

December 30, 2022

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 read with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Ma'am,

The Company received applications dated December 30, 2022 from Dr. Prannoy Roy and Mrs. Radhika Roy for re-classifying them from 'Promoter' to 'Public' category shareholders, which were presented before the Board of Directors for their consideration at its meeting held today i.e. December 30, 2022.

The Board approved the said applications based on the reasons and confirmations mentioned therein, subject to the approval of the shareholders of the Company, Stock Exchanges and such other approvals as may be necessary.

The applications dated December 30, 2022 received from Dr. Prannoy Roy and Mrs. Radhika Roy alongwith certified true copy of the relevant extract of the minutes of the meeting of the Board of Directors of the Company held on December 30, 2022, considering and approving the said applications in accordance with Regulation 31A of the SEBI LODR are enclosed herewith.

You are requested to take the aforesaid information on record.

Thanking you,

Yours sincerely,

For New Delhi Television Limited

Parinita Bhutani Duggal
Company Secretary and Compliance Officer

Encl: 1. Applications dated December 30, 2022
2. Extract of Minutes of the Board Meeting dated December 30, 2022

December 30, 2022

To

The Board of Directors

New Delhi Television Limited

B-50 A, 2nd Floor, Archana Complex,
Greater Kailash-I, New Delhi-110048

Sub: Application for Re-classification from Promoter to Public category under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

I, Prannoy Roy, hereby request the Company to re-classify my shareholding in the Company from 'Promoter' to 'Public' category.

I am currently holding only 2.5% of the equity share capital of the Company. I am neither engaged in the management or day to day affairs of the Company, nor do I have any right to appoint a Director or ability to control the management or policy decisions of the Company in any manner whatsoever.

An undertaking to abide by the conditions stipulated in Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed herewith.

Thanking you,

Yours sincerely,



Prannoy Roy

Encl: A/a

UNDERTAKING FOR RE-CLASSIFICATION

I, Prannoy Roy, hereby confirm and certify that:

1. I, along with persons related to me, together:
 - (a) do not hold more than ten percent of the total voting rights in the Company;
 - (b) do not exercise control over the affairs of the Company, directly or indirectly;
 - (c) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreement;
 - (d) are not being represented on the Board of Directors (including not having a nominee Director) of the Company;
 - (e) do not act as key managerial personnel of the Company;
 - (f) are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines; and
 - (g) are not fugitive economic offender(s).

2. I shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A (3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 from the date of re-classification.

3. I shall comply with the conditions mentioned in the sub-clauses (iv) and (v) of clause (b) of Regulation 31A (3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for a period of not less than three years from the date of re-classification.

Yours sincerely,



Prannoy Roy

December 30, 2022

To

The Board of Directors

New Delhi Television Limited

B-50 A, 2nd Floor, Archana Complex,

Greater Kailash-I, New Delhi-110048

Sub: Application for Re-classification from Promoter to Public category under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

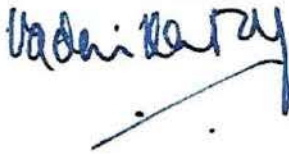
I, Radhika Roy, hereby request the Company to re-classify my shareholding in the Company from 'Promoter' to 'Public' category.

I am currently holding only 2.5% of the equity share capital of the Company. I am neither engaged in the management or day to day affairs of the Company, nor do I have any right to appoint a Director or ability to control the management or policy decisions of the Company in any manner whatsoever.

An undertaking to abide by the conditions stipulated in Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed herewith.

Thanking you,

Yours sincerely,



Radhika Roy

Encl: A/a

UNDERTAKING FOR RE-CLASSIFICATION

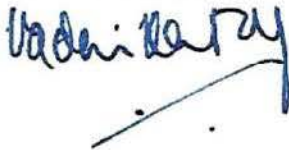
I, Radhika Roy, hereby confirm and certify that:

1. I, along with persons related to me, together:
 - (a) do not hold more than ten percent of the total voting rights in the Company;
 - (b) do not exercise control over the affairs of the Company, directly or indirectly;
 - (c) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreement;
 - (d) are not being represented on the Board of Directors (including not having a nominee Director) of the Company;
 - (e) do not act as key managerial personnel of the Company;
 - (f) are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines; and
 - (g) are not fugitive economic offender(s).

2. I shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A (3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 from the date of re-classification.

3. I shall comply with the conditions mentioned in the sub-clauses (iv) and (v) of clause (b) of Regulation 31A (3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for a period of not less than three years from the date of re-classification.

Yours sincerely,



Radhika Roy

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 225TH MEETING OF THE BOARD OF DIRECTORS OF NEW DELHI TELEVISION LIMITED HELD AT SHORTER NOTICE ON FRIDAY, DECEMBER 30, 2022 AT 6:15 P.M. THROUGH VIDEO CONFERENCE AT W-17, GREATER KAILASH- I, NEW DELHI 110048

Approval of applications received from Dr. Prannoy Roy and Mrs. Radhika Roy seeking re-classification from ‘Promoter’ to ‘Public’ category pursuant to Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

The Board was informed that the Company has received applications dated December 30, 2022 from Dr. Prannoy Roy and Mrs. Radhika Roy seeking re-classification from ‘Promoter’ to ‘Public’ category under Regulation 31A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”).

The copy of the applications dated December 30, 2022 were placed before the Board.

The Board was informed that pursuant to the transfer of substantial stake by Dr. Prannoy Roy and Mrs. Radhika Roy aggregating to 27.26% of the total paid-up share capital of the Company, they presently hold only 2.5% each of the total paid-up share capital of the Company. Further, Dr. Prannoy Roy and Mrs. Radhika Roy have resigned from the position of Whole-Time Directors of the Company and are neither engaged in the management or day to day affairs of the Company, nor do they have any right to appoint a Director or ability to control the management or policy decisions of the Company in any manner whatsoever. Further, Dr. Prannoy Roy and Mrs. Radhika Roy have filed undertakings in compliance with Regulation 31A of the SEBI LODR.

Accordingly, on the basis of the rationale and the confirmation provided by Dr. Prannoy Roy and Mrs. Radhika Roy in accordance with provisions of Regulation 31A of the SEBI (LODR) Regulations, 2015, the Board was of the view that the above-mentioned applications seeking re-classification be accepted and approved by the Board of Directors of the Company, which shall be subject to the approval of the shareholders of the Company and the stock exchanges.

The Board was also informed that none of the Directors of the Company is/are interested in this resolution. The Board after discussion passed the following resolutions:

“RESOLVED THAT pursuant to the provision of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 including any amendments thereto, and subject to the approval of shareholders of the Company and the stock exchanges i.e. BSE Limited; National Stock Exchange of India Limited; and/or such other approvals, if any, as may be required, the applications dated December 30, 2022 received from Dr. Prannoy Roy and Mrs. Radhika Roy seeking re-classification from ‘Promoter’ to ‘Public’ category be and are hereby approved.

RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded for taking approval of the shareholders for re-classification of Dr. Prannoy Roy and Mrs. Radhika Roy from ‘Promoter’ to ‘Public’ category and removal of their name(s) from the Promoter and Promoter group of the Company.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to submit application for re-classification to the stock exchanges, wherein, securities of the Company are listed, and to present/file necessary intimation, application(s), form(s), or

deeds, etc., and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to issue a certified copy of this resolution to all concerned on behalf of the Board of Directors of the Company.”

Certified to be true copy

For New Delhi Television Limited

Parinita Bhutani Duggal
Company Secretary & Compliance Officer
Address: B 50A 2nd Floor, Archana Complex,
Greater Kailash-I, New Delhi-110048

Date: December 30, 2022

Place: New Delhi