



November 30, 2022

BSE Limited,

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai- 400001, India.

**National Stock Exchange of India
Limited**

Exchange Plaza, C-1, Block G,

Bandra Kurla Complex, Bandra (E),

Mumbai – 400 051, India.

Dear Sir / Madam,

Subject: Open offer for acquisition of up to 16,762,530 fully paid-up equity shares of face value of Rs. 4 each (the “Equity Shares”), representing 26.00% of the voting share capital of New Delhi Television Ltd (the “Target Company”) from the Public Shareholders of the Target Company by Vishvapradhan Commercial Private Ltd (“Acquirer”) along with AMG Media Networks Limited (“PAC 1”) and Adani Enterprises Limited (“PAC 2”) (together referred to as “PACs”) in their capacity as persons acting in concert with the Acquirer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (the “SEBI (SAST) Regulations”) (the “Open Offer”/ “Offer”).

With respect to the captioned Open Offer, and further to the Letter of Offer and Offer Opening Public Announcement and Corrigendum filed with Securities and Exchange Board of India, a notice has been issued to the public shareholders of the Target Company dated November 29, 2022. The Notice has appeared in following newspapers on November 30, 2022:

Newspaper	Language
Financial Express	English National Daily
Jansatta	Hindi National Daily*
Navshakti	Mumbai Edition

* Hindi also being the regional language of Delhi

Capitalized terms used in this letter unless defined herein shall have the same meanings as ascribed to them in the LOF.

JM Financial Limited

Corporate Identity Number: L67120MH1986PLC038784

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: + 91 22 6630 3030 F: +91 22 6630 3330 www.jmfl.com

Thanking You,

Yours truly

For **JM Financial Limited**

Authorized Signatory

Rashi Harlalka


Name: Rashi Harlalka

Designation: Director

Contact Number: 9820964716

Email Id: Rashi.Harlalka@jmfl.com

Enclosed as stated above

JM Financial Limited

Corporate Identity Number: L67120MH1986PLC038784

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: + 91 22 6630 3030 F: +91 22 6630 3330 www.jmfl.com

NOTICE FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

NEW DELHI TELEVISION LIMITED

Registered Office: B-50 A, 2nd Floor, Archana Complex, Greater Kailash-I, New Delhi - 110048, India
Tel: +91 11 41577777; +91 11 26446666 **Fax:** +91 11 49862990; **CIN:** L92111DL1988PLC033099

OPEN OFFER FOR ACQUISITION OF UP TO 16,762,530 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF INR 4 EACH ("EQUITY SHARES") REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL OF NEW DELHI TELEVISION LIMITED ("TARGET COMPANY") FROM ALL THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY VISHVAPRADHAN COMMERCIAL PRIVATE LIMITED ("ACQUIRER") TOGETHER WITH AMG MEDIA NETWORKS LIMITED ("PAC 1") AND ADANI ENTERPRISES LIMITED ("PAC 2", AND COLLECTIVELY WITH PAC 1, "PACs") IN THEIR CAPACITY AS PERSONS ACTING IN CONCERT WITH THE ACQUIRER, PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1), 4 AND 5 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO ("SEBI (SAST) REGULATIONS") AT A PRICE OF INR 294.00 PER EQUITY SHARE ("OFFER/OPEN OFFER")

This notice is being issued by JM Financial Limited ("**Manager to the Offer**"), for and on behalf of the Acquirer and PACs (collectively, "**Acquirer Group**") in respect of the Open Offer to the Public Shareholders of the Target Company, ("**Notice**"). This Notice should be read in continuation of, and in conjunction with: (a) the Public Announcement dated August 23, 2022 ("**PA**"); (b) the Detailed Public Statement dated August 29, 2022 which was published on August 30, 2022 ("**DPS**"); (c) Draft Letter of Offer dated September 07, 2022 ("**DLOF**"); (d) Letter of Offer dated November 11, 2022 ("**LOF**"); and (e) Pre-Offer Advertisement cum Corrigendum dated November 19, 2022 which was published on November 21, 2022 ("**Pre-Offer Advertisement cum Corrigendum**"). The DPS and Pre-Offer Advertisement cum Corrigendum with respect to the Open Offer were published in all editions of Financial Express (English national daily), Jansatta (Hindi national daily), and Mumbai edition of Navshakti (Marathi daily, being the regional language of the place where the equity shares of the Target Company are listed) by the Manager to the Offer on behalf of the Acquirer and PACs, in compliance with the SEBI (SAST) Regulations.

Capitalized terms used but not specifically defined in this Notice shall have the same meaning assigned to such terms in the LOF.

The Public Shareholders are requested to kindly note the following information in relation to the Open Offer:

Subsequent to the date of the LOF and pursuant to the Underlying Transaction, the Promoter Company issued 1,990,000 equity shares of face value INR 10 each (Indian Rupees ten) to the Acquirer on November 28, 2022 representing 99.50% of the paid up share capital of the Promoter Company against the Warrant Exercise Notice dated August 23, 2022 issued by the Acquirer to the Promoter Company. Pursuant to the Underlying Transaction, the Acquirer has acquired control over the Promoter Company, which holds 29.18% of the Voting Share Capital of the Target Company. The completion of the Underlying Transaction is in accordance with Regulation 22 of the SEBI (SAST) Regulations. Further, Mr. Sudipta Bhattacharya (DIN 06817333), Mr. Sanjay Pugalia (DIN 08360398), and Mr. Senthil Sinniah Chengalvarayan (DIN 02330757), who were nominated by the Acquirer, have been appointed as directors of the Promoter Company with effect from November 29, 2022.



In addition, Mr. Pranroy Roy (DIN 00025576) and Mrs. Radhika Roy (DIN 00025625) have resigned from the board of directors of the Promoter Company with effect from November 29, 2022. Therefore, Mr. Sudipta Bhattacharya (DIN 06817333), Mr. Sanjay Pugalia (DIN 08360398), and Mr. Senthil Sinniah Chengalvarayan (DIN 02330757) now constitute the entire board of directors of the Promoter Company.

Mr. Sudipta Bhattacharya (DIN 06817333), Mr. Sanjay Pugalia (DIN 08360398), and Mr. Senthil Sinniah Chengalvarayan (DIN 02330757) are also directors on the board of the Acquirer. Mr. Sudipta Bhattacharya (DIN 06817333) and Mr. Sanjay Pugalia (DIN 08360398) are also directors on the board of PAC 1.

The Acquirer, PACs and their respective directors, severally and jointly, accept full responsibility for the information contained in this Notice (other than information pertaining to the Target Company, which has been compiled from information published or publicly available sources or provided by the Target Company) and shall be severally and jointly responsible for the fulfillment of obligations under the SEBI (SAST) Regulations in respect of the Open Offer.

A copy of this Notice is expected to be available at SEBI's website at www.sebi.gov.in.

ISSUED ON BEHALF OF THE ACQUIRER AND PAC BY MANAGER TO THE OFFER

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p>JM Financial Limited 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025, India. Tel. No.: +91 22 6630 3030 Fax No.: +91 22 6630 3330 Email ID: ndtv.openoffer@jmf.com Contact Person: Ms. Prachee Dhuri SEBI Registration Number: INM000010361 CIN: L67120MH1986PLC038784</p>	 <p>KFin Technologies Limited <i>(formerly known as KFin Technologies Private Limited)</i> Selenium, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 Tel. No.: +91 40 6716 2222 Fax No.: 040 23431551 Website: https://www.kfintech.com Email ID: ndtvopenoffer@kfintech.com Contact Person: Mr. Murali Krishna SEBI Registration Number: INR000000221 CIN: U72400TG2017PLC117649</p>

Place: Ahmedabad

Date: November 29, 2022