forwarding herewith the Code.

This is for your information and record.

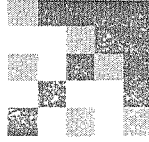
Thanking you,

Yours faithfully,
For **DIGICONTENT LIMITED**


(Vikas Prakash)
Company Secretary



Encl. As above



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CODE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”) requires a listed company to formulate and publish on its official website, a code of practices and procedure for fair disclosure of unpublished price sensitive information in the manner prescribed therein.

Accordingly, in compliance of the abovementioned requirement of the Regulations, the Board of Directors at its meeting held on 31st July, 2019 framed the ‘Code for Fair Disclosure of Unpublished Price Sensitive Information’ (the “Code”).

I. Disclosure and Handling of Unpublished Price Sensitive Information

1. The Company shall ensure prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available.
2. The Company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
4. The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
5. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
6. The transcripts or records of proceedings of meetings with analysts and other investor relation conferences shall be made available on the website of the Company to ensure official confirmation and documentation of the information shared during such meetings/ conferences disclosures made.
7. The Company shall ensure handling of UPSI on a need-to-know basis.
8. Chief Financial Officer shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.



II. Policy for determination of 'legitimate purpose'

1. UPSI in connection with the Company or its Securities may be communicated or granted access to, only where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The term "legitimate purpose" includes sharing of UPSI in the ordinary course of business with Company's partners, collaborators, lenders including prospective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, credit rating agencies, insolvency professionals or other advisors, service providers or consultants; provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the Regulations.

2. While sharing UPSI following broad principles shall be considered on case to case basis, for determining 'legitimate purpose':
 - a) Whether sharing of UPSI is in the ordinary course of business of the Company;
 - b) Whether sharing of UPSI is for discharge of legal/statutory obligation;
 - c) Whether sharing of UPSI is in the interest of the Company or in furtherance of a genuine commercial purpose;
 - d) The nature of UPSI being shared, commensurate with the purpose for which access is sought by the recipient;
 - e) Sharing of UPSI should not evade or circumvent the prohibitions under the Regulations.
3. Any person who is in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as 'Insider' for the purpose of the Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations.

Words and expressions used and not defined herein shall have the meaning assigned to them in the Regulations.

