

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,

This is to inform you of the outcome of the meeting of the Board of Directors of the Company, held today i.e., December 24, 2020, wherein the Board of Directors, *inter-alia*, considered the following:

- 1) The Company and its subsidiary, NDTV Convergence, are collectively selling 48.44 % stake in their subsidiary, Red Pixels Ventures Limited (“**RPVL**”), to A R Chadha and Co India Pvt Ltd and its Affiliates for INR 11,483.18 per equity share, subject to the parties entering into definitive agreements to the satisfaction of the Board.

RPVL operates Gadgets360.com, one of the world’s largest tech sites.

The stake sale, as approved by the Board of Directors, will comprise of:

- The Company divesting its entire holding
- NDTV Convergence divesting 11.40 percent of its current holding

After this sale of 48.44 % of the total, issued, subscribed and paid-up equity share capital of RPVL, this entity will cease to be a subsidiary of the Company. Please find enclosed detailed disclosure(s) enclosed as Annexure I as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- 2) In continuation of the disclosure dated August 2, 2020, the Ministry of Information and Broadcasting, Government of India, has approved the appointment of Mr. Darius Taraporvala as Non-Executive Non-Independent Director of the Company, and the appointment is effective December 24, 2020.
- 3) BSE Limited and The National Stock Exchange of India Limited, for an alleged delay in the appointment of a sixth director, had sent notices of penalty under 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The notices were dated November 17, 2020 and November 18, 2020. As shared by the Company in earlier disclosures to the stock exchanges on this matter, on this matter, the Board, on account of the COVID-19 pandemic and the subsequent lockdown, was not able to complete the exercise to find a suitable candidate for the appointment of a sixth Director by March 31,

2020 as it was caught up in ensuring the smooth operations of the Company, and was forced to indefinitely postpone physical meetings with the potential candidates.

The Company had shared this information ahead of the deadline with SEBI and had, vide its letters dated March 30, 2020 and June 29, 2020, requested an extension to appoint a sixth Director. The Company had also filed relevant disclosures in this regard with NSE/ BSE. The Board noted that during this period, on account of the pandemic, various regulatory bodies including SEBI have been pleased to grant extensions for compliance with various provisions, including provisions of the SEBI (LODR) Regulations, 2015.

The Board further noted that in compliance with Regulation 17(1)(c) of SEBI LODR Regulations, 2015, and subject to the approval of the Ministry of Information and Broadcasting (MIB), Mr. Darius Taraporvala was appointed the sixth Director on August 2, 2020 as a Non- Executive Non-Independent Director of the Company.

The Board is aware that the Company has filed an application on December 3, 2020 seeking a waiver of the penalty amounting to Rs. 1,88,800/- each imposed by NSE and BSE for the alleged non-compliance in accordance with the carve-out policy of the Stock Exchanges, which allows for a waiver of fines.

You are requested to take the aforesaid information on record.

Thanking you.

Yours faithfully.

For New Delhi Television Limited

(Tannu Sharma)
Company Secretary & Compliance Officer

Disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015

Sale of equity stake held by New Delhi Television Limited and NDTV Convergence Limited in Red Pixels Ventures Limited

Sr. No.	Particulars	Details
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	Turnover of Red Pixels: INR 72.85 Million (attributing 1.85% of the total turnover of the Company for the FY 2019-20) Net Worth of Red Pixels: INR 169.53 Million (attributing 19.22% of the net worth of the Company for the FY 2019-20)
2.	Date of which the agreement(s) for sale has been entered into	Share Purchase Agreement (SPA) is yet to be executed between the Parties
3.	Expected date of completion of sale/disposal	Within 60 days from the date of execution of SPA
4.	Consideration to be received from such sale/disposal of shares	INR 11,483.18 per equity share
5.	Brief details of buyer and whether the buyer belongs to the Promoter/ Promoter Group/Group Companies. If yes, details thereof.	A R Chadha & Co India Pvt Ltd, a company incorporated under the provisions of the Companies Act, 1956 The buyer does not belong to the promoter/promoter group/group companies
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”?	The proposed sale is not a related party transaction
7.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/ merger, shall be disclosed by the listed entity with respect to such slump sale.	The proposed transaction is not a slump sale