

## NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]*

**To,  
The Members,  
New Delhi Television Limited**

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022, 09/2023 dated 25<sup>th</sup> September, 2023 and 9/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) set out below are proposed to be passed by the Members of New Delhi Television Limited (“**the Company**”) by means of Postal Ballot, only by way of remote e-voting (“**e-voting**”) process.

### **Item No. 1**

#### **Approval of Material Related Party Transaction(s) with NDTV Networks Limited for the financial year 2024-25**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“**Board**”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with NDTV Networks Limited (“**NNL**”), a subsidiary and related party of the Company, during the financial year 2024-25, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per the provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.”

## **Item No. 2**

### **Approval of Material Related Party Transaction(s) with Adani Enterprises Limited for the financial year 2025-26**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Adani Enterprises Limited (“AEL”), a related party of the Company, during the financial year 2025-26 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per the provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.”

## **Item No. 3**

### **Approval of Material Related Party Transaction(s) with NDTV Convergence Limited for the financial year 2025-26**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise

(whether individually or series of transaction(s) taken together or otherwise), with NDTV Convergence Limited (“NDTV Convergence”), a material subsidiary and related party of the Company, during the financial year 2025-26 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, may exceed the prescribed thresholds as per the provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.”

#### **Item No. 4**

#### **Enhancement of limits for investments, extending loans and giving guarantee or providing security under Section 186 of the Companies Act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include person(s) authorised and/or committee of Directors) be and is hereby authorised for giving any loan to any person or other body corporate, giving any guarantee or providing security in connection with a loan to any other body corporate or persons and / or acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company from time to time in one or more tranches as the Board may deems fit to the extent of Rs. 1,000 Crores (Rupees One Thousand Crores only) which shall be over and above the limits as specified in Section 186 of the Companies Act, 2013 read with the applicable rules, circulars or clarifications thereunder.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

#### **Item No. 5**

#### **Approval to sell, lease or dispose of the undertaking(s) or substantially whole of undertaking(s) of the Company, under Section 180(1)(a) of the Companies Act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of

the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any), and Regulation 37A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and in terms of the Memorandum and Articles of Association of the Company, the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include person(s) authorised and/or committee of Directors), be and is hereby authorized to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings of the Company, including but not limited to creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms and conditions as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future, provided that the value of such undertaking(s) shall not at any time exceed Rs. 1,000 Crores (Rupees One Thousand Crores Only)."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**By Order of the Board of Directors,  
For New Delhi Television Limited**

**Sd/-**

Date: January 25, 2025

Place: New Delhi

**Parinita Bhutani Duggal  
Company Secretary and Compliance Officer  
ACS No.: 41270**

**Registered Office:** W-17, 2<sup>nd</sup> Floor,  
Greater Kailash – 1, New Delhi – 110048

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions, as amended from time to time setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors of the Company have appointed M/s Vishal Arora and Associates, Practicing Company Secretary as the Scrutinizer to scrutinize the postal ballot process including votes cast through remote e-voting in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories/ RTA as on the cut-off date i.e. Friday, February 14, 2025. The Members who have not registered their e-mail IDs are requested to follow the instructions given under Point No. 8.

4. In compliance with the provisions of Sections 108 & 110 and other applicable provisions of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs, and SS -2 issued by the Institute of Company Secretaries of India on General Meeting, as amended from time to time, the Company has engaged the National Securities Depository Limited (“NSDL”) as the authorised agency for facilitating the remote e-voting facility (i.e. the facility of casting votes by a Member by using an electronic voting system).
5. The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, February 14, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice through remote e-voting only. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system. This Postal Ballot is being initiated in compliance with the MCA Circulars. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
6. This Notice is also available on the Company’s website i.e. [www.ndtv.com](http://www.ndtv.com) and also on the website of stock exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The remote e-voting period will commence at 9:30 a.m. (IST) on Friday, February 21, 2025, and will end at 5:00 p.m. (IST) on Saturday, March 22, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolutions passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. March 22, 2025
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the duly filled in Form ISR-1 (available on the Company’s website) along with relevant proof to the Company’s RTA, KFin Technologies Limited, Unit: New Delhi Television Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana or the scanned copies of the documents may alternatively be emailed to KFin Technologies Limited on the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) with all the forms and proofs duly e-signed. Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses.
9. On completion of the scrutiny of the Postal Ballot, the Scrutinizer will submit the report to the Company Secretary of the Company within prescribed timelines. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be displayed along with the Scrutinizer’s Report at the Registered Office of the Company after communication to the Stock Exchanges viz. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and The National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be

uploaded on the Company’s website [www.ndtv.com](http://www.ndtv.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

10. The instructions for Members for remote e-voting are as under:





**E-VOTING PROCEDURE FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT FORM:**

**Step 1: Access to NSDL e-Voting system**

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access the e-voting facility.

**A. Method of Login for individual shareholders holding the securities in demat form:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="505 863 1498 1241">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL i.e. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see the e-Voting page. Click on Company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="505 1289 1498 1398">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="505 1446 1498 1824">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have registered/opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New(Token) Tab and then user your existing My Easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. By clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New(Token) Tab and then click on registration option(s).</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. on e-Voting Tab available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**A. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will ask you to change your password.
  - c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding

shares and whose voting cycle.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/ JPG Format) of the relevant board resolution / authority letter etc. with an attested specimen signature of the duly authorized signatory(ies) for voting, to the Scrutinizer by e-mail to [vishhal@legumamicuss.com](mailto:vishhal@legumamicuss.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their board resolution / power of attorney / authority letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts with entering the password. In such an event, you will need to go through the “Forgot User Details / Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL by e-mail on [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. Members whose shares are held in physical form are requested to provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [secretarial@ndtv.com](mailto:secretarial@ndtv.com).
2. Members whose shares are held in demat mode are requested to provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [secretarial@ndtv.com](mailto:secretarial@ndtv.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., E-voting procedure for individual shareholders holding

securities in demat form:

3. Alternatively, Shareholder / Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring their user id and password for e-voting by providing above mentioned documents.
4. As per SEBI circular dated December 9, 2020 on the e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail address correctly in their demat account in order to access e-Voting facility.

**By Order of the Board of Directors,  
For New Delhi Television Limited**

**Sd/-**

**Parinita Bhutani Duggal  
Company Secretary and Compliance Officer  
ACS No.: 41270**

Date: January 25, 2025

Place: New Delhi

**Registered Office:** W-17, 2<sup>nd</sup> Floor,  
Greater Kailash – 1, New Delhi - 110048

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS**

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 (**'the Act'**), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), the following Explanatory Statement setting out all material facts relating to the business mentioned at Item Nos. 1 to 5 of the accompanying Notice dated January 25, 2025 should be taken as forming part of this Notice.

### **Item No. 1**

In accordance with the provisions of Regulation 23 of the SEBI Listing Regulations read with the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, the transactions involving transfer of resources, services or obligations between the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand, which either individually or taken together with previous transaction(s) during a financial year, exceeds Rs. 1,000 Crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company by way of an Ordinary Resolution.

The Company, in order to further the business interests of the Company, enters into various related party transaction(s) with NDTV Networks Limited ('NNL'), a Subsidiary and a related party of the Company in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations, on mutually agreed terms and conditions. The estimated value of proposed transaction(s) taken together with previous transaction(s), entered with NNL, during the financial year 2024-25 are expected to exceed the materiality thresholds as stated above.

Further, the Audit Committee of the Company (specifically Independent Directors) and the Board at its meeting held on January 25, 2025, on the basis of relevant details provided by the management as required by law, reviewed and approved the material related party contracts / arrangements / transactions, for the financial year 2024-25, as set out in item no. 1 of this Notice, subject to approval of the Members, while noting that such transaction(s) shall be in accordance with Related Party Transactions Policy of the Company.

Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for contracts/ arrangements/ transactions proposed to be undertaken by the Company with NNL during the financial year 2024-25.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on this resolution.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 1 of this Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested financially or otherwise, in the said resolution.

**Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated November 22, 2021, is provided below:**

<b>Sr. No.</b>	<b>Description</b>	<b>Details</b>
1	Name of the Related Party	NDTV Networks Limited ('NNL')
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	NNL is a Subsidiary of the Company
3	Name of the Director or Key Managerial Personnel who are related, if any and nature of relationship	Following Directors of the Company are also a Director in NNL:  (a) Mr. Sanjay Pugalia; (b) Mr. Senthil Chengalvarayan; (c) Mr. Viral Jagdish Doshi; and (d) Mr. Upendra Kumar Sinha
4	Type, material terms and particulars of the proposed transaction(s)	The transactions involve availing & rendering of services including Inter-Corporate Loan, Interest Expense, Common Cost Allocation of Corporate Services, Sale and Purchase of shares, and other transactions for business purposes during the financial year 2024-25.  Material terms and conditions are based on the contracts which inter alia include the rates as per prevailing market price and commercial terms as on the date of entering into the contract(s).
5	Tenure of the proposed transaction(s)	FY 2024-25
6	Value of transaction(s)	Upto Rs. 45 Crores
7	Value of RPT as percentage of the Company's audited consolidated turnover of Rs. 370 Crores for the immediately preceding financial year 2023-24.	12.16%
8	Details of transaction relating to Inter-Corporate Loan availed by the Company from NDTV Networks Limited:	
i	Details of the source of funds in connection with the proposed transaction.	The Company proposes to renew and avail Inter-Corporate Loan in one or multiple tranches out of the funds of NNL.
ii	Details of financial indebtedness incurred: - nature of indebtedness; - cost of funds and - tenure	Not Applicable since no financial indebtedness shall be incurred to provide such financial assistance.

iii	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<p>The Inter-Corporate Loan availed by the Company is unsecured with repayment till March 31, 2026, however, the Company will have the right to make pre-payment, without any pre-payment penalty during the tenure of the said loan or as extended by the Board from time to time.</p> <p>The interest charged on the Inter-Corporate Loan will be at an appropriate market rate prevailing at the time of disbursement and based on an arm's length report received from an independent valuer.</p>
iv	Purpose for which funds will be utilized	The Company will utilize the funds to meet the Company's financial requirements for both short-term and long-term purposes.
9	Justification as to why the Related Party Transaction(s) are in the interest of the Company	<p>The Company require funds for the capital and operational expenses. Accordingly, the Company is availing an Inter-Corporate Loan from NNL. The terms and conditions of the said loan, including interest rate will be at an appropriate market rate prevailing at the time of disbursement and on an arm's length basis.</p> <p>Further, NNL provides the advertising sales support services to the Company. The Company also purchased the shares held by NNL in another subsidiary company in order to simplify the group structure. Further, both the related parties also renders and avails various support services like procurement related services, manpower support services etc.</p> <p>These transactions are carried out in the ordinary course of business of the Company and on an arm's length basis.</p>
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction(s)	Transaction with respect to the Inter-Corporate Loan with NNL is supported by an arm's length report received from an independent valuer. Further, NNL has obtained a valuation report from merchant banker for sale of shares of the subsidiary to the Company.
11	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.

## **Item No. 2**

In accordance with the provisions of Regulation 23 of the SEBI Listing Regulations read with the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, the transactions involving transfer of resources, services or obligations between the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand, which either individually or taken together with previous transaction(s) during a financial year, exceeds Rs. 1,000 Crores or 10% of the

annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower requires approval of the Members of the Company by way of an Ordinary Resolution.

The Company, in order to further its business interests, enters into various related party transaction(s) with Adani Enterprises Limited (“AEL”), the Ultimate Holding Company and Related party of the Company, in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations, on mutually agreed terms and conditions. The expected value of transactions proposed to be entered into with AEL, during the financial year 2025-26, are expected to exceed the materiality thresholds as stated above.

Further, the Audit Committee of the Company (specifically Independent Directors) and the Board at its meeting held on January 25, 2025, on the basis of relevant details provided by the management as required by law, reviewed and approved the material related party contracts / arrangements / transactions, for the financial year 2025-26, as set out in item no. 2 of this Notice, subject to approval of the Members, while noting that such transaction(s) shall be in accordance with the Related Party Transactions Policy of the Company.

Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for contracts/ arrangements/ transactions proposed to be undertaken by the Company with AEL during the financial year 2025-26.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on this resolution.

The Board recommends passing of the Ordinary Resolution as set out in item no. 2 of this Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested financially or otherwise, in the said resolution.

**Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021, is provided below:**

<b>Sr. No.</b>	<b>Description</b>	<b>Details</b>
1	Name of the Related Party	Adani Enterprises Limited (‘AEL’)
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	AEL is the Ultimate Holding Company of the Company.
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	NIL
4	Type, material terms and particulars of the proposed transaction(s)	The transactions involve availing & rendering of services including Inter-Corporate Loan, Interest Expense, Common Cost Allocation of Corporate Services, and other transactions for business purposes

		during the financial year 2025-26.  Material terms and conditions are based on the contracts which inter alia include the rates as per the prevailing market price and commercial terms as on the date of entering into the contract(s).
5	Tenure of the proposed transaction(s)	FY 2025-26
6	Value of proposed transaction(s)	Upto Rs. 500 Crores
7	Value of RPT as percentage of the Company's audited consolidated turnover of Rs. 370 Crores for the immediately preceding financial year 2023-24.	135.14%
8	Details of transaction relating to Inter-Corporate Loan availed by the Company from Adani Enterprises Limited:	
i	Details of the source of funds in connection with the proposed transaction.	The Company proposes to renew and avail the Inter-Corporate Loan in multiple tranches out of the funds of AEL.
ii	Details of financial indebtedness incurred: - nature of indebtedness; - cost of funds and - tenure	Not Applicable since no financial indebtedness shall be incurred to provide such financial assistance.
iii	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	The Inter-Corporate Loan availed by the Company is unsecured with repayment till March 31, 2029; however, the Company will have the right to make pre-payment, without any pre-payment penalty during the tenure of the said loan.  The interest charged on the Inter-Corporate Loan will be at an appropriate market rate prevailing at the time of disbursement and based on an arm's length report received from an independent valuer.
iv	Purpose for which funds will be utilized	The Company will utilize the funds to meet the Company's financial requirements for both short-term and long-term purposes.
9	Justification as to why the Related Party Transaction(s) are in the interest of the Company	The Company require funds for the capital and operational expenses. Accordingly, the Company is availing the Inter-Corporate Loan and Corporate Guarantee facility from AEL. The terms and conditions of the said loan, including interest rate will be at an appropriate market rate prevailing at the time of disbursement and on an arm's length basis.  Further, the Company shall provide media services to AEL. The Company shall avail various support services



		like procurement related services, manpower support services etc.  These transactions are carried out in the ordinary course of business of the Company and on an arm's length basis.
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction(s)	Transaction with respect to Inter-Corporate Loan with AEL is supported by an arm's length report received from an independent valuer.
11	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.

### **Item No. 3**

In accordance with the provisions of Regulation 23 of the SEBI Listing Regulations read with the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, the transactions involving transfer of resources, services or obligations between the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand, which either individually or taken together with previous transaction(s) during a financial year, exceeds Rs. 1,000 Crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower requires approval of the Members of the Company by way of an Ordinary Resolution.

The Company, in order to further its business interests, enters into various related party transaction(s) with NDTV Convergence Limited ("NDTV Convergence"), a Material subsidiary Company and Related party of the Company, in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations, on mutually agreed terms and conditions. The expected value of transactions proposed to be entered into with NDTV Convergence, during the financial year 2025-26, are expected to exceed the materiality thresholds as stated above.

Further, the Audit Committee of the Company (specifically Independent Directors) and the Board at its meeting held on January 25, 2025, on the basis of relevant details provided by the management as required by law, reviewed and approved the material related party contracts / arrangements / transactions, for the financial year 2025-26, as set out in item no. 3 of this Notice, subject to approval of the Members, while noting that such transaction(s) shall be in accordance with the Related Party Transactions Policy of the Company.

Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for contracts/ arrangements/ transactions proposed to be undertaken by the Company with NDTV Convergence during the financial year 2025-26.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on this resolution.

The Board recommends passing of the Ordinary Resolution as set out in item no. 3 of this Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested financially or otherwise, in the said resolution.

**Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated November 22, 2021, is provided below:**

Sr. No.	Description	Details
1	Name of the Related Party	NDTV Convergence Limited (“ <b>NDTV Convergence</b> ”)
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	NDTV Convergence is a Material Subsidiary Company of the Company.
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Following Directors of the Company are also a Director in NDTV Convergence:  (a) Mr. Sanjay Pugalia; (b) Mr. Viral Jagdish Doshi; and (c) Ms. Dipali Goenka
4	Type, material terms and particulars of the proposed transaction(s)	The transactions involve rendering and availing of services including support services, advertisement, marketing, personnel, resources, Inter-Corporate Loan, and other transactions for business purposes during the financial year 2025-26.  Material terms and conditions are based on the contracts which inter alia include the rates as per prevailing market price and commercial terms as on the date of entering into the contract(s).
5	Tenure of the proposed transaction(s)	FY 2025-26
6	Value of Transaction(s)	Rs. 230 Crores
7	Value of RPT as percentage of the Company’s audited consolidated turnover of Rs. 370 Crores for the immediately preceding financial year 2023-24.	62.16%
8	Details of transaction relating to Inter-Corporate Loan availed by the Company from NDTV Convergence Limited:	
i	Details of the source of funds in connection with the proposed transaction.	The Company proposes to renew and avail the Inter-Corporate Loan in one or multiple tranches out of funds of NDTV Convergence.
ii	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	Not Applicable since no financial indebtedness shall be incurred to provide such financial assistance.

	<ul style="list-style-type: none"> <li>- nature of indebtedness;</li> <li>- cost of funds and</li> <li>- tenure</li> </ul>	
iii	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	<p>The Inter-Corporate Loan availed by the Company is unsecured with repayment till March 31, 2029; however, the Company will have the right to make pre-payment, without any pre-payment penalty during the tenure of the said loan.</p> <p>The interest charged on the Inter-Corporate Loan will be at an appropriate market rate prevailing at the time of disbursement and based on an arm's length report received from an independent valuer.</p>
iv	Purpose for which funds will be utilized	The Company will utilize the funds towards incurring capital expenditure for expansion, working capital requirements, upgradation of equipment's and other business purposes.
9	Justification as to why the Related Party Transaction(s) are in the interest of the Company	<p>The Company requires funds for the capital and operational expenses. Accordingly, the Company is availing an Inter-Corporate Loan from NDTV Convergence. The terms and conditions of the said loan, including interest rate will be at an appropriate market rate prevailing at the time of disbursement and on an arm's length basis.</p> <p>The Company's website is managed by NDTV Convergence and it also provides various advertisement, marketing services to the Company. The Company has also entered into a trademark license agreement with NDTV Convergence for using the logo of NDTV. Further, both the related parties also renders and avails various support services like procurement related services, manpower support services etc.</p> <p>These transactions are carried out in the ordinary course of business of the Company and on an arm's length basis.</p>
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction(s)	Transaction with respect to Inter-Corporate Loan with NDTV Convergence Limited is supported by an arm's length report received from an independent valuer.
11	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.

#### **Item No. 4**

In accordance with the provisions of Section 186 of the Companies Act, 2013 ('the Act'), the Board of Directors of a company cannot make any loan, investment or give guarantee or provide any security to any body corporate or person beyond the prescribed ceiling of sixty percent of the aggregate of the paid up capital, free reserves and securities premium account or hundred percent of its free reserves and securities premium account whichever is more, unless a special resolution is passed by the shareholders of the Company.

Considering the Company's existing and future business prospects, it is proposed to enhance the limits for investing in securities of any other body corporate through subscription, purchase, or other means, as well as for providing loans, guarantees, and securities in connection with loans to any person or body corporate, under Section 186 of the Act, up to an increased limit of Rs. 1,000 Crores.

The proposed Special Resolution as set out in item no. 4 of this Notice is enabling in nature for any further loan/ investment/ guarantee/ security, to be made or given to subsidiaries/ bodies corporate/ to any banks, financial institutions or any other person, as per the provisions of the Companies Act, 2013.

The Board recommends passing of the Special Resolution as set out in item no. 4 of this Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions.

#### **Item No. 5**

In accordance with Section 180(1)(a) of the Companies Act, 2013 ('the Act'), the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, only with the approval of the shareholders of the Company by way of passing the Special Resolution.

For this purpose:

- "Undertaking" has been defined under the Act to mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year, or an undertaking which generates twenty percent of the total income of the company during the previous financial year;
- the expression "substantially the whole of the undertaking" in any financial year shall mean twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The Company had, vide Postal Ballot dated September 2, 2024, obtained approval of the shareholders by way of special resolution under Section 180(1)(c) of the Act, for borrowing of the funds (apart from temporary loans) up to a limit of Rs. 1,000 Crores (Rupees One Thousand Crores Only).

The Company may need to borrow funds for general corporate purposes and for furtherance of its business from time to time and the borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders or their trustees to secure the repayment of the such borrowings together with interest costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings.

As the documents to be executed between the lenders and the Company may contain provisions to take over substantial assets of the Company in certain events, it is proposed to obtain shareholder's approval through a special resolution passed under Section 180(1)(a) of the Act, for creation of charges or provision of security by creation of mortgages, pledge, hypothecations or otherwise for a limit of up to Rs. 1,000 Crores (Rupees One Thousand Crores Only).

The Board recommends passing of the Special Resolution as set out in item no. 5 of this Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions.

**By Order of the Board of Directors,  
For New Delhi Television Limited**

**Sd/-**

**Parinita Bhutani Duggal  
Company Secretary and Compliance Officer  
ACS No.: 41270**

Date: January 25, 2025  
Place: New Delhi

**Registered Office:** W-17, 2<sup>nd</sup> Floor,  
Greater Kailash – 1, New Delhi – 110048