

January 29, 2025

The Secretary, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001	The Asst. Vice-President, The National Stock Exchange of India Limited “Exchange Plaza” Bandra Kurla Complex, Bandra (East) Mumbai-400 051
Scrip Code: 532529	Scrip Symbol: NDTV

Sub: Disclosure pursuant to Regulation 30 read with Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Ma'am,

In continuation to our intimation letter dated December 26, 2024 and pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), we would like to inform you that the following share purchase agreements (collectively, the “**SPAs**”) have been executed by New Delhi Television Limited (“**Company**”), and:

- (a) NDTV Convergence Limited (“**NCL**”), and such minority shareholders (as identified below) (“**NCL Sellers**”) in relation to the purchase of shares held by such minority shareholders in NCL by the Company (“**NCL SPA**”);
- (b) NDTV Networks Limited (“**NNL**”) and such minority shareholders (as identified below) (“**NNL Sellers**”) in relation to the purchase of shares held by such minority shareholders in NNL by the Company (“**NNL SPA**”);
- (c) NDTV Worldwide Limited (“**NWL**”) and such minority shareholders (as identified below) (“**NWL Sellers**”) in relation to the purchase of shares held by such minority shareholders in NWL by the Company (“**NWL SPA**”); and
- (d) NDTV Media Limited (“**NML**”) and such minority shareholders (as identified below) (“**NML Sellers**”) in relation to the purchase of shares held by such minority shareholders in NML by the Company (“**NML SPA**”).

The proposed transactions pursuant to the NCL SPA, the NNL SPA, the NWL SPA, and the NML SPA shall hereinafter be collectively referred to as “**Proposed Transactions**”. Pursuant to the Proposed Transactions, the Company has agreed to purchase the following:

- (a) 2,267 equity shares, constituting 3.40% of the issued, subscribed and fully paid-up equity share capital of NCL, from the NCL Sellers, at a price of INR 31,596 per equity share;
- (b) 8,763 equity shares, constituting 14.90% of the issued, subscribed and fully paid-up equity share capital of NNL, from the NNL Sellers, at a price of INR 1,134 per equity share;
- (c) 4,485 equity shares, constituting 3.75% of the issued, subscribed and fully paid-up equity share capital of NWL, from the NWL Sellers, at a price of INR 811 per equity share; and

- (d) 2,98,700 equity shares, constituting 26% of the issued, subscribed and fully paid-up equity share capital of NML, from the NML Sellers, at a price of INR 143.69 per equity share.

The aggregate amount of consideration required to be paid by the Company upon closing of the Proposed Transactions is INR 12,81,22,912/-.

Further, the details required in terms of Regulation 30 of the SEBI Listing Regulations read along with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are enclosed herewith as **Annexure A**.

You are requested to take the above information on record.

Thanking you,

Yours sincerely,

For New Delhi Television Limited

Parinita Bhutani Duggal
Company Secretary and Compliance Officer

Annexure A

Disclosures/ Details of Agreement pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III thereof and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

S. No.	Particulars	Details		
(a)	Name(s) of parties with whom the Agreement is entered	<p>The following share purchase agreements (collectively, the “SPAs”) have been executed by New Delhi Television Limited (“Company”), and:</p> <ul style="list-style-type: none"> i. NDTV Convergence Limited (“NCL”), and the sellers, the list of which is enclosed herewith as Schedule 1 (“NCL Sellers”); ii. NDTV Networks Limited (“NNL”) and the sellers, the list of which is enclosed herewith as Schedule 1 (“NNL Sellers”); iii. NDTV Worldwide Limited (“NWL”) and the sellers, the list of which is enclosed herewith as Schedule 1 (“NWL Sellers”); and iv. NDTV Media Limited (“NML”) and the sellers, the list of which is enclosed herewith as Schedule 1 (“NML Sellers”). 		
(b)	Name of the target entity, details in brief such as size, turnover etc.	<p align="center">Target Companies</p>	<p align="center">Turnover as on March 31, 2024 (Amount in million.)</p>	<p align="center">Net Profit/ (loss) (Amount in million.)</p>
		NCL	1562.64	15.00
		NNL	126.76	(133.34)
		NWL	38.09	4.74
		NML	41.35	20.45
(c)	Purpose of entering into the agreement.	<p>The SPAs have been executed to record the terms of the proposed purchase of 3,14,215 equity shares of NCL, NNL, NWL and NML by the Company from the respective NCL Sellers, NNL Sellers, NWL Sellers and NML Sellers (“Proposed Transactions”)</p>		
(d)	Industry to which the entity being acquired belongs.	<ul style="list-style-type: none"> i. NCL – Media ii. NNL - Media iii. NWL - Media iv. NML - Media 		
(e)	Shareholding, if any, in the entity with whom the agreement is executed.	<ul style="list-style-type: none"> i. The Company holds 17% of the fully paid-up equity share capital of NCL. ii. The Company holds 85% of the fully paid-up equity share capital of NNL. iii. The Company holds 92% of the fully paid-up equity share capital of NWL. 		

		iv. The Company holds 74% of the fully paid-up equity share capital of NML.
(f)	Significant terms of the agreement (in brief).	The SPAs are subject to fulfilment of certain conditions precedent.
(g)	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	The specified acquisition aims to simplify the governance structure of NDTV Group companies.
(h)	Brief details of any governmental or regulatory approvals required for the acquisition.	Not applicable
(i)	Indicative time period for completion of the acquisition	The indicative time period for completion of acquisition of the shares is February 28, 2025
(j)	Consideration - whether cash consideration or share swap or any other form and details of the same.	The consideration under the SPAs is in cash.
(k)	Cost of acquisition and/or the price at which the shares are acquired.	<ul style="list-style-type: none"> i. NCL – INR 31,596 per equity share ii. NNL – INR 1134 per equity share iii. NWL - INR 811 per equity share iv. NML - INR 143.69 per equity share
(l)	Percentage of shareholding / control acquired and / or number of shares acquired	<ul style="list-style-type: none"> i. NCL – 2,267 equity shares, constituting 3.40% of the issued, subscribed and fully paid-up equity share capital of NCL. ii. NNL – 8,763 equity shares, constituting 14.90% of the issued, subscribed and fully paid-up equity share capital of NNL. iii. NWL – 4,485 equity shares, constituting 3.75% of the issued, subscribed and fully paid-up equity share capital of NWL. iv. NML – 2,98,700 equity shares, constituting 26% of the issued, subscribed and fully paid-up equity share capital of NML.
(m)	Extent and the nature of impact on management or control of the listed entity.	Not applicable

(n)	Details and quantification of the restriction or liability imposed upon the listed entity.	None
(o)	Whether, the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship.	Yes, NCL,>NNL, NWL and NML are subsidiaries of the Company.
(p)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”.	The said transaction is at arm’s length basis.
(q)	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Not applicable
(r)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable
(s)	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details of amendment or alteration and impact thereof; or v. reasons for rescission and impact thereof.	Not applicable
(t)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	i. NCL: NCL was incorporated on December 13, 2006, with its registered office at W-17, 2nd Floor, Greater Kailash-I, New Delhi-110048. The company is focused on publishing news and current affairs content through websites, mobile apps, and other digital platforms, using new-age technologies to enhance viewer engagement and experience.

**Last three years' Turnover
(Revenue from operation):**

Financial Year ended	Amount (Rs. in millions)
March 31, 2024	1562.64
March 31, 2023	2026.35
March 31, 2022	1898.40

ii. NNL:

NNL was incorporated on December 10, 2010, having its registered office in Delhi at W-17, 2nd Floor, Greater Kailash-I, New Delhi-110048. NNL is an Indian news media company that produces broadcast and digital news.

**Last three years' Turnover
(Revenue from operation):**

Financial Year ended	Amount (Rs. in millions)
March 31, 2024	126.76
March 31, 2023	105.79
March 31, 2022	125.14

iii. NWL:

NWL was incorporated on July 10, 2008, having its registered office in Delhi at W-17, 2nd Floor, Greater Kailash-I, New Delhi-110048, with an object to carry on the business of providing consultancy services for setting up local television news channels in emerging markets and also offers metadata and EPG content.

**Last three years' Turnover
(Revenue from operation):**

Financial Year ended	Amount (Rs. in millions)
March 31, 2024	38.09
March 31, 2023	33.84
March 31, 2022	21.27

iv. NML:

NML was incorporated on November 13, 2002, having its registered office in Delhi at W-17, 2nd Floor, Greater Kailash-I, New Delhi-110048. NML is a media company.

		Last three years' Turnover (Revenue from operation):	
		Financial Year ended	Amount (Rs. in millions)
		March 31, 2024	41.35
		March 31, 2023	39.81
		March 31, 2022	12.56

Schedule 1

List of Sellers

1. NCL Sellers

S. No.	Name of the NCL Seller
1.	Barkha Dutt
2.	I.P. Bajpai
3.	Kotikalapudi Renu Rao
4.	Saurav Banerjee
5.	Smeeta Chakrabarti
6.	Suparna Singh
7.	Vikramaditya Chandra

2. NNL Sellers

S. No.	Name of the NNL Seller
1.	CV Global Inc.
2.	Phoenix Software (India) Private Limited
3.	Kotikalapudi Renu Rao
4.	I.P. Bajpai
5.	Saurav Banerjee
6.	Smeeta Chakrabarti
7.	Vikramaditya Chandra
8.	Barkha Dutt
9.	Rajiv Mathur
10.	Suparna Singh
11.	Ajay Mankotia
12.	John O' Loan
13.	Sonia Varma Singh

3. NWL Sellers

S. No.	Name of the NWL Seller
1.	Shayane Prithi Singh
2.	Jay Chauhan
3.	Vrishali Puranik

4. NML Sellers

S. No.	Name of the NML Seller
1.	Laxmiraj Seetharam Nayak
2.	Avinash Kaul

3.	Niraj Dutta
4.	Velloli Rohit Gopakumar
5.	Vikas Khanchandani
6.	Hemant Arora
7.	Avani Bhanchawat
8.	Anju Thakur
9.	Shailendra Shetty
10.	Amit Kudva
11.	Dinesh Gupta
12.	Aishwarya Hulyalkar
13.	Namrata Tata
14.	Hersh Bhandari
15.	Vikas Khanna
16.	Pavithra Kalappanda Raja
17.	Siddharth Narula
18.	Pankaj Khanna