

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 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 LODR”), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, 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 is/are proposed to be passed by the Members of New Delhi Television Limited (“the Company”) by way of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

Item No. 1

Appointment of Mr. Sanjay Pugalia (DIN: 08360398) as Non-Executive Director of the Company

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and 178 of the Companies Act, 2013, and other applicable provisions, if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable rules, if any (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sanjay Pugalia (DIN: 08360398) be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, with effect from December 23, 2022.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 2

Appointment of Mr. Senthil Sinniah Chengalvarayan (DIN: 02330757) as Non-Executive Director of the Company

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and 178 of the Companies Act, 2013, and other applicable provisions, if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable rules, if any (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Senthil Sinniah Chengalvarayan (DIN: 02330757) be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, with effect from December 23, 2022.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 3

Appointment of Mr. Aman Kumar Singh (DIN:02860208) as Non-Executive Director of the Company

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and 178 of the Companies Act, 2013, and other applicable provisions, if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable rules, if any (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Aman Kumar Singh (DIN:02860208), be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, with effect from December 30, 2022.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 4

Appointment of Mr. Sunil Kumar (DIN: 07379007) as an Independent Director of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (“**the Act**”) read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force}, and subject to the provisions of Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sunil Kumar (DIN:07379007), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 3 (three) years w.e.f. December 30, 2022 upto December 29, 2025.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Item No. 5

Appointment of Mr. Viral Jagdish Doshi (DIN: 00583487) as an Independent Director of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (“**the Act**”) read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force}, and subject to the provisions of Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Viral Jagdish Doshi (DIN:00583487) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 3 (three) years w.e.f. January 24, 2023 upto January 23, 2026.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 6

Reclassification of Promoters of the Company from "Promoter" to "Public" Category

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provision of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 including any amendments thereto, and subject to the approval of the stock exchanges i.e. BSE Limited; National Stock Exchange of India Limited, and/or such other approvals, if any, as may be required, approval of the of Shareholders of the Company be and is hereby accorded for reclassification of the following persons from “Promoter” category to “Public” category shareholder:

S. No	Name of the Promoter	No. of Equity shares held	% of the Equity Capital
1.	Dr. Prannoy Roy	16,11,782	2.5 %
2.	Mrs. Radhika Roy	16,11,782	2.5 %

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution including but not limited to submitting / filing necessary application for re-classification to the stock exchanges wherein, securities of the Company are listed, and to present/file necessary intimation, application(s), form(s), deeds, etc., and to represent before such authorities as may be required and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution.”

Item No. 7

Approval of Material Related Party Transactions with NDTV Convergence Limited

To consider and, if thought fit, to pass, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) as amended from time to time, the approval of the Members of the Company be and is hereby accorded for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or otherwise (whether individually or series of transaction(s) taken together or otherwise) with NDTV Convergence Limited, a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR, during the financial year 2022-23 as

per the details set out in the explanatory statement annexed to this notice, for an aggregate value not exceeding Rs. 87.97 crores, provided that the said contracts / arrangements / transactions or modification(s) are/will be on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to perform and execute all such acts, deeds, matters and things and to delegate all or any of the powers conferred herein to any of the Director(s), Key Managerial Personnel or any other Officer(s)/Authorized Representative(s) of the Company, as may be deemed necessary, proper or expedient to give effect to the aforesaid resolution.”

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

February 18, 2023
New Delhi

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

Registered Office: B-50A, 2nd Floor, Archana
Complex, Greater Kailash – 1, 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 Secretaries 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 10, 2023. 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 LODR and the Circulars issued by the Ministry of Corporate Affairs, the Company has engaged the National Securities Depository Limited (“NSDL”) as the authorised agency to provide 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 February 10, 2023, 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.
6. This Notice is also available on the Company's website i.e. www.ndtv.com and also on the website of stock exchanges i.e. www.bseindia.com and www.nseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
7. The remote e-voting period will commence at 9.30 a.m. (IST) on Sunday, February 19, 2023 and will end at 5:00 p.m. (IST) on Monday, March 20, 2023. 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. Resolution 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 resolutions, 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 20, 2023.
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 mailed to KFin Technologies Limited on the email id 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) and The National Stock Exchange of India Limited (www.nseindia.com), where equity shares of the Company are listed, in accordance with the SEBI LODR and additionally be uploaded on the Company's website www.ndtv.com and on the website of NSDL at 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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

	<p>screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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> <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 style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by

	<p>providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<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 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

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. 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 eservices 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 user 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 force 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 from 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.

b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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.co.in 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 with a copy marked to evoting@nsdl.co.in. 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Prajakta Pawle, Assistant Manager, NSDL at evoting@nsdl.co.in.

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.
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) to 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.co.in for procuring their user id and password for e-voting by providing above mentioned documents.
4. As per SEBI circular dated December 09, 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 DPs. 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**

February 18, 2023
New Delhi

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

Registered Office: B-50A, 2nd Floor, Archana
Complex, Greater Kailash – 1, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR**”), the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 1 to 7 of the accompanying Notice dated February 18, 2023 should be taken as forming part of this Notice.

Item Nos. 1, 2 & 3

The Board of Directors of the Company (“**the Board**”) on the recommendation of the Nomination and Remuneration Committee (“**NRC**”), has recommended for the approval of the Members, the appointment of Mr. Sanjay Pugalia (DIN: 08360398) and Mr. Senthil Sinniah Chengalvarayan (DIN: 02330757) with effect from December 23, 2022 and Mr. Aman Kumar Singh (DIN:02860208) with effect from December 30, 2023, as Non-Executive Directors of the Company, as set out at Item nos. 1, 2 & 3 of the Notice, respectively.

Mr. Sanjay Pugalia, Mr. Senthil Sinniah Chengalvarayan and Mr. Aman Kumar Singh have furnished necessary consent/declarations for their appointments as required under the Companies Act, 2013 (“**the Act**”) and the Rules made thereunder and are qualified to be appointed as Directors in terms of Section 164 of the Act. The Company has received notices in writing pursuant to the provisions of Section 160 of the Act, proposing their candidature for the office of Directors.

Further, Mr. Sanjay Pugalia, Mr. Senthil Sinniah Chengalvarayan and Mr. Aman Kumar Singh have also confirmed that they are not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority.

The detailed profile of Mr. Sanjay Pugalia, Mr. Senthil Sinniah Chengalvarayan and Mr. Aman Kumar Singh, as required under Regulation 36(3) of the SEBI LODR and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are enclosed herewith as **Annexure A** which forms part of this Notice.

As per Regulation 17 (1)(c) of the SEBI LODR, the listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Considering the above and pursuant to the recommendation of the NRC, the Board recommends passing of the Ordinary Resolutions as set out at Item nos. 1, 2 & 3 of this Notice, for approval by the Members of the Company.

Except Mr. Sanjay Pugalia, Mr. Senthil Sinniah Chengalvarayan, Mr. Aman Kumar Singh and their relatives, none of the other Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at Item nos. 1, 2 & 3 of this Notice, respectively, except to the extent of their shareholding, if any, in the Company.

Item No. 4 & 5

The Board on the recommendation of the NRC, has recommended for the approval of the Members, the appointment of Mr. Sunil Kumar (DIN: 07379007) and Mr. Viral Jagdish Doshi (DIN: 00583487) as Independent Directors of the Company with effect from December 30, 2022, and January 24, 2023, respectively, for a first term of 3 (three) years.

The detailed profiles of Mr. Sunil Kumar and Mr. Viral Jagdish Doshi as required under Regulation 36(3) of the SEBI LODR and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are enclosed herewith as **Annexure A** which forms part of this Notice.

Mr. Sunil Kumar and Mr. Viral Jagdish Doshi have given their consents for the appointment as Independent Directors as well as declarations to the effect that they meet the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and rules framed thereunder and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of the SEBI LODR.

Further, Mr. Sunil Kumar and Mr. Viral Jagdish Doshi have also confirmed they are not in any way disqualified from being appointed as Directors in terms of Section 164 of the Act and are also not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority. The Company has received notices under Section 160 of the Act proposing their candidature for appointment as Independent Directors.

In the opinion of the Board, Mr. Sunil Kumar and Mr. Viral Jagdish Doshi, proposed to be appointed as Independent Directors, fulfil the conditions specified in the Act and in SEBI LODR for appointment as Independent Directors and are independent of the Management.

The Board, based on the recommendation of NRC, considers that given their skills, integrity, expertise and experience, the association of Mr. Sunil Kumar and Mr. Viral Jagdish Doshi would be beneficial to the Company, and it is desirable to avail their services as an Independent Director.

During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the draft letter for appointment of the Independent Directors setting out the terms and conditions of their appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than Saturdays and Sundays till the date of the Postal Ballot.

As per Regulation 17 (1)(c) of the SEBI LODR, the listed entity shall ensure that approval of shareholders for appointment of a person on the board of directors is taken, by way of special resolution, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Considering the above and pursuant to the recommendation of the NRC, the Board recommends passing of the Special Resolutions as set out at Item nos. 4 and 5 of this Notice, for approval by the Members of the Company.

Except Mr. Sunil Kumar, Mr. Viral Jagdish Doshi and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially

or otherwise in the Resolution set out at Item nos. 4 & 5 of this Notice respectively, except to the extent of their shareholding, if any, in the Company.

Item No. 6

The Company had received applications dated December 30, 2022 from Dr. Prannoy Roy and Mrs. Radhika Roy, Promoters of the Company, requesting for reclassification of their status from "Promoter" to "Public" category shareholders in accordance with Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). Dr. Prannoy Roy and Mrs. Radhika Roy are Promoters of the Company who currently hold 16,11,782 equity shares (2.5% of the equity share capital) and 16,11,782 equity shares (2.5% of the equity share capital) of the Company, respectively.

The Board of Directors of the Company, in its meeting held on December 30, 2022, have approved the applications for reclassification of Dr. Prannoy Roy and Mrs. Radhika Roy, from "Promoter" to "Public" category shareholders of the Company and have noted that they are not, directly or indirectly, associated with the business of the Company, and do not have any influence over the business and policy decisions made by the Company, and they are not involved in the day to day activities of the Company, nor are they exercising any control over the affairs of the Company; hence it would be fair and equitable to reclassify them in "Public" category of shareholders.

Dr. Prannoy Roy and Mrs. Radhika Roy, Promoters of the Company have confirmed that they comply and will continue to comply with the provisions of Regulation 31A of the SEBI LODR. Further they have also confirmed that they:

- i) do not hold more than ten percent of the total voting rights in the Company;
- ii) do not exercise control over the affairs of the Company, directly or indirectly;
- iii) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreement;
- iv) are not being represented on the Board of Directors (including not having a nominee Director) of the Company;
- v) do not act as key managerial personnel of the Company;
- vi) are not 'willful defaulter(s)' as per the Reserve Bank of India Guidelines; and
- vii) are not fugitive economic offender(s).

The above re-classification has the following impact on shareholding pattern of the Promoters/ Promoter Group of the Company:

S. No.	Name of Promoter/ Promoter Group	Category	No. of Equity Shares	% of Shareholding
1.	RRPR Holding Private Limited (an indirect subsidiary of Adani Enterprises Limited)	Promoter Company	3,63,91,604	56.45
2.	Vishvapradhan Commercial Private Limited (a step down subsidiary of Adani Enterprises Limited)	Promoter Company	53,30,792	8.27
3.	Dr. Prannoy Roy	Public	16,11,782	2.5
4.	Mrs. Radhika Roy	Public	16,11,782	2.5
	Total		4,49,45,960	69.72

With respect to the pre-requisites in relation to the Company, the Board also noted that at the date of approval granted by the Board on December 30, 2022 on the aforesaid applications:

- a. The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the SEBI LODR;
- b. The trading in equity shares of the Company have not been suspended by the stock exchanges where equity shares of the Company are listed;
- c. The Company does not have outstanding dues to the SEBI, Stock Exchanges, or the Depositories.

Considering the above, the Board recommends reclassification of Dr. Prannoy Roy and Mrs. Radhika Roy from “Promoter” to “Public” category shareholders by passing of the Ordinary Resolution as set out at Item no. 6 of this Notice, for approval by the Members of the Company.

None of the Directors/Key Managerial Personnel of the Company or their immediate relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

Item No. 7

In accordance with the provision of Regulation 23 of the SEBI LODR, approval of the Members of the Company is required for all related party transaction(s) which, individually or taken together with previous transactions during the financial year, exceed ₹1,000 crore or 10% of the annual consolidated turnover of the Company, whichever is lower, as per the last audited financial statements.

During the financial year 2022-23, the aggregate amount of the related party transaction(s) between the Company and NDTV Convergence Limited as approved by the Audit Committee, is likely to cross the applicable materiality thresholds. Accordingly, the Board, through the circular resolution dated February 18, 2023, on the recommendation of the Audit Committee, has recommended for the approval of the Members the said material related party transactions between the Company and NDTV Convergence Limited during the financial year 2022-23. These transactions are/will be on an arm’s length basis and in the ordinary course of business of the Company.

The details of Related Party Transactions with NDTV Convergence Limited during the financial year 2022-23 are as below:

Nature of transaction	Amount (in Crores)
Rendering of Services	₹ 37.75
Purchase of Services	₹49.22
Total	₹ 86.97

Details of the proposed transactions to be entered between the Company and NDTV Convergence Limited pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details
1	Name of the Related Party	NDTV Convergence Limited
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	NDTV Convergence Limited is a material subsidiary of New Delhi Television Limited.
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 the Directors of NDTV Convergence Limited: a) Mr. Sanjay Pugalia b) Mr. Sunil Kumar c) Mr. Viral Jagdish Doshi
4	Type, material terms and particulars of the proposed transaction	The transactions involve rendering of services (support services, advertisement, etc.), purchase of services (marketing, personnel, resources, etc.), and other transactions for business purposes between New Delhi Television Limited and NDTV Convergence Limited during the financial year 2022-23, aggregating up to Rs. 86.97 crores.
5	Tenure of the proposed transaction	Financial year 2022-23
6	Value of Transaction	Rs. 86.97 crores
7	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year i.e., 21-22 that is represented by the value of the proposed transaction	24.32 %
8	Details of transaction relating to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary:	
i	details of the source of funds in connection with the proposed transaction.	Not Applicable, as the transactions does not relate to any loans, inter-corporate deposits, advances, or investments made or given by the Company or its subsidiaries.
ii	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments – nature of indebtedness; cost of funds; and tenure	
iii	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	
iv	Purpose for which funds will be utilized	
9	Justification as to why the Related Party Transactions are in the interest of the Company	Different RPTs benefit the Company differently. Like, RPTs for support services and revenue generation services help in achieving economies of scale, by having a shared common pool of resources working

		for different verticals instead of multiple resources for performing the same task in different entities of the Group, RPTs for advertisement services help in getting better package deals from the customers, availing services jointly from third parties help in getting negotiated deals with discounts etc.
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Valuation – Not Applicable The RPTs carried out by the Company can be broadly classified as – (i) the transactions carried out as part of the normal business, where rates charged to internal parties are comparable to those charged to external parties. (ii) the transactions involving reimbursement of actual expenses, where amounts are charged on an actual basis without any mark-up. These transactions are carried out to achieve economies of scale. (iii) the specific transactions where benchmarks are not available, are evaluated by a reputed external independent consulting firm in terms of pricing and arm’s length criteria. These reports confirm that the proposed RPTs are on arm’s length basis, and are available for inspection, if required by the shareholders.
11	Any other information that may be relevant	All relevant information setting out material facts, forms part of this Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out as Item No. 7 of the Notice, except as members to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for the approval of the Members of the Company.

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

February 18, 2023
New Delhi

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

Registered Office: B-50A, 2nd Floor, Archana Complex, Greater Kailash – 1, Delhi - 110048

Additional Information of Directors being appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India

Particulars	Item No. 1	Item No. 2
Name of the Director	Mr. Sanjay Pugalia	Mr. Senthil Sinniah Chengalvarayan
Director Identification Number	08360398	02330757
Date of Birth, Age	62 years, 01/01/1961	59 years, 17/04/1963
Qualification	Graduate degree in Political Science and History.	Graduate in Economics from Madras University and Master's in Journalism from the Times Research Foundation
Brief profile	<p>Mr. Sanjay Pugalia is a renowned political and business journalist, He has vast experience in digital, television and print media. He has been a part of several pioneering ventures in India & has launched and headed CNBC-Awaaz for 12 years. Earlier, as News Director, he set up Star News in Hindi. headed Zee News and was part of the founding team of AajTak.</p> <p>He has also worked with Australia's Nine Network's Indian JV in 2000-01 as President & Head of Strategic Planning and Film Business: As a print journalist he has worked with Business Standard and Navbharat Times. He was also a regular contributor to BBC Hindi Radio during the 1990s. Sanjay joins us from Quint Digital Media Ltd, where he was President and Editorial Director.</p>	<p>Mr. Senthil Sinniah Chengalvarayan, is a trusted name in Indian Business News Journalism. A doyen of the industry with over 35 years of experience, Senthil was the founding editor of CNBC TV18 and then the Editor-in-Chief of Network 18's Business Newsroom.</p>
Nature of Expertise in specific functional areas	Mr. Pugalia possesses expertise in the areas of Digital Television and the Print Media	Mr. Chengalvarayan possesses expertise in the area of Digital Television and Journalism
Relationship with other Directors/ Key Managerial Personnel	Not related to any other Directors or Key Managerial Personnel of the Company.	Not related to any other Directors or Key Managerial Personnel of the Company.
Terms and conditions of appointment	Liable to retire by rotation	Liable to retire by rotation
Date of first appointment on the Board	December 23, 2022	December 23, 2022

Last Remuneration drawn for FY 2022	NIL	NIL
Details of Remuneration sought to be paid	NIL	NIL
Shareholding in the Company including shareholding as a beneficial owner	NIL	NIL
Number of Meetings of the Board attended during the year	3	3
List of Directorships held in other companies	<ol style="list-style-type: none"> 1. AMG Media Networks Limited 2. Vishvapradhan Commercial Private Limited 3. RRPR Holding Private Limited 4. Quintillion Business Media Limited 5. NDTV Convergence Limited 6. NDTV Networks Limited 7. NDTV Media Limited 8. Delta Softpro Private Limited 9. Red Pixels Ventures Limited 	<ol style="list-style-type: none"> 1. Vishvapradhan Commercial Private Limited 2. RRPR Holding Private Limited 3. Quintillion Business Media Limited 4. NDTV Labs Limited 5. NDTV Media Limited 6. Delta Softpro Private Limited 7. Red Pixels Ventures Limited
Name of Listed Companies from which the Director has resigned in the past three years	NIL	NIL
Memberships/ Chairmanships across Listed Entities	<p>New Delhi Television Limited: Corporate Social Responsibility Committee: Chairperson Risk Management Committee: Chairperson Audit Committee: Member Nomination and Remuneration Committee: Member Stakeholders' Relationship Committee: Member</p>	<p>New Delhi Television Limited: Corporate Social Responsibility Committee: Member</p>

Particulars	Item No. 3
Name of the Director	Mr. Aman Kumar Singh
Director Identification Number	02860208
Date of Birth, Age	21/08/1968, 54 years
Qualification	Master of Engineering, Former Member of Indian Administrative Service
Brief profile	Mr. Aman Kumar Singh is presently Group Head - Corporate Brand Custodian for the Adani Group. He is a renowned former civil servant with over 25 years

	of experience in the private and public sector and has worked for both Centre and State in various sectors such as power, smart cities, taxation, technology, environment, and consulting.
Nature of expertise in specific functional areas	Mr. Singh possesses expertise in the areas of taxation, stress resolution, energy, renewable energy, environment, and infrastructure. He has a deep understanding of governance, media, branding, crisis management, communication, technology, and the economy.
Experience	More than 25 years
Relationship with other Directors/Key Managerial Personnel	Not related to any other Directors or Key Managerial Personnel of the Company.
Terms and conditions of appointment	For a term of 3 (three) consecutive years w.e.f. December 30, 2022
Date of first appointment on the Board	December 30, 2022
Last Remuneration drawn for FY 2022	NIL
Details of Remuneration sought to be paid	NIL
Shareholding in the Company including shareholding as a beneficial owner	NIL
Number of Meetings of the Board attended during the year	2
List of Directorships held in other companies	1. NDTV Networks Limited 2. Delta Softpro Private Limited
Name of Listed Companies from which the Director has resigned in the past three years	NIL
Memberships/ Chairmanships across Listed Entities	New Delhi Television Limited: Stakeholders' Relationship Committee: Chairperson Risk Management Committee: Member

Particulars	Item No. 4	Item No. 5
Name of the Director	Mr. Sunil Kumar	Mr. Viral Jagdish Doshi
Director Identification Number	07379007	00583487
Date of Birth, Age	18/02/1964, 68 years	08/09/1958, 64 years
Qualification	Ph.D., MPA, MBA, Former Member of Indian Administrative Service	‘A’ levels education from England and graduated in engineering from Cornell University, USA.
Brief profile	Mr. Sunil Kumar was a former Chief Secretary in the Government of Chhattisgarh. He was also the Managing Director for EdCIL India Ltd., Madhya Pradesh State Civil Supplies Corporation, Bhopal, Modern Foods India Ltd., Madhya Pradesh Madhyam, Bhopal.	Mr. Doshi is an advisor to several educational institutes in India and overseas and writes regularly on career and education for magazines, newspapers and online portals. He is also a regular speaker at schools, colleges, conferences and conducts workshops and seminars at YPO, FICCI and EO chapters nationwide. An active member and ex-President of the Cathedral Alumni Association, he also co-authored a coffee table book – “Undeclared Heritage - a History of the 150 years of Cathedral School, Mumbai” and most recently a National Bestseller - “Indian Roots Ivy Admits - 85 Essays that got Indian Students into the Ivy League and Stanford”.
Skills and capabilities required for the role and manner in which the appointee meets such requirements	The core skills / competencies required for the Directors in the context of Company’s business as identified by the Board of Directors of the Company includes Leadership Skill, Journalism and Mass Communication, Financial and Risk Management, Corporate Governance, Sales & Marketing, Technology Expertise, Health, safety, environment & sustainability, Telecom sector experience / knowledge.	The core skills / competencies required for the Directors in the context of Company’s business as identified by the Board of Directors of the Company includes Leadership Skill, Journalism and Mass Communication, Financial and Risk Management, Corporate Governance, Sales & Marketing, Technology Expertise, Health, safety, environment & sustainability, Telecom sector experience / knowledge.
Expertise in specific functional areas	Mr. Kumar possesses expertise in Public Administration, Management and Mass Media.	Mr. Doshi possesses expertise in education consulting and Management.
Relationship with other Directors/Key Managerial Personnel	Not related to any other Directors or Key Managerial Personnel of the Company.	Not related to any other Directors or Key Managerial Personnel of the Company.

Terms and conditions of appointment	For a first term of 3 (three) years w.e.f. December 30, 2022	For a first term of 3 (three) years w.e.f. January 24, 2023
Date of first appointment on the Board	December 30, 2022	January 24, 2023
Last Remuneration drawn for FY 2022	NIL	NIL
Details of Remuneration sought to be paid	NIL	NIL
Shareholding in the Company including shareholding as a beneficial owner	NIL	NIL
Number of Meetings of the Board attended during the year	2	1
List of Directorships held in other companies	1. NDTV Convergence Limited 2. NDTV Labs Limited 3. NDTV Networks Limited 4. NDTV Worldwide Limited	1. Western India Automobile Association 2. NDTV Convergence Limited 3. NDTV Labs Limited 4. NDTV Networks Limited
Name of Listed Companies from which the Director has resigned in the past three years	NIL	NIL
Memberships/ Chairmanships across Listed Entities	New Delhi Television Limited: Audit Committee: Chairperson Nomination and Remuneration Committee: Chairperson Stakeholders' Relationship Committee: Member Corporate Social Responsibility Committee: Member Risk Management Committee: Member	New Delhi Television Limited: Audit Committee: Member Nomination and Remuneration Committee: Member