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NDTV

NEW DELHI TELEVISION LIMITED

Our Company was originally incorporated as ‘New Delhi Television Private Limited’ on September 8, 1988, as a company limited by shares under the Companies Act, 1956 pursuant to a certificate of incorporation dated September 8, 1988, issued by the Assistant Registrar of Companies, Delhi and Haryana. Further, our Company was converted into a public limited company with effect from August 31, 1994. Subsequently, the name of our Company was changed to ‘New Delhi Television Limited’ and a fresh certificate of incorporation consequent to change of name dated August 31, 1994 under the Companies Act, 1956 was issued by the Assistant Registrar of Companies, National Capital Territory of Delhi and Haryana. For details in relation to the changes in name and registered office of our Company, see “*General Information*” beginning on page 45 of the Letter of Offer.

Registered Office: W-17, 2nd Floor, Greater Kailash-1, New Delhi -110 048, Delhi, India
Corporate Office: Max Square, Floors 1 & 2, Plot No. C3-C, Noida-Greater Noida Expressway, Sector-129, Noida – 201 304, Uttar Pradesh, India
Tel: 0120-6835000/0120-6462200; **Contact Person:** Parinita Bhutani Duggal, Company Secretary and Compliance Officer
E-mail: secretarial@ndtv.com; **Website:** www.ndtv.com; **Corporate Identity Number:** L92111DL1988PLC033099

PROMOTERS OF OUR COMPANY: VISHVAPRADHAN COMMERCIAL PRIVATE LIMITED AND RRPR HOLDING PRIVATE LIMITED
FOR PRIVATE CIRCULATION TO ELIGIBLE EQUITY SHAREHOLDERS OF NEW DELHI TELEVISION LIMITED (THE “COMPANY” OR THE “ISSUER”) ONLY

ISSUE OF UP TO 48,353,450* FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹4 EACH OF OUR COMPANY (THE “RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF ₹82.00 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹78.00 PER RIGHTS EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING UP TO ₹ 3,964.98 MILLION* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 3 (THREE) RIGHTS EQUITY SHARES FOR EVERY 4 (FOUR) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON FRIDAY, SEPTEMBER 12, 2025 (“RECORD DATE”) (THE “ISSUE”). FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” BEGINNING ON PAGE 71 OF THE LETTER OF OFFER.

*Assuming full subscription in the Issue. Subject to finalization of Basis of Allotment.

NOTICE TO ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY

ISSUE OPENS ON:
MONDAY, SEPTEMBER 22, 2025

LAST DATE FOR ON MARKET RENUNCIATIONS*:
FRIDAY, OCTOBER 3, 2025

ISSUE CLOSSES ON**:
WEDNESDAY, OCTOBER 8, 2025

* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncee(s) on or prior to the Issue Closing Date.
** Our Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date

ASBA*

Simple, Safe, Smart way of Application
- Make use of it !!!

*Application supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details read section on ASBA below

FACILITIES FOR APPLICATION IN THIS ISSUE:
In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI ICDR Master Circular and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see “*Terms of the Issue-Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 76 of the Letter of Offer.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in the Issue and clear demarcated funds should be available in such account for such an Application.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS: In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form.

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, Rights Entitlements have been credited to the demat account of the eligible equity shareholders (“**RE Holders**”) under the ISIN: INE155G20011 on September 16, 2025.

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the “**On Market Renunciation**”), or (b) through an off-market transfer (the “**Off Market Renunciation**”), during the Renunciation Period.

If no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under the Issue for subscribing to the Rights Equity Shares offered under the Issue.

PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.

CREDIT OF RES IN COMPANY'S DEMAT SUSPENSE ACCOUNT

Our Company has opened a separate demat suspense escrow account (namely, “**NEW DELHI TELEVISION LIMITED**”) (“**Demat Suspense Account**”) and would credit Rights Entitlements on the basis of the Equity Shares: (a) held by Eligible Equity Shareholders which are held in physical form as on Record Date; or (b) which are held in the account of the Investor Education and Protection Fund (“**IEPF**”) authority; or which of the Eligible Equity Shareholder whose demat accounts are frozen or where the Equity Shares are lying in the unclaimed/ suspense escrow account / demat suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date or where Equity Shares have been kept in abeyance or where entitlement certificate has been issued or where instruction has been issued for stopping issue or transfer or where letter of confirmation lying in escrow account; or (d) where credit of the Rights Entitlements have returned/reversed/failed for any reason; or (e) where ownership is currently under dispute, including any court or regulatory proceedings or where legal notices have been issued, if any or (f) such other cases where our Company is unable to credit Rights Entitlements for any other reasons.

Our Company shall credit the Rights Entitlements to the Demat Suspense Account on the basis of information available with our Company and to serve the interest of relevant Eligible Equity Shareholders to provide them with a reasonable opportunity to participate in the Issue. The credit of the Rights Entitlements to the Demat Suspense Account by our Company does not create any right in favour of the relevant Eligible Equity Shareholders for transfer of Rights Entitlement to their demat account or to receive any Equity Shares in the Issue.

With respect to the Rights Entitlements credited to the Demat Suspense Account, the Eligible Equity Shareholders are required to provide relevant details / documents as acceptable to our Company or the Registrar (such as applicable regulatory approvals, self-attested PAN and client master sheet of demat account, details/ records confirming the legal and beneficial ownership of their respective Equity Shares, etc.) to our Company or the Registrar no later than two clear Working Days prior to the Issue Closing Date to enable credit of their Rights Entitlements by way of transfer from the Demat Suspense Account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer. In the event that the Eligible Equity Shareholders are not able to provide relevant details to our Company or the Registrar by the end of two clear Working Days prior to the Issue Closing Date, Rights Entitlements credited to the Demat Suspense Account shall lapse and extinguish in due course and such Eligible Equity Shareholder shall not have any claim against our Company and our Company shall not be liable to any such Eligible Equity Shareholder in any form or manner and such lapsing of Rights Entitlement may dilute and adversely impact the interest of certain Eligible Equity Shareholders. For details, please see “*Terms of the Issue*” on page 71 of the Letter of Offer.

COMPLETION OF DISPATCH OF ISSUE MATERIAL

The dispatch of the Application Form, Letter of Offer dated September 8, 2025 and RE Entitlement Letter (“**Issue Material**”) has been completed on September 16, 2025. In case of Eligible Equity Shareholders who have provided their valid e-mail address to our Company, the Issue Material has been sent to their e-mail address and in cases where Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials, as applicable has been physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Making of an Application through the ASBA process

An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in the Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34.

MAKING OF AN APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS ON PLAIN PAPER UNDER ASBA PROCESS: An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper in terms of Regulation 78 of SEBI ICDR Regulations in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to the Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar or the Stock Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that in terms of Regulation 78 of SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being New Delhi Television Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) DP and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue;
- Number of Equity Shares held as on Record Date;
- Allotment option – only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Rights Equity Shares applied for;
- Total Application amount paid at the rate of ₹ 82.00 per Rights Equity Share;
- Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;

CORRIGENDUM TO THE LETTER OF OFFER DATED SEPTEMBER 8, 2025 : NOTICE TO INVESTORS (“THE CORRIGENDUM”)



This is with reference to the Letter of Offer dated September 8, 2025, filed by the Company with the Securities and Exchange Board of India (“**SEBI**”), BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) in relation to the Issue. Investors to note the following:

- The following disclosures under the section titled “*Issue Information – Terms of the Issue – Basis for the Issue and Terms of the Issue – Fractional Entitlements*” on pages 87 and 88 of the Letter of Offer, are be and hereby, substituted in its entirety with the following:
“The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 3 (three) Equity Shares for every 4 (four) Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 4 (four) Equity Shares or not in the multiple of 4 (four), the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.
Further, the Eligible Equity Shareholders holding less than 2 (two) Equity Shares as on Record Date shall have ‘zero’ entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.”

The disclosure in the Letter of Offer and other applicable materials in relation to the Issue, stands modified to the extent of aforementioned, pursuant to this Corrigendum. The above changes are to be read in conjunction with the Letter of Offer and other applicable materials in relation to the Issue. Accordingly, such references in the Letter of Offer and other applicable materials in relation to the Issue, stand updated and amended pursuant to this Corrigendum.

Investors should only rely on the information included in the Letter of Offer, the Application Form and other applicable materials in relation to the Issue, as updated pursuant to this Corrigendum, while making an investment decision to invest in the Issue.

The Corrigendum will be filed with SEBI and the Stock Exchanges and shall be made available on the website of SEBI at www.sebi.gov.in, on the websites of the Stock Exchanges i.e. NSE and BSE at www.nseindia.com and www.bseindia.com, respectively and the website of the Company at www.ndtv.com.

Registrar to the Issue	Company Secretary and Compliance Officer
 KFIN Technologies Limited Selenium, Tower - B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Rangareddy, Telangana, India Telephonenumber: 91-40-67162222/18003094001 Email: ndtv.rights@kfintech.com; Investor grievance email: einward.ris@kfintech.com Website: www.kfintech.com; Contact Person: M Murali Krishna SEBI registration no.: INR000000221	 Parinita Bhutani Duggal, Company Secretary and Compliance Officer Company Name – New Delhi Television Limited Registered Office: W-17, 2nd Floor, Greater Kailash-1, New Delhi -110 048, Delhi, India Corporate Office: Max Square, Floors 1 & 2, Plot No. C3-C, Noida-Greater Noida Expressway, Sector-129, Noida – 201 304, Uttar Pradesh, India E-mail: secretarial@ndtv.com Corporate Identity Number: L92111DL1988PLC033099

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Form, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please see “*Terms of the Issue*” on page 71 of the Letter of Offer.

Date : September 16, 2025
Place : New Delhi

New Delhi Television Limited is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer dated September 8, 2025 with Stock Exchanges. The Letter of Offer is available on the website of the Company at www.ndtv.com and on the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE India at www.nseindia.com. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see section titled “*Risk Factors*” beginning on page 23 of the Letter of Offer.

The Rights entitlement and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the U.S. Securities Act. Accordingly, the Rights Entitlements and Rights Equity Shares are being offered and sold in “offshore transactions”, as defined in, and in reliance on Regulation S under the U.S. Securities Act to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdiction. There will be no public offering in the United States.

On behalf of Board of Directors
For New Delhi Television Limited
Parinita Bhutani Duggal
Company Secretary and Compliance Officer