

May 30, 2019

<p>BSE Limited Corporate Services Department Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001</p> <p>Scrip Code: 532529</p>	<p>The National Stock Exchange of India Limited Corporate Communications Department “Exchange Plaza” Bandra Kurla Complex, Bandra (East) Mumbai-400051</p> <p>Scrip Symbol: NDTV</p>
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Dear Sir/Ma'am,

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

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report dated May 20, 2019 for the year ended March 31, 2019, as certified by Hemant Singh & Associates, Company Secretaries.

This is for your information and records.

Thanking you,

Yours faithfully,

For New Delhi Television Limited



(Shiv Ram Singh)

Company Secretary & Compliance Officer

Encl.: As above.



Secretarial Compliance Report of
New Delhi Television Limited
CIN : L92111DL1988PLC033099
For the year ended March 31, 2019

To,
New Delhi Television Limited
402, Archana, B - Block Road,
Archana, Greater Kailash- I
New Delhi -110048

We, **Hemant Singh & Associate, Company Secretaries**, have examined:

- a) All the documents and records made available to us and explanation provided by New Delhi Television Limited ('the listed entity');
- b) The filings/ submission made by the listed entity to the stock exchanges;
- c) Website of the listed entity;
- d) Website of Securities and Exchange Board of India (SEBI), BSE Limited and National Stock Exchange of India Ltd (NSE);

For the year ended March 31,2019 ("Review Period") in respect of compliance with the provision of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities 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, 2009; **(Not Applicable on Company during the 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 the review period);**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable on Company during the review period);**



- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable on Company during the review period);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, **(Not Applicable on Company during the 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;

And based on the above examination, We hereby report that, during the Review period :

- a) The listed company has complied with the provisions of above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulation/circulars/guidelines including specific clause)	Deviation	Observations/ remarks of the Practicing Company Secretary
	NIL	NIL	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 following are the details of the actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchange (including the Standard operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circular/guideline issued thereunder

Sr. No	Action Taken By	Details of violation	Detail of action taken E.g. Fines, warning letter, debarment, etc.	Observations/ remarks of Practicing Company Secretary, if any.
	NIL	NIL	NIL	NIL



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

Sr. No	Observations of Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended The years to be mentioned	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	This being the first reporting since the notification of the requirements to submit the report. Therefore, reporting on actions to comply with the observations made in the previous report does not arise.			

NOTE:

However, during period under review, the following proceedings were initiated by the Securities Exchange Board of India (SEBI) against New Delhi Television Limited (“the Company /NDTV”), its directors and promoters:

1. *Securities Exchange Board of India vide order dated March 16, 2018 has imposed a fine of INR 10 Lacs on the Company and INR 3 lacs on certain executives of the company for certain delayed disclosures under the listing agreement and the Insider Regulations. The Company along with its executives (including ex-executives) filed an appeal before SAT Mumbai against the aforesaid order issued by SEBI on May 7, 2018. (Source: www.sebi.gov.in and www.ndtv.com)*
2. *On June 26, 2018, SEBI passed order against Vishvapradhan Commercial Private Ltd. (VCPL) in the matter of NDTV regarding change of control of NDTV. Against that aforesaid Order, the Company stated that the said order was passed in proceeding initiated against VCPL in which proceeding neither NDTV nor any of the promoters of NDTV were parties. Further as mentioned in the aforesaid SEBI order, in light of some loan transaction between promoters of NDTV (as borrower) and VHPL (as lender), SEBI directed VCPL to make public offer under SEBI takeover regulations (Source: www.sebi.gov.in)*
3. *On August 27, 2018, RRPR Holding Private Ltd (RRPR), one of the promoter of NDTV filed Writ Petition before Hon'ble High Court of Delhi against SCN date March 14, 2018, issued by Securities Exchange Board of India to RRPR, Dr. Prannoy Roy and Mrs. Radhika Roy (Promoters of the Company) alleging violation, inter-alia, of section 12A(a) to (c) of Securities Exchange Board of India Act, 1992 read with SEBI (Prohibition of fraudulent and unfair trade practices relating to securities markets) Regulations, 2003. The said SCN was issued for non-disclosure of loan agreements/agreement entered into by the promoters of Company with ICICI Bank Ltd and Vishvapradhan Commercial Private Limited in earlier years.*



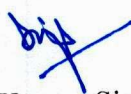
The Writ Petition was heard by the Hon'ble Delhi High Court on August 29, 2018, which was pleased to issue notice on the said writ petition and inter-alia, directed SEBI to provide inspection of all the docs relevant to RRPR. (Source: www.ndtv.com).

4. Dr. Prannoy Roy & Mrs. Radhika Roy, promoters of NDTV received Show Cause Notice (SCN) dated August 31, 2018 issued under Section 11(1), 11(4) and 11B of Securities Exchange Board of India Act, 1992 ("SEBI Act") alleging violation inter-alia of provisions of section 12 A (d) and (e) of SEBI Act read with Regulation 3(i) and Regulation 4 of SEBI (Prohibition Of Insider Trading) Regulations, 1992. (Source: www.ndtv.com)
5. On August 29, 2018, NDTV received a Show Cause Notice dated August 20, 2018 (SCN) under Rule 4 of Securities Contracts (Regulation) (Procedure for Holding Inquiry and imposing Penalties by Adjudicating Officer) Rules, 2015, issued by Securities and Exchange Board of India (SEBI) relating to alleged non-disclosure of the loan agreements entered into by RRPR Holding Private Limited, one of the Promoters of NDTV, with Vishvapradhan Commercial Private Limited, under clause 36 of erstwhile Equity Listing Agreement read with Section 21 of SCR Act, in the previous years. (Source: www.ndtv.com)
6. Dr. Prannoy Roy & Mrs. Radhika Roy, and RRPR Holding Private Limited, promoters of NDTV, on received Show Cause Notice (SCN) dated September 05, 2018 issued by SEBI under rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 and Rule 4 of the Securities Contracts (Regulation) (Procedure for Holding Inquiry and imposing Penalties by Adjudicating Officer) Rules, 2005, inter-alia alleging certain violation under SEBI 1992 read with SEBI (Prohibition Of Fraudulent And Unfair Trade Practices Relating To Securities Market) Regulations, 2003 and equity listing agreement read with Securities Contracts (Regulation) Act, 1956. (Source: www.ndtv.com)

For **Hemant Singh & Associates**



Date: May 20, 2019
Place: New Delhi


Hemant Kumar Singh
(Partner)
FCS No. 6033
CP No : 6370