

May 30, 2022

<b>BSE Limited</b> <b>Corporate Services Department</b> <b>Phiroze Jeejeebhoy Towers</b> <b>Dalal Street, Mumbai-400 001</b>  <b>Scrip Code: 532529</b>	<b>The National Stock Exchange of India Limited</b> <b>Corporate Communications Department</b> <b>“Exchange Plaza”</b> <b>Bandra Kurla Complex, Bandra (East)</b> <b>Mumbai-400051</b> <b>Scrip Symbol: NDTV</b>
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**Sub: Annual Secretarial Compliance Report in compliance with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Ma'am,

In accordance with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular bearing reference no. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith, the Annual Secretarial Compliance Report dated May 30, 2022 for the Financial Year ended March 31, 2022, as certified by M/s. Vishal Arora & Associates, Company Secretaries.

This is for your information and records.

Thanking you,

Yours faithfully,

For New Delhi Television Limited

**PARINITA** Digitally signed by  
PARINITA BHUTANI  
**BHUTANI** Date: 2022.05.30  
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**(Parinita Duggal)**

**Company Secretary & Compliance Officer**

Encl.: As above

*VISHAL ARORA & ASSOCIATES*  
*COMPANY SECRETARIES*

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*Annual Secretarial Compliance Report of M/s New Delhi Television Limited*  
*For the year ended March 31, 2022*

To,

**M/s New Delhi Television Limited**  
B-50 A, 2<sup>nd</sup> Floor, Archana Complex,  
Greater Kailash I,  
New Delhi-110048

We have conducted the Annual Secretarial Compliance Audit of M/s New Delhi Television Limited (hereinafter referred to as “the Company”) in terms of compliance with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, **M/s Vishal Arora & Associates**, Company Secretaries, have examined:

- (a) All the documents and records made available to us and explanation provided by **M/s New Delhi Television Limited** (“the listed entity”),
- (b) The filings/submissions made by the listed entity to the stock exchanges, i.e. BSE Limited and National Stock Exchange of India Ltd (NSE),
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

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(b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable on company during review period)**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(Not applicable on company during review period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable on company during review period)**;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable on company during review period)**;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable on company during review period)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009. **(Not applicable on company during review period)**;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

The Company did not have a Compliance Officer w.e.f. March 1, 2022, on account of the resignation of previous Company Secretary and Compliance Officer Ms. Tannu Sharma.

However, the Company has duly appointed Ms. Parinita Duggal as a Company Secretary and Compliance officer of the Company w.e.f May 18, 2022.

(a) The listed entity has an observation/remarks in terms of the provisions of the above Regulations and circulars/ guidelines issued thereunder,:-

<b>S. No</b>	<b>Compliance Requirement (Regulation/circulars/guide lines including specific clauses)</b>	<b>Deviation</b>	<b>Observations/remarks of the Practicing Company Secretary</b>
		Nil	

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the Company.

(d) The details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder are annexed with the report and marked as *Annexure 1*.

e) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>S. No</b>	<b>Observations of the Practicing Company Secretary in previous report</b>	<b>Observations made in secretarial compliance report for the year ended March, 31 2022</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
<b>NIL</b>			

Since there were no observations in the report for the previous year, the question of any action taken by the listed entity did not arise.

**Notes:**

1. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to Financial Year 2021- 22.

**For Vishal Arora & Associates  
Company Secretaries**

**VISHHAL  
ARORAH**

Digitally signed by VISHHAL ARORAH  
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**Vishhal Arorah**

**Proprietor**

**M. No. 5958; C P No.: 5992**

**UDIN: F005958D000430393**

**PR No. 967/2020**

**Place: New Delhi**

**Date: 30.05.2022**

*Annexure-1*

The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:-

<b>S. No</b>	<b>Actions Taken By</b>	<b>Details of Violation</b>	<b>Details of actions taken E.g.: Fines, warning letter, debarment, etc.</b>	<b>Observation/remarks of Practicing Company Secretary, if any</b>
<b>1</b>	The Securities and Exchange Board of India	<p>SEBI issued notices to RRPR Holding Private Limited (Promoter Group Company), Dr. Prannoy Roy and Mrs. Radhika Roy (“Promoters”) dated March 14, 2018, in relation to alleged violations of the SEBI Act, 1992 read with the SEBI (PFUTP) Regulations and Clause 36 of erstwhile Listing Agreement read with Section 21 of the Securities Contract (Regulation) Act, 1956 for alleged non-disclosure of the loan agreements entered into by:</p> <p>(i) the Promoter Group Company with ICICI Bank Limited, and</p> <p>(ii) the Promoter Group Company and Promoters with Vishvapradhan Commercial</p>	<p>On June 14, 2019, SEBI ruled as follows:</p> <p>a) The Promoter Group Company and the Promoters are restrained from accessing the securities market and are further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of two (2) years. It is also clarified that during the said period of restraint/ prohibition, the existing holding, including units of mutual funds, of the Promoter Group Company and the Promoters shall</p>	<p>The SEBI order was stayed by the Hon’ble Securities Appellate Tribunal on June 18, 2019 based on an appeal filed by the Promoters and the promoter Group Company.</p> <p>As per the disclosure made by the Company on the stock exchanges, the Tribunal, during the hearing dated April 29, 2022 has reserved the matter for orders.</p>

		Private Limited, in the year 2008 - 10.	<p>remain frozen.</p> <p>b) The Promoters are restrained from holding or occupying any position as director or key managerial personnel in the Company for a period of two (2) years.</p> <p>c) The promoters are restrained from holding or occupying any position as director or key managerial personnel in any other listed company for a period of one (1) year.</p>	
2	The Securities and Exchange Board of India	In January 2018, the Company received show cause notice from SEBI alleging certain violations of the SEBI Act, 1992 and the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (“Takeover Regulations”)	SEBI has passed an order dated June 17, 2019 and imposed a penalty of Rs. 12,00,000/- (Rupees Twelve Lacs Only) on the Company under the provisions of Section 15A(b) of the SEBI Act, 1992.	<p>SAT vide its interim order dated August 29, 2019 had directed NDTV to deposit Rs. 12 Lakhs with SEBI within 4 weeks, subject to outcome of appeal.</p> <p>However, in view of the judgement dated September 4, 2019 passed by the Bombay High Court, SAT vide its order dated October 9, 2019 directed that its order dated August 29, 2020 shall be kept in abeyance.</p> <p>As informed by the</p>

				<p>Company, in the hearing dated January 11, 2021 SAT has disposed of the appeal filed by NDTV as infructuous in light of the judgment dated September 4, 2019 passed by the Hon'ble Bombay High Court, which invalidated the Impugned Order.</p> <p>SEBI has filed SLP before Hon'ble Supreme Court against the judgment dated September 4, 2019 passed by the Bombay High Court, which was pending as on March 31, 2022.</p>
<b>3</b>	The Securities and Exchange Board of India	<p>On June 04, 2015, AO of SEBI imposed a penalty of Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) for violation of Section 23A of the Securities Contracts (Regulation) Act, 1956 ("SCRA" for convenience) and Rs. 1,75,000/- (Rupees One Crore Seventy Five Lakhs only) on the Company for violation of Section 23E of the SCRA for failure to comply with Clause 36 of the Listing Agreement.</p> <p>The Company filed an appeal before the Securities Appellate</p>	<p>On November 22, 2019, SEBI issued a Notice of Demand for a sum of Rs, 3,07,31,959/- (Rupees Three Crores Seven Lacs Thirty One Thousand Nine Hundred Fifty Nine only) under Rule 2 of the Second Schedule to the Income Tax Act, 1961 read with Section 28A of the Securities and Exchange Board of India Act, 1992.</p> <p>The bifurcation of penalty amount is as under:</p>	<p>However, in view of the judgement dated September 4, 2019 passed by the Bombay High Court on the writ petition filed by the Company, this adjudication has been declared invalid.</p> <p>SEBI has challenged the judgement dated September 4, 2019 passed by the Bombay High Court before the Supreme Court.</p> <p>NDTV has also filed a Civil Appeal in the Supreme Court</p>

		<p>Tribunal (“SAT”) against the above order.</p> <p>SAT vide order dated August 7, 2019 dismissed Company’s appeal and upheld the penalty of INR 2 Crores imposed on the Company.</p>	<p>Penalty – Rs 2,00,00,000/-</p> <p>Interest – Rs 1,07,30,959/-</p> <p>Recovery Cost – Rs 1000/-</p>	<p>challenging the order dated August 7, 2019 passed by SAT. While the primary stand of the Company in the Civil Appeal is that the Judgment dated September 4, 2019 passed by the Bombay High Court has rendered the Impugned Order otiose and unenforceable, the Appeal has been filed to preserve its rights and remedies in relation to the Impugned Order and to seek interim relief in regard to the Notice of Demand dated November 22, 2019.</p> <p>Both the matters are pending before the Supreme Court as on March 31, 2022.</p>
4	The Securities and Exchange Board of India	<p>SEBI issued notices to the Promoters of the Company dated August 31, 2018, in relation to alleged violations of the Prohibition of Insider Trading Regulations (PIT) for:</p> <p>(a) dealing in securities while being in possession of Unpublished price sensitive information (purchase of 4835850 shares in joint account</p>	<p>SEBI vide its order dated November 27, 2020 directed as follows:</p> <p>(a) The Promoters shall, jointly or severally, disgorge the amount of wrongful gain of ₹16,97,38,335/- as computed in the Show Cause Notice dated 31 August 2018, along</p>	<p>As informed by the Company, the Promoters filed an appeal before Securities Appellate Tribunal (SAT), challenging the order dated November 27, 2020 passed by SEBI.</p> <p>SAT vide its interim order dated January 4, 2021 held that the appeal filed by</p>

		<p>from GA Global Investments Ltd. on Dec 26, 2007); and</p> <p>(b) Trading in closed window period (sale of 2410417 shares by Dr. Prannoy Roy and 2503259 shares by Mrs. Radhika Roy to Goldman Sachs on April 17, 2008).</p>	<p>with interest at the rate of 6% per annum from 17 April 2008, till the date of actual payment of disgorgement amount along with interest, within 45 days from the date of coming into force of the order; and</p> <p>(b) The Promoters shall be restrained from accessing the securities market and further prohibited them from buying, selling or otherwise dealing in securities, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of 2 years. Further, during the period of restrain the existing holding of securities, including the units of mutual funds shall remain under freeze in respect of the Promoters.</p>	<p>Promoters require consideration and directed to list the matter for final disposal on February 10, 2021. In the meanwhile, the Hon'ble SAT has directed the Promoters to deposit 50% of the disgorged amount before SEBI within a period of four weeks.</p> <p>The Promoters filed a Civil Appeal before the Supreme Court challenging the interim order dated January 4, 2021 passed by SAT. The Supreme Court vide its order dated February 15, 2021 has directed that no amount shall be recovered coercively by SEBI pursuant to its order dated November 27, 2020 in the absence of any deposit by the Promoters.</p> <p>As further informed by the Company, the matter before SAT against the order dated November 27, 2020 was still pending as on March 31, 2022.</p>
<b>5</b>	The Securities	SEBI issued notices dated January 10, 2019 to the	SEBI has directed to show cause as to why	SEBI issued a hearing notice dated February

	<p>and Exchange Board of India</p>	<p>Promoters of the Company in relation to alleged violations of the Prohibition of Insider Trading Regulations (PIT) for:</p> <p>(a) dealing in securities while being in possession of Unpublished price sensitive information (purchase of 4835850 shares in joint account from GA Global Investments Ltd. on December 26, 2007); and</p> <p>(b) Trading in closed window period (sale of 2410417 shares by Dr. Prannoy Roy and 2503259 shares by Mrs. Radhika Roy to Goldman Sachs on April 17, 2008).</p>	<p>an inquiry should not be held in terms of Rule 4 of the SEBI (Procedure for Holding Inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 read with Section 15 I of the SEBI Act and penalty be not imposed under Section 15G(i) of SEBI Act for the alleged contravention of the violation of Regulation 3(i) &amp; Regulation 4 of SEBI (PIT) Regulations, 1992 read with regulation 12 of SEBI (PIT) Regulations, 2015 and Section 12A(d) and (e) of SEBI Act, 1992 for trading in the shares of NDTV while in possession of UPSI and 15HB for the alleged contravention of the violation of Code of Conduct for prevention of Insider Trading adopted by NDTV and Regulation 12(2) read with 12(1) of PIT Regulations, 1992 by Dr. Prannoy Roy and Mrs. Radhika Roy.</p>	<p>17, 2021 to the Promoters under Rule 4 of the SEBI (Procedure for Holding Inquiry and imposing penalties by Adjudicating Officer) Rules, 1995.</p> <p>The Promoters have filed their Reply to the aforesaid Show Cause Notice denying the allegations contained therein. The hearing has concluded before SEBI and the matter has been reserved for orders.</p> <p>The Promoters have also filed miscellaneous applications before the Supreme Court seeking a direction that the SEBI should not adopt precipitative steps in relation to the Show Cause Notices dated 10 January 2019. The applications seek to extend the orders of the Hon'ble Supreme Court dated 15 February 2021 to the Show Cause Notices dated 10 January 2019.</p> <p>At a hearing held on 3 September 2021, the Hon'ble Supreme Court granted liberty to SEBI to file its counter affidavit and</p>
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				<p>adjourned the matter. The Ld. Solicitor General appearing for SEBI orally undertook that no precipitative or coercive steps shall be taken in relation to the Show Cause Notices dated 10 January 2019 in the meanwhile. The matter is still pending as on March 31, 2022.</p>
6	<p>The Securities and Exchange Board of India</p>	<p>SEBI issued notices to the Promoters of the Company and RRPR Holding Private Limited dated September 5, 2018 for the non-disclosure of ICICI and Vishvapradhan Commercial Private Limited Loan agreements to the public shareholders of NDTV, alleging violation of:</p> <p>(a) Provisions of Section 12A (a) and (b) of the Securities and Exchange Board of India Act, 1992 (SEBI Act) read with Regulations 3 (a), (b), (c), (d) and 4 (1) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003</p> <p>(b) Clause 49 (1) (D) of erstwhile Equity Listing Agreement read with Section 21 of the Securities Contracts (Regulation) Act, 1956.</p>	<p>SEBI vide its order dated December 24, 2020 directed as follows:</p> <p>(a) A penalty of Rs. 25 Crores has been imposed on the Promoters under Section 15HA of the SEBI Act, to be paid jointly and severally within 45 days of the receipt of the order.</p> <p>(b) A penalty of Rs. 1 Crore each has been imposed on the Promoters under Section 23H of the Securities Contracts (Regulation) Act, 1956, to be paid within 45 days of the receipt of the order.</p>	<p>The Promoters filed an appeal before Securities Appellate Tribunal (SAT) challenging the order dated 24 December 2020 passed by SEBI.</p> <p>The SAT vide its order dated February 15, 2021 had granted partial interim relief to the Promoters and held that if the Promoters deposit 50% of the penalty amount (excluding interest), within a period of 4 weeks, then the balance amount shall not be recovered during the pendency of appeal.</p> <p>Further, a review application was filed before SAT asking for modification/ review of its order, which was dismissed by SAT on March 10, 2021.</p> <p>The Promoters filed an appeal before the Supreme Court</p>

				<p>challenging the interim order dated February 15, 2021 passed by SAT.</p> <p>The Supreme Court vide its order dated March 26, 2021 directed that the order passed by the Tribunal on February 15, 2021 requiring a deposit of 50 percent of the penalty shall stand substituted by a direction that pending the hearing and final disposal of the appeals before SAT, there shall be a stay on the recovery of the penalties.</p> <p>As per the disclosure made by the Company on the stock exchanges, the Tribunal, during the hearing dated April 29, 2022 has reserved the matter for orders.</p>
7	The Securities and Exchange Board of India	<p>SEBI issued notices to the Company dated August 20, 2018, alleging violation of Clause 36 of erstwhile Listing Agreement for non-disclosure of loan agreements of :-</p> <p>(a) Rs. 350 Crores dated July 21, 2009 and</p> <p>(b) Rs. 53.85 Crores dated January, 25 2010, entered</p>	SEBI imposed the penalty of Rs. 5 Crores on the Company vide its order dated December, 29 2020 under Section 23E of the Securities Contracts (Regulation) Act, 1956 for non-disclosure of the said loan agreements.	<p>The Company filed an appeal before Securities Appellate Tribunal (SAT) challenging the order dated December 29, 2020 passed by SEBI.</p> <p>The SAT vide its order dated February 15, 2021 granted partial interim relief to the Company and held that if the Company deposits 50% of the penalty amount</p>

		<p>by RRPR Holding Private Limited (promoter company of NDTV) with Vishvapradhan Commercial Private Limited.</p> <p>The notice was issued under Rule 4 of Securities Contracts (Regulation) (Procedure for Holding Inquiry and imposing Penalties by Adjudicating Officer) Rules, 2005</p>		<p>(excluding interest), within a period of 4 weeks, then the balance amount shall not be recovered during the pendency of appeal.</p> <p>Further, a review application was filed by the Company before SAT asking for modification/ review of its order, which was dismissed by SAT on March 10, 2021.</p> <p>The Company filed an appeal before the Supreme Court challenging the interim order dated February 15, 2021 passed by SAT. The Supreme Court vide its order dated March 26, 2021 directed that the order passed by the Tribunal on February 15, 2021 requiring a deposit of 50 percent of the penalty shall stand substituted by a direction that pending the hearing and final disposal of the appeals before SAT, there shall be a stay on the recovery of the penalties.</p> <p>As per the disclosure made by the Company on the stock exchanges, the Tribunal, during the hearing dated April 29, 2022 has reserved the matter for orders.</p>
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<p><b>8</b></p>	<p>The Securities and Exchange Board of India</p>	<p>SEBI issued notice to the Company dated January, 27 2020, under Rule 4(1) of the Securities Contracts (Regulation) (Procedure for Holding Inquiry and Imposing Penalties) Rules, 2005 read with Section 23 I of the Securities Contracts (Regulation) Act, 1956 relating to alleged non-disclosure of the order dated June, 26 2018 passed by SEBI in the proceedings initiated against Vishvapradhan Commercial Private Limited (VCPL),whereby, SEBI had concluded that VCPL had indirectly acquired control in NDTV, by entering into a loan agreement and call option agreement on July. 21 2009 with the promoters of NDTV and directed VCPL to make public announcement to acquire shares of NDTV in accordance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 within a period of 45 days from the date of the said order.</p>	<p>In terms of rule 4(1) of the Securities Contracts (Regulation) (Procedure for Holding Inquiry and Imposing Penalties) Rules, 2005, the Company was called upon to show cause as to why an inquiry should not be held against the Company in accordance with rule 4 of the Adjudication Rules read with Section 23-I of the SCRA and why penalty, should not be imposed upon the Company under section 23E of the SCRA.</p>	<p>As informed by the Company, on June 27, 2018, the company made a disclosure to the Stock Exchanges reconfirming that Dr. Prannoy Roy and Mrs. Radhika Roy individually and through their company, i.e. RRPR Holding Private Limited continue to own and hold 61.45% of the total paid-up share capital of NDTV and control NDTV.</p> <p>In a letter dated August, 19 2019, the Company pointed out to the SEBI that it was not a party to the proceedings in the matter of VCPL.</p> <p>As further informed by the Company, the hearing before SEBI was concluded on November 5, 2020 and the matter has been reserved for orders.</p>
<p><b>9</b></p>	<p>The Securities and Exchange Board of</p>	<p>SEBI issued the Show Cause Notices to the Company dated:  (a) February 12, 2015 (w.r.t. non-disclosure of</p>	<p>The Company filed two settlement application with SEBI:  1. The Company</p>	<p>As informed by the Company, the matter was pending as on March 31, 2022.</p>

	<p>India</p>	<p>income tax demand of Rs. 450 crores for assessment year 2009-2010);</p> <p>(b) August 20, 2015 (w.r.t (i) delayed disclosure by NDTV of sale of shares in NDTV by K.V.L. Narayan Rao in December 2013 and January 2014 worth more than Rs. 5 lakhs and (ii) failure to disclose by the non-independent directors of NDTV at that time (Dr. Prannoy Roy, Mrs. Radhika Roy, Mr. K.V.L. Narayan Rao &amp; Mr. Vikramaditya Chandra) and Compliance Officer of NDTV at that time (Mr. Anoop Singh Juneja) of price sensitive information, i.e., the income tax demand of Rs. 450 crores), and</p> <p>(c) June 9, 2016 (w.r.t. non-disclosure/delay by NDTV in disclosure of certain sale and purchase of shares in NDTV during 2007-08 and 2010.</p>	<p>along with Directors and KMPs in March 2017 and</p> <p>2. By the Company in July 2017. The application for condonation for delay were filed in respect of both settlement applications.</p> <p>SEBI rejected the applications for condonation of delay and returned the settlement applications in August 2017.</p> <p>The Company filed a Writ Petition No. 617 of 2018 in the Bombay High Court against rejection of two settlement applications dated March 21, 2017 and July 24, 2017 filed before SEBI in respect of SEBI Show Cause Notices.</p> <p>The Bombay High Court vide its judgment dated September 04, 2019 allowed the writ petition filed by the Company and has set aside the impugned orders dated August 23, 2017 and August 31, 2017 passed by SEBI in regard to rejection of settlement applications dated March 21, 2017 and</p>	
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			<p>July 24, 2017.</p> <p>The High Court has further condoned the delay in filing the settlement applications and has directed SEBI to decide the said applications on merits.</p> <p>Consequently, the Hon'ble High Court has further directed that if any order of adjudication has been passed after the filing of the settlement applications in respect of the show cause notices, which are the subject matter of these settlement applications, the same would be rendered invalid.</p> <p>SEBI filed a Special Leave Petition before the Supreme Court challenging the order dated September 4, 2019.</p>	
<b>10</b>	The Securities and Exchange Board of India	<p>SEBI issued the Show Cause Notices against the Company for alleged non-disclosure/delayed disclosure of:-</p> <p>(a) sale of shares by Mr. KVL Narayan Rao, Executive Vice Chairperson of NDTV</p> <p>(b) non-disclosure of tax demand of Rs. 450 crores raised by the Income Tax department vide order dated February 21, 2014</p>	<p>SEBI imposed the following penalty on the Company vide its order dated March 16, 2018</p> <p>(a) Rs. 10 Lakhs on the Company for delayed disclosures w.r.t sale of shares by Mr. KVL Narayan Rao, Executive Vice Chairperson of NDTV;</p>	<p>As informed by the Company, the Company along with its executives (including ex-executives) filed an appeal before the Securities Appellate Tribunal (SAT) against the said order which was partially allowed by SAT vide order dated August 7, 2019.</p> <p>The SAT struck down the penalty of Rs. 2 Lacs imposed on the</p>

		<p>(c) delayed disclosures w.r.t sale of shares by Mr. KVL Narayan Rao, Executive Vice Chairperson, NDTV (matter of the show cause notice dated August 20, 2015)</p>	<p>(b) Rs. 3 Lakhs each on Dr. Prannoy Roy, Executive Co-Chairperson, NDTV; Mrs. Radhika Roy, Executive Co-Chairperson, NDTV and Mr. Vikramaditya Chandra, Group CEO and Executive Director, NDTV (at that time) for non-disclosure of tax demand of Rs. 450 crores raised by the Income Tax department vide order dated 21 February 2014</p> <p>(c) Rs. 2 Lakhs on Mr. Anoop Juneja, AVP-Legal and Company Secretary, NDTV, for non-disclosure of above-mentioned tax demand</p> <p>(d) Rs. 1 Lakh for delayed disclosures w.r.t sale of shares by Mr. KVL Narayan Rao, Executive Vice Chairperson, NDTV (matter of the show cause notice dated August 20, 2015).</p>	<p>former Compliance Officer of the Company for the violation of Clause 36 of the erstwhile Listing Agreement and upheld all other penalties imposed by SEBI.</p> <p>Pursuant to the Judgment dated September 4, 2019 passed by the Bombay High Court, the order passed by SAT has been rendered invalid.</p> <p>SEBI has filed a SLP in the Supreme Court challenging the Bombay High Court Judgment.</p> <p>As further informed by the Company, the matter was still pending as on March 31, 2022.</p>
11	BSE Limited and the National	The BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) vide their e-mails imposed the penalty on the	The BSE and NSE have imposed the penalties of Rs. 5,36,900/- and Rs. 1,88,800/- each for the	As informed by the Company that the Company had filed the waiver applications before NSE and BSE.

Stock Exchange of India Limited	<p>Company for Rs. 5,36,9,00/- inclusive of GST each for the period commencing from April 1, 2020 to June 30, 2020 for not appointing the 6<sup>th</sup> Director on the Board of the Company by March 31, 2020 pursuant to regulation No. 17 (1) (c) of the SEBI LODR, 2015.</p> <p>The BSE and NSE further imposed the penalty on the Company for Rs. 1,88,8,00/- inclusive of GST each for the period commencing from July 1, 2020 to August 1, 2020 for not appointing the 6<sup>th</sup> Director on the Board of the Company by March 31, 2020 pursuant to regulation No. 17 (1) (c) of the SEBI LODR, 2015.</p>	non-compliance of regulation No. 17 (1) (c) of the SEBI LODR, 2015.	<p>While the BSE, on June 23, 2021, accepted NDTV's explanation and agreed to waive any penalty, the NSE imposed the fine vide its letter no. NSE/LIST/SOP/ NDTV dated October 14, 2021.</p> <p>As per the disclosure made by the Company on the stock exchanges, the Company has paid the penalty without prejudice to its rights and contentions.</p>
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**For Vishal Arora & Associates  
Company Secretaries**

**VISHHAL  
ARORAH**

Digitally signed by VISHHAL ARORAH  
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l=GHAZIABAD, title=7020,  
pseudonym=702020201219154906509  
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**Vishhal Arorah**

**Proprietor**

**M. No. 5958; C P No.: 5992**

**UDIN: F005958D000430393**

**PR No. 967/2020**

**Place: New Delhi**

**Date: 30.05.2022**