

# NEW DELHI TELEVISION LIMITED

Registered Office: B-50 A, 2nd Floor, Archana Complex, Greater Kailash-I, New Delhi - 110048, India  
Tel: +91 11 41577777; +91 11 26446666 Fax: +91 11 49862990, CIN: L92111DL1988PLC033099

OPEN OFFER FOR ACQUISITION OF UP TO 16,762,530 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF INR 4 EACH ("EQUITY SHARES") REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL OF NEW DELHI TELEVISION LIMITED ("TARGET COMPANY") FROM ALL THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY VISHVAPRADHAN COMMERCIAL PRIVATE LIMITED ("ACQUIRER") TOGETHER WITH AMG MEDIA NETWORKS LIMITED ("PAC 1") AND ADANI ENTERPRISES LIMITED ("PAC 2", AND COLLECTIVELY WITH PAC 1, "PACS") IN THEIR CAPACITY AS PERSONS ACTING IN CONCERT WITH THE ACQUIRER, PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1), 4 AND 5 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO ("SEBI (SAST) REGULATIONS") AT A PRICE OF INR 294.00 PER EQUITY SHARE ("OFFER/OPEN OFFER")

This post-offer advertisement ("Post Offer Advertisement") is being issued by JM Financial Limited, the manager to the Offer ("Manager to the Offer"), for and on behalf of the Acquirer and PACs (collectively, "Acquirer Group") in respect of the Offer to the Public Shareholders of the Target Company, pursuant to and in compliance with Regulation 18(12) of the SEBI (SAST) Regulations. The detailed public statement with respect to the Offer dated August 29, 2022 was published on August 30, 2022 in all editions of Financial Express (English national daily) and Jansatta (Hindi national daily), and Mumbai edition of Navshakti (Marathi daily, being the regional language of the place where the equity shares of the Target Company are listed) by the Manager to the Offer on behalf of the Acquirer and PACs, in compliance with the SEBI (SAST) Regulations ("Detailed Public Statement" or "DPS")

This Post Offer Advertisement should be read in continuation of, and in conjunction with:

- the public announcement dated August 23, 2022 ("PA");
- the DPS;
- the letter of offer dated November 11, 2022 in connection with the Offer ("LOF");
- the pre-offer advertisement cum corrigendum dated November 19, 2022 ("Pre-Offer Advertisement cum Corrigendum") with respect to the Offer which was published on November 21, 2022 in all newspapers in which the DPS was published; and
- the notice for the attention of Public Shareholders dated November 29, 2022 in connection with the Offer ("Notice to Shareholders").

The Post-Offer Advertisement is being published in all such newspapers in which the Detailed Public Statement, the Pre-Offer Advertisement cum Corrigendum and the Notice to Shareholders, were published.

Capitalized terms used but not defined in this Post Offer Advertisement shall have the same meaning assigned to such terms in the LoF and Pre- Offer Advertisement cum Corrigendum, unless otherwise defined.

The public shareholders of the Target Company are requested to kindly note the following information related to the Offer:

- Name of the Target Company: New Delhi Television Limited
- Name of the Acquirer and PAC: Vishvapradhan Commercial Private Limited ("Acquirer")  
AMG Media Networks Limited ("PAC 1")  
Adani Enterprises Limited ("PAC 2")
- Name of the Manager to the Offer: JM Financial Limited
- Name of the Registrar to the Offer: KFin Technologies Limited
- Open Offer Details  
Date of Opening of the Offer: November 22, 2022 (Tuesday)  
Date of Closure of the Offer: December 05, 2022 (Monday)
- Date of Payment of Consideration: December 15, 2022 (Thursday)
- Details of Acquisition:

Sr. No.	Particulars	Proposed in the Open Offer Document		Actuals	
		Number	% of Voting Share Capital	Number	% of Voting Share Capital
7.1	Offer Price	INR 294.00		INR 294.00	
7.2	Aggregate number of shares tendered	16,762,530 <sup>(1)</sup>		5,332,087 <sup>(3)</sup>	
7.3	Aggregate number of shares accepted	16,762,530 <sup>(1)</sup>		5,330,792 <sup>(4)</sup>	
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	INR 4,928,183,820.00 <sup>(1)</sup>		INR 1,567,252,848	
7.5	Shareholding of the Acquirer and PACs before agreements/ Public Announcement	NIL		NIL	
7.6	Shares acquired by way of agreements <sup>(2)</sup>	NIL		NIL	
7.7	Shares acquired by way of Open Offer	Up to 16,762,530 <sup>(1)</sup>		5,330,792 <sup>(4)</sup>	
7.8	Shares acquired after Detailed Public Statement <sup>(2)</sup>	NIL		NIL	
7.9	Post Offer shareholding of Acquirer and PACs <sup>(2)</sup>	Up to 16,762,530 <sup>(1)</sup>		5,330,792 <sup>(2)</sup>	
7.10	Pre Offer shareholding of the Public <sup>(5)</sup>	24,856,099		24,856,099	
	Post Offer shareholding of the Public	8,093,569 <sup>(6)</sup>		1,95,25,307	

Notes:

- Assuming full acceptance under the Offer.
- As disclosed in the LoF, this Open Offer is a mandatory open offer in compliance with Regulations 3(1), 4, and 5 of the SEBI (SAST) Regulations and is being made as a result of an indirect acquisition of control over the Target Company by the Acquirer pursuant to the Underlying Transaction. The Acquirer Group has not directly acquired any Equity Shares in the Target Company during the offer period except pursuant to the Open Offer. However, pursuant to the Underlying Transaction and as disclosed in the Notice to Shareholders, the Promoter Company issued 1,990,000 equity shares of face value INR 10 each to the Acquirer on November 28, 2022 representing 99.50% of the paid up share capital of the Promoter Company against the Warrant Exercise Notice dated August 23, 2022 issued by the Acquirer to the Promoter Company. Pursuant to the Underlying Transaction, the Acquirer has acquired control over the Promoter Company, which holds 29.18% of the Voting Share Capital of the Target Company.
- Out of 5,332,087 Equity Shares tendered, 5,327,989 shares were in dematerialized form and 4,098 shares were in physical form.
- Out of 5,332,087 Equity Shares tendered in the Offer, 5,330,792 Equity Shares were validly tendered in the Open Offer. Out of such 5,330,792 Equity Shares validly tendered and accepted, 5,327,989 Equity shares were in dematerialized form and 2,803 Equity Shares were in physical form.
- The Pre Offer Shareholding of the Public is as on November 11, 2022 as disclosed in the LOF.
- Computed assuming that the entire 26.00% of the Voting Share Capital is tendered and accepted in the Open Offer.
- The Acquirer, PACs and their respective directors, severally and jointly, accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations of the Acquirer and the PACs as laid down in the SEBI (SAST) Regulations. The Acquirer and PACs would be severally and jointly responsible to ensure compliance with the SEBI (SAST) Regulations.
- A copy of this Post Offer Advertisement would also be available on SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in).

## ISSUED ON BEHALF OF THE ACQUIRER AND PACs BY MANAGER TO THE OFFER

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p><b>JM Financial Limited</b> 7th Floor, Energy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025, India. Tel. No.: +91 22 6630 3030 Fax No.: +91 22 6630 3330 Email ID: <a href="mailto:ndtv.openoffer@jmfli.com">ndtv.openoffer@jmfli.com</a> Contact Person: Ms. Prachee Dhuri SEBI Registration Number: INM000010361 CIN: L67120MH1986PLC038784</p>	 <p><b>KFin Technologies Limited</b> (formerly known as KFin Technologies Private Limited) Selenium, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 Tel. No.: +91 40 6716 2222 Fax No.: 04023431551 Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a> Email ID: <a href="mailto:ndtvopenoffer@kfintech.com">ndtvopenoffer@kfintech.com</a> Contact Person: Mr. Murali Krishna SEBI Registration Number: INR000000221 CIN: U72400TG2017PLC117649</p>

Place: Ahmedabad

Date: December 19, 2022