

December 24, 2020

The Secretary, BSE Limited Corporate Services Department Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001	The Asst. Vice-President, The National Stock Exchange of India Limited Corporate Communications Department “Exchange Plaza” Bandra Kurla Complex, Bandra (East) Mumbai-400051
Scrip Code: 532529	Scrip Symbol: NDTV

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

Dr. Prannoy Roy and Mrs. Radhika Roy, Founders and Promoters of NDTV and RRPR Holding Private Limited (Promoter Group Company), have repeatedly said, including in disclosures to the stock exchanges, that they have never directly or indirectly, through any transactions or agreements, allowed for a transfer of control of NDTV and they continue to own and hold 61.45% of the total paid up share capital of NDTV.

They have today informed the Company that an order by the Securities and Exchange Board of India (SEBI), dated December 24, 2020, has found otherwise. They will urgently appeal against this order, which is based on the alleged non-disclosure of the loan agreements entered into in 2008-2010 by the Founders and the Promoter Group Company with Vishvapradhan Commercial Private Limited and ICICI Bank Limited.

The core issue of the alleged surrender of control is pending adjudication at the Securities Appellate Tribunal, which, in 2019, granted a stay in favor of the Founders of NDTV, which is still in operation.

The Founders have informed the Company that their lawyers, led by Ms. Fereshte Sethna, Senior Partner at DMD Advocates, hold that the SEBI order is inter alia based on an inaccurate assessment of facts and will not withstand scrutiny in appeal. The appeal will be filed immediately.

The SEBI order issued today (December 24, 2020) states:

- a) The Founders and Promoter Group Company have violated the provisions of Section 12A (a) and (b) of the Securities and Exchange Board of India Act, 1992 (SEBI Act) read with Regulations 3 (a), (b), (c), (d) and 4 (1) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b) The Founders have violated Clause 49 (1) (D) of Equity Listing Agreement read with Section 21 of the Securities Contracts (Regulation) Act, 1956.
- c) A penalty of Rs. 25 Crores has been imposed on the Founders and Promoter Group Company under Section 15HA of the SEBI Act, to be paid jointly and severally within 45 days of the receipt of the order.

- d) A penalty of Rs. 1 Crore each has been imposed on the Founders under Section 23H of the Securities Contracts (Regulation) Act, 1956, to be paid within 45 days of the receipt of the order.

You are requested to take the above information on record.

Thanking you.

Yours faithfully.

For New Delhi Television Limited

(Tannu Sharma)
Company Secretary & Compliance Officer