

RRPR HOLDING PRIVATE LIMITED


REGD OFF: E-186, BASEMENT, GREATER KAILASH- I, NEW DELHI-110048
LAND LINE- 011-29232201, FAX: 29232204, E MAIL- RRPRHOLDING@GMAIL.COM
CIN: U65993DL2005PTC139803

Annexure - II

Format for disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	New Delhi Television Limited ("NDTV")
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited and National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been Encumbered	RRPR Holding Private Limited ("RRPR")
Total promoter shareholding in the listed company	No. of shares – 39,615,168 (aggregate of Dr. Prannoy Roy's holding i.e. 10,276,991, Mrs. Radhika Roy's holding i.e.10,524,249 and RRPR holding i.e. 18,813,928) % of total share capital – 61.45% <i>(Please see response under the heading – "Type of encumbrance")</i>
Encumbered shares as a % of promoter shareholding	18,813,928 (47.49% of promoter shareholding) <i>(Please see response under the heading – "Type of encumbrance")</i>
Whether encumbered share is 50% or more of promoter Shareholding	NO
Whether encumbered share is 20% or more of total share capital	YES

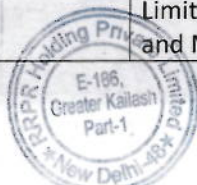



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Details of all the existing events/ agreements pertaining to encumbrance

Particulars		Encumbrance 1	Encumbrance 2
		(Date of creation of encumbrance: 21 st July 2009)	(Date of creation of encumbrance: 25 th January 2010)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		RRPR has been advised that the Loan Agreement dated 21.07.2009 does not create any encumbrance as mentioned in the format of this disclosure prescribed by SEBI. However, without prejudice to the above and as a measure of abundant caution, it is informed that the said agreement provides that RRPR cannot sell or otherwise dispose of any of its assets or transfer any equity shares of NDTV or create any encumbrance on the equity shares of NDTV without the prior written consent of VCPL.	RRPR has been advised that the Loan Agreement dated 25.01.2010 does not create any encumbrance as mentioned in the format of this disclosure prescribed by SEBI. However, without prejudice to the above and as a measure of abundant caution, it is informed that the said agreement provides that RRPR cannot sell or otherwise dispose of any of its assets or transfer any equity shares of NDTV or create any encumbrance on the equity shares of NDTV without the prior written consent of VCPL.
No. and % of shares encumbered		No. of shares: 1,63,05,404 % of total share capital: 25.29% <i>(Please see response under the heading – "Type of encumbrance")</i>	No. of shares: 18,813,928 (inclusive of 1,63,05,404 shares already encumbered) % of total share capital: 29.18% <i>(Please see response under the heading – "Type of encumbrance")</i>
Specific details About the encumbrance	Name of the entity in whose favour shares encumbered (X)	Vishvapradhan Commercial Private Limited ("VCPL")	VCPL
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Investment Holding Company	Investment Holding Company
	Names of all other entities in the agreement	RRPR Holding Private Limited, Dr. Prannoy Roy and Mrs. Radhika Roy	RRPR Holding Private Limited, Dr. Prannoy Roy and Mrs. Radhika Roy

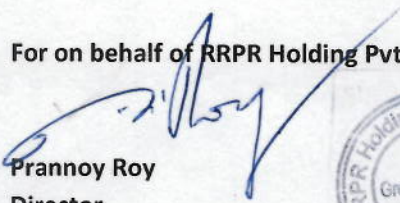


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	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	NO	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A) <i>(Value computed based on 2 years average of weekly high low share price of NDTV shares quoted on National Stock Exchange as on the date of first loan agreement of Rs 285 per share assumed for both the loan agreements)</i>	INR 465.00 Crs.	INR 537.00 Crs.
	Amount involved (against which shares have been encumbered) (B)	INR 350.00 Crs	INR 403.85 Crs. (including INR 350.00 Crs.)
	Ratio of A / B	133%	133%
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company <i>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</i> (a) Any other reason (please specify)	Repayment of an existing loan availed by RRPR from ICICI Bank Limited	Utilization of the entire loan amount by RRPR for investment purposes

For on behalf of RRPR Holding Pvt. Ltd


 Prannoy Roy
 Director



Place: Delhi
 Date: October 04, 2019