

December 30, 2022

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| 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-400051 |
| Scrip Code: 532529 | Scrip Symbol: NDTV |

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

Dear Sir/ Ma'am,

The Board of Directors of the Company at its meeting held today i.e. December 30, 2022, has inter alia:

1. Approved the appointment of following Directors to the Board of the Company with effect from December 30, 2022:

- (a) Mr. Aman Kumar Singh (DIN:02860208) as an Additional Director in the capacity of Non-Executive, Non-Independent Director; and
- (b) Mr. Sunil Kumar (DIN: 07379007) as an Additional Director in the capacity of Non-Executive, Independent Director.

The disclosures pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, along with brief profiles of the new Directors, are enclosed herewith as **Annexure-I**.

The term of Independent Director will be for a period of 3 (three) years w.e.f. December 30, 2022 upto December 29, 2025, subject to approval of the shareholders of the Company. We hereby confirm that the Independent Director satisfies the criteria of independence prescribed under the Companies Act, 2013 and SEBI LODR.

In accordance with the circular dated June 20, 2018 issued by the Stock Exchanges, we hereby confirm that the new Directors are not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority, and neither of them are related to any Director of the Company.

2. Took note of the resignation of following Directors with effect from close of business hours of December 30, 2022, due to change in ownership and control of the Company:

- (a) Dr. Prannoy Roy (DIN:00025576), Whole-Time Director designated Executive Co - Chairperson;
- (b) Mrs. Radhika Roy (DIN:00025625), Whole-Time Director designated Executive Co - Chairperson;
- (c) Mr. Darius Taraporvala (DIN:02077326), Non-Executive, Non - Independent Director;
- (d) Mr. Kaushik Dutta (DIN:03328890), Non-Executive, Independent Director;
- (e) Ms. Indrani Roy (DIN:01033399), Non-Executive, Independent Director; and
- (f) Mr. John Martin O’Loan (DIN:07322343), Non-Executive, Independent Director.

The disclosures and confirmations required under Regulation 30 read with Part A of Schedule III of the SEBI LODR and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 along with resignation letters are enclosed herewith as **Annexure II**.

3. Took note of the change in control of the Company

Consequent to the acquisition of 1,75,77,676 equity shares by RRPR Holding Private Limited (a Promoter Company) (aggregating to 27.26% of the total equity share capital of the Company) from Dr. Prannoy Roy (86,65,209 equity shares) and Mrs. Radhika Roy (89,12,467 equity shares) by way of inter - se transfer, under Regulation 10(1)(a)(ii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the revised shareholding pattern of the Promoters/Promoter Group of the Company is as follows:

| S.No. | Name | Category | No. of Shares | % of Shareholding |
|-------|--|------------------|--------------------|-------------------|
| 1. | Dr. Prannoy Roy | Promoter | 16,11,782 | 2.5 |
| 2. | Mrs. Radhika Roy | Promoter | 16,11,782 | 2.5 |
| 3. | RRPR Holding Private Limited (an indirect subsidiary of Adani Enterprises Limited) | Promoter Company | 3,63,91,604 | 56.45 |
| 4. | Vishvapradhan Commercial Private Limited (a step down subsidiary of Adani Enterprises Limited) | Promoter Company | 53,30,792 | 8.27 |
| | Total | | 4,49,45,960 | 69.72 |

4. Approved the revision in list of Key Managerial Personnel for determining the materiality of an event or information:

Pursuant to Regulation 30(5) of the SEBI LODR read with the Company's Policy to determine materiality of an event or information, the revised list of Key Managerial Personnel for the purpose of determining the materiality of an event or information and making disclosure to the Stock Exchanges is as follows:

| Particulars | Name of Key Managerial Personnel | Contact Details |
|---|---|--|
| For determining materiality of an event or information | (i) Ms. Parinita Duggal, Company Secretary; (ii) Mr. Rajneesh Gupta, Chief Financial Officer | secretarial@ndtv.com rajneesh@ndtv.com |
| For intimating details of material event/information to Stock Exchanges | Ms. Parinita Duggal, Company Secretary | |

You are requested to take the information on record.

Thanking you,

Yours sincerely,

For New Delhi Television Limited

Parinita Bhutani Duggal
Company Secretary and Compliance Officer

Annexure I

Disclosures required under Regulation 30 of SEBI LODR and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, along with brief profiles are as under:

Appointment of Directors:

| Sr. No. | Particulars | Details | |
|----------------|--|---|--|
| 1. | Name of Director/ Nature of Directorship | Mr. Aman Kumar Singh , Additional Director in capacity of Non - Executive Non-Independent Director (DIN 02860208) | Mr. Sunil Kumar , Additional Director in capacity of Non – Executive Independent Director (DIN: 07379007) |
| 2. | Reason for change | Appointment of an Additional Director | Appointment of an Additional Director |
| 3. | Date of Appointment and term of Appointment | With effect from December 30, 2022, to hold office upto the ensuing General Meeting of the Company. | With effect from December 30, 2022 for 3 (three) years upto December 29, 2025, subject to approval in ensuing General Meeting of the Company |
| 4. | Brief profile (in case of appointment) | Mr. Aman Kumar Singh is presently Group Head - Corporate Brand Custodian for the Adani Group. He is a renowned former civil servant with over 25 years of experience in the private and public sector and has worked for both Centre and State in various sectors such as power, smart cities, taxation, technology, environment and consulting. | Mr. Sunil Kumar was a former Chief Secretary in the Government of Chhattisgarh. He was also the Managing Director for EdCIL India Ltd., Madhya Pradesh State Civil Supplies Corporation, Bhopal, Modern Foods India Ltd., Madhya Pradesh Madhyam, Bhopal. |
| 5. | Disclosure of Relationship between Directors (in case of appointment) | Mr. Aman Kumar Singh is not related to any Director of the Company. | Mr. Sunil Kumar is not related to any Director of the Company. |
| 6. | Other Directorships/ Memberships in listed entities (only in case of resignation of Independent Directors) | Not Applicable | Not Applicable |

Annexure II

Disclosures and confirmations under Regulation 30 read with Clause 7B of Para A Part A of Schedule III of SEBI LODR and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are as under:

Resignation of Non - Independent Directors:

| Sr. No. | Particulars | Details | | |
|---------|--|--|--|--|
| | | Dr. Prannoy Roy (DIN:00025576) | Mrs. Radhika Roy (DIN:00025625) | Mr. Darius Taraporvala (DIN:02077326) |
| 1. | Name of Director | Dr. Prannoy Roy (DIN:00025576) | Mrs. Radhika Roy (DIN:00025625) | Mr. Darius Taraporvala (DIN:02077326) |
| 2. | Reason for change | Resignation (Copy of the resignation letter is enclosed herewith) | Resignation (Copy of the resignation letter is enclosed herewith) | Resignation (Copy of the resignation letter is enclosed herewith) |
| 3. | Date of Appointment/Cessation | December 30, 2022 | December 30, 2022 | December 30, 2022 |
| 4. | Brief Profile (in case of appointment) | Not Applicable | Not Applicable | Not Applicable |
| 5. | Disclosure of relationships between Directors (in case of appointment) | Not Applicable | Not Applicable | Not Applicable |

Resignation of Independent Directors:

(i) Mr. Kaushik Dutta (DIN:03328890)

| Sr. No. | Particulars | Details | |
|---------|--|---|---------------------------------|
| | | Details of Directorships | Details of Committees |
| 1. | Name of Director/ Nature of Directorship | Mr. Kaushik Dutta, Independent Director (DIN:03328890) | |
| 2. | Reason for change | Resignation (Copy of the resignation letter is enclosed herewith) | |
| 3. | Date of Appointment/Cessation | December 30, 2022 | |
| 4. | Term of Appointment | Not Applicable | |
| 5. | Brief profile (in case of appointment) | Not Applicable | |
| 6. | Disclosure of Relationship between Directors (in case of appointment) | Not Applicable | |
| 7. | Other Directorships/ Memberships of Committees in listed entities (only in case of resignation of Independent Directors) | PB Fintech Limited (Independent Director) | Chairperson- Audit Committee |

| | | |
|--|---|---|
| | HCL Infosystems Limited (Independent Director) | Chairperson- Accounts & Audit Committee |
| | Newgen Software Technologies Limited (Independent Director) | Chairperson- Audit Committee |
| | Zomato Limited (Independent Director) | Member-Audit Committee |

(ii) Ms. Indrani Roy (DIN:01033399)

| Sr. No. | Particulars | Details |
|---------|--|--|
| 1. | Name of Director/ Nature of Directorship | Ms. Indrani Roy, Independent Director (DIN:01033399) |
| 2. | Reason for change | Resignation (<i>Copy of the resignation letter is enclosed herewith</i>) |
| 3. | Date of Appointment/Cessation | December 30, 2022 |
| 4. | Term of Appointment | Not Applicable |
| 5. | Brief profile (in case of appointment) | Not Applicable |
| 6. | Disclosure of Relationship between Directors (in case of appointment) | Not Applicable |
| 7. | Other Directorships/ Memberships in listed entities (only in case of resignation of Independent Directors) | NIL |

(iii) Mr. John Martin O' Loan, Independent Director (DIN:07322343)

| Sr. No. | Particulars | Details |
|---------|--|--|
| 1. | Name of Director/ Nature of Directorship | Mr. John Martin O' Loan, Independent Director (DIN:07322343) |
| 2. | Reason for change | Resignation (<i>Copy of the resignation letter is enclosed herewith</i>) |
| 3. | Date of Appointment/Cessation | December 30, 2022 |
| 4. | Term of Appointment | Not Applicable |
| 5. | Brief profile (in case of appointment) | Not Applicable |
| 6. | Disclosure of Relationship between Directors (in case of appointment) | Not Applicable |
| 7. | Other Directorships/ Memberships in listed entities (only in case of resignation of Independent Directors) | NIL |

December 30, 2022

To,

**The Board of Directors,
New Delhi Television Limited**

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

Sub: Resignation from the position of Executive Co-Chairperson of the Company

Dear Sir/Ma'am,

I, Prannoy Roy, hereby resign as Whole Time Director and Executive Co-Chairperson of the Company and from all Board Committees of which I am a member, with effect from close of business hours on December 30, 2022. I am resigning owing to the change in ownership of the Company. There are no other material reasons for my resignation.

I am deeply grateful to all Board Members and the Management for their cooperation during my tenure as director and Co-Chairperson of the Company.

I wish the company and the new Board every success in the coming years.

Yours sincerely,

PRANNOY ROY

Digitally signed by
PRANNOY ROY
Date: 2022.12.30
15:38:01 +05'30'

Prannoy Roy
Executive Co-Chairperson
DIN: 00025576

December 30, 2022

To,
The Board of Directors,
New Delhi Television Limited
B-50A, 2nd Floor, Archana Complex,
Greater Kailash-I, New Delhi -110048

Sub: Resignation from the position of Executive Co- Chairperson of the Company

Dear Sir/Ma'am,

I, Radhika Roy, hereby resign as Whole Time Director and Executive Co-Chairperson of the Company and from all Board Committees of which I am a member, with effect from close of business hours on December 30, 2022. I am resigning owing to the change in ownership of the Company. There are no other material reasons for my resignation.

I am deeply grateful to all Board Members and the Management for their cooperation during my tenure as director and Co-Chairperson of the Company.

I wish the company and the new Board every success in the coming years.

Yours sincerely,

RADHIKA
ROY

Digitally signed by
RADHIKA ROY
Date: 2022.12.30
15:40:01 +05'30'

Radhika Roy
Executive Co-Chairperson
DIN: 00025625

December 30, 2022

To,
The Board of Directors,
New Delhi Television Limited
B-50A, 2nd Floor, Archana Complex,
Greater Kailash-I,
New Delhi -110048

Sub: Resignation from directorship of New Delhi Television Limited ("the Company")

Dear Sir/Ma'am,

I hereby resign from the position of the Non-Executive Director of the Company and from all the Board Committees in which I am a member, due to change in ownership and control of the Company, with effect from close of business hours on December 30, 2022.

There are no other material reasons for my resignation. It has been my pleasure to serve on the Board of the Company during my tenure.

I express my gratitude and deep sense of appreciation to the entire Board. My best wishes are always there with the Company.

Yours sincerely



Darius Taraporvala
Non-Executive Director
DIN: 02077326

December 30, 2022

To,
The Board of Directors,
New Delhi Television Limited
B-50A, 2nd Floor, Archana Complex,
Greater Kailash-I,
New Delhi -110048

Sub: Resignation from directorship of New Delhi Television Limited (“the Company”)

Dear Sir/Ma’am,

Pursuant to the change in ownership and control of the Company, I would like to tender my resignation from the position of Independent Director of the Company and from the Membership of all Committees of the Board, with effect from close of business hours on December 30, 2022.

There are no other material reasons for my resignation. I would like to thank the Board Members and the Management of the Company for extending their support over years.

I wish the Company all success.

Yours sincerely



Kaushik Dutta
Independent Director
DIN: 03328890

December 30, 2022

To,
The Board of Directors,
New Delhi Television Limited
B-50A, 2nd Floor, Archana Complex,
Greater Kailash-I,
New Delhi -110048

Sub: Resignation from directorship of New Delhi Television Limited ("the Company")

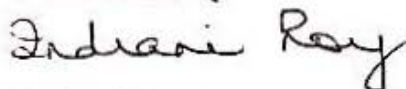
Dear Sir/Ma'am,

Consequent to change in ownership and control of the Company, I would like to resign from my position as an Independent Director of the Company and from all the Board Committees in which I am a member, with effect from close of business hours on December 30, 2022.

It has been my privilege to be on the Board of the Company from May 2004 onwards. I have spent a long tenure being associated as a director with the Company. I would now like to resign as I may not be able to contribute enough time to the responsibilities of the directorship.

There are no other material reasons for my resignation. I sincerely thank the Board and the management for all their support.

Yours sincerely



Indrani Roy
Independent Director
DIN: 01033399



The Board of Directors,
New Delhi Television Limited
B-50A, 2nd Floor, Archana Complex,
Greater Kailash-I,
New Delhi -110048

Ref: Resignation from Directorship of New Delhi Television Limited (“the Company”)

Dear Sir/Ma'am,

I hereby tender my resignation as Independent Director of the Company in long standing and from all the Board Committees on which I currently sit, with effect from close of business hours today, December 30, 2022.

NDTV is internationally respected, above all others in Indian electronic media, for its independent stance, high quality journalism, trust, and business ethics, over 30 years. This has not happened by accident.

It has been a great privilege for me to serve with you as an independent director on the various boards and committees of such an august organisation. I am proud to have been part of a tremendous team of management and media professionals, at least the equal of any I have worked with anywhere during my career with other internationally successful media organisations.

I would like to convey my best wishes for NDTV's continued financial and journalistic success to the new leadership of a Company I have been proud to serve.

Yours sincerely,

A handwritten signature in black ink that reads 'John Martin O'Loan'. The signature is written in a cursive, flowing style.

John Martin O'Loan
Independent Director
DIN: 07322343

December 30, 2022