

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 a Whole-time Director of the Company (from existing Non - Executive Director)

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and such other approvals, permissions and sanctions, as may be required, approval of the Members be and is hereby accorded to the appointment of Mr. Sanjay Pugalia (DIN: 08360398) as a Whole-time Director (from existing Non-Executive Director) of the Company for a period of 3 (three) years, with effect from April 1, 2023 till March 31, 2026 (both days inclusive), on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s) during the tenure of Mr. Sanjay Pugalia, the remuneration payable to him shall be paid as minimum remuneration without any changes as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force);

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, proper or expedient to give effect to this resolution.”

Item No. 2

Appointment of Mr. Senthil Sinniah Chengalvarayan (DIN: 02330757) as a Whole-time Director of the Company (from existing Non - Executive Director)

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and such other approvals, permissions and sanctions, as may be required, approval of the Members be and is hereby accorded to the appointment of Mr. Senthil Sinniah Chengalvarayan (DIN: 02330757) as a Whole-time Director (from existing Non - Executive Director) of the Company for a period of 3 (three) years with effect from April 1, 2023 till March 31, 2026 (both days inclusive), on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s) during the tenure of Mr. Senthil Sinniah Chengalvarayan, the remuneration payable to him shall be paid as minimum remuneration without any changes as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force);

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, proper or expedient to give effect to this resolution.”

Item No. 3

Appointment of Mr. Upendra Kumar Sinha (DIN: 00010336) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions 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 such other approvals, permissions and sanctions, as may be

required, Mr. Upendra Kumar Sinha (DIN: 00010336), who was appointed as an Additional Director (Non-Executive and Independent), designated as the Chairperson of the Company in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director designated as the Chairperson of the Company, not liable to retire by rotation and to hold office for a term of 2 (two) consecutive years w.e.f. March 27, 2023 till March 26, 2025 (both days inclusive);

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, proper or expedient to give effect to this resolution.”

Item No. 4

Appointment of Ms. Dipali Balkrishan Goenka (DIN: 00007199), as an Independent Woman Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions 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 such other approvals, permissions and sanctions, as may be required, Ms. Dipali Balkrishan Goenka (DIN: 00007199), who was appointed as an Additional Director (Non-Executive and Independent), in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Women Director of the Company, not liable to retire by rotation and to hold office for a term of 2 (two) consecutive years w.e.f. March 27, 2023 till March 26, 2025 (both days inclusive);

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, proper or expedient to give effect to this resolution.”

Item No. 5

Approval of remuneration payable to Non-Executive Directors including Independent Directors of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198, Schedule V and other applicable

provisions of the Companies Act, 2013, read with rules framed thereunder, Regulation 17(6) and other applicable provisions 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), the relevant provisions of the Articles of Association of the Company, such other approval(s), permission(s) and sanction(s) as may be necessary, and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded for payment of remuneration to the Non-Executive Directors including the Independent Directors of the Company, appointed from time to time, of such amount up to a limit of Rs. 50,00,000/- (Rupees Fifty Lakhs Only) per Director, per annum, effective April 01, 2023, which may exceed 1% or 3% of the net profits of the Company, as the case may be, computed as per Section 198 of the Companies Act, 2013, and the said remuneration will be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, with liberty to the Board of Directors to alter and vary the amount payable or payment terms as it may deem fit within the approved limit;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s) during the tenure of the Non-Executive Directors including the Independent Directors of the Company, the above-mentioned remuneration be paid to them as minimum remuneration without any changes as per the provisions of the Companies Act, 2013 or in accordance with any statutory modification(s) thereof;

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, proper, or expedient to give effect to this resolution.”

Item No. 6

Approval of Material Related Party Transactions of the Company

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 provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR"), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company to enter into and/or continue the related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) with NDTV Convergence Limited, a related party within the meaning of Regulation 2(1)(zb) of the SEBI LODR in terms of the explanatory statement and more specifically set out in Table No. 1 of the explanatory statement annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such

other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 7

Approval of Material Related Party Transactions of Subsidiary of the Company

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 provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), other applicable laws/ statutory provisions, if any, (including any statutory amendment(s) or reenactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction and basis the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Subsidiaries (as defined under the Companies Act, 2013) of the Company, to enter into and/or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the SEBI LODR) in terms of the explanatory statement and more specifically set out in Table No. 2 of the explanatory statement annexed to this notice;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

May 1, 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, May 19, 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 May 19, 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.nsd.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 Saturday, May 27, 2023 and will end at 5:00 p.m. (IST) on Sunday, June 25, 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. 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 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. June 25, 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. | <p>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.</p> <p>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”</p> |

| | |
|---|--|
| | <p>or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; 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 e-voting is in progress as per the information provided by company. On 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 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 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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. |

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 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 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. Pallavi Mhatre, Senior 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**

May 1, 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 Securities and Exchange Board of India (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 May 1, 2023 should be taken as forming part of this Notice.

Item Nos. 1 & 2

The Board of Directors of the Company (“**the Board**”) on the recommendation of the Nomination and Remuneration Committee (“**the NRC**”), has recommended for the approval of the Members, the appointment of Mr. Sanjay Pugalia (DIN: 08360398) and Mr. Senthil Sinniah Chengalvarayan (DIN: 02330757), as Whole-time Directors (Key Managerial Personnel) from existing Non-Executive Directors of the Company, for a period of 3 (three) years with effect from April 1, 2023 till March 31, 2026 (both days inclusive), in terms of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The remuneration proposed to be paid to Mr. Sanjay Pugalia and Mr. Senthil Sinniah Chengalvarayan in capacity of being the Whole-time Directors of the Company for a period of three years will be as under:

| Sr. No | Mr. Sanjay Pugalia | Mr. Senthil Sinniah Chengalvarayan |
|-------------------------------|---|---|
| Salary* | Upto Rs. 3 crores per annum (payable on monthly basis) | Upto Rs. 3 crores per annum (payable on monthly basis) |
| Provident Fund, Gratuity etc. | The Company’s contribution to provident fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the salary referred to above. | The Company’s contribution to provident fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the salary referred to above. |
| Others | Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company’s business and communication expenses shall be reimbursed at actuals and not considered as perquisites. | Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company’s business and communication expenses shall be reimbursed at actuals and not considered as perquisites. |

Note :

* Salary includes salary, perquisites, and allowances. Perquisites and allowances shall comprise of accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents. The said perquisites and allowances shall be determined, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s)

or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be determined at actual cost.

The aforesaid remuneration shall be paid as minimum remuneration to Mr. Pugalia and Mr. Chengalvarayan in terms of Schedule V 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.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Pugalia and Mr. Chengalvarayan are competent to carry on the responsibilities entrusted to them as the Whole-time Directors of the Company and taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Mr. Pugalia and Mr. Chengalvarayan, the proposed remuneration, as stated above, is fair and reasonable.

The additional information in respect of appointment and remuneration of Mr. Pugalia and Mr. Chengalvarayan, pursuant to Schedule V of the Act, SEBI LODR, and the Secretarial Standard on General Meetings, is given in ***Annexure A***, which forms part of this Notice.

In accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, the proposed remuneration payable to Mr. Pugalia and Mr. Chengalvarayan require approval of Members by passing Special Resolution. Accordingly on the recommendation of the NRC, the Board recommends passing of the Special Resolutions as set out at Item nos. 1 & 2 of this Notice, for approval by the Members of the Company.

Except Mr. Sanjay Pugalia and Mr. Senthil Sinniah Chengalvarayan 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 Resolutions set out at Item nos. 1 & 2 of this Notice respectively, except to the extent of their shareholding, if any, in the Company.

Item Nos. 3 & 4

The Board on the recommendation of the NRC, has recommended for the approval of the Members, the appointment of Mr. Upendra Kumar Sinha (DIN: 00010336) as an Independent Director (designated as Non-Executive Chairperson) and Ms. Dipali Balkrishan Goenka (DIN: 00007199) as Independent Women Director of the Company, to hold office for a term of 2 (two) consecutive years w.e.f. March 27, 2023 till March 26, 2025 (both days inclusive). The detailed profiles of Mr. Sinha and Ms. Goenka as required under Regulation 36(3) of the SEBI LODR and Secretarial Standards on General Meetings, are enclosed herewith as ***Annexure A***, which forms part of this Notice.

Mr. Sinha and Ms. Goenka have given their consents for being appointed 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. Sinha and Ms. Goenka 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. Sinha and Ms. Goenka, 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. Sinha and Ms. Goenka would be beneficial to the Company, and it is desirable to avail their services as an Independent Director.

The appointment of Mr. Sinha and Ms. Goenka will be subject to the approval of Ministry of Information & Broadcasting (“MIB”).

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 as an Independent Director on the Board 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 no. 3 & 4 of this Notice, for approval by the Members of the Company.

Except Mr. Sinha, Ms. Goenka and their respective 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. 3 & 4 of this Notice respectively, except to the extent of their shareholding, if any, in the Company.

Item No. 5

In accordance with the provisions of Section 197 of the Act, as amended from time to time, Directors who are neither Managing Director nor Whole-time Directors, are permitted to be paid remuneration in excess of 1% or 3% of the net profits of a company by obtaining approval of the shareholders in general meeting by way of special resolution.

Further, the Companies (Amendment) Act, 2020 effective 18th March, 2021, inter alia, provides that if, in any financial year, the Company has no profits or its profits are inadequate, the Company shall not pay to its Non-Executive Directors including Independent Directors, any remuneration except in accordance with the provisions of Schedule V of the Act. The remuneration thresholds as prescribed in Schedule V of the Act can be exceeded by passing of Special Resolution by the Members of the Company.

The Regulation 17(6) of the SEBI LODR inter alia provides that the Board shall recommend to the Members for their approval all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors.

The Non-Executive Directors of the Company play an important role in overseeing the governance, performance, and sustainable growth of the Company. They contribute their knowledge, skills, expertise, independent perspective, strategies and experience to the business of the Company and provide required diversity in Board's decision-making process.

With the enhanced corporate governance requirements, increased responsibilities and duties of the Directors under the Act and the SEBI LODR and the competitive business environment, the role of the Board, particularly the Non – Executive Directors including the Independent Directors, has become more onerous, requiring enhanced level of decision making ability, greater time commitments with high level of oversight.

In view of the above, the Board, basis recommendation of the NRC, at their respective meetings held on March 28, 2023, have approved, and recommended the payment of remuneration to the Non-Executive Directors including the Independent Directors (present and future) of the Company, up to Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum per Director, which may be in excess of 1% or 3% of the Annual Net Profits of the Company, as the case maybe, computed in accordance with the provisions of Sections 198 of the Act for each of the financial years commencing from 1st April, 2023.

The NRC and the Board would determine the annual remuneration payable to the Non-Executive Directors including the Independent Directors taking into consideration various factors such as Director's participation in Board and Committee Meetings, association with the Company during the year and contributions therein, other responsibilities undertaken, time devoted in carrying out their duties, role and functions as envisaged in Act and such other factors as the NRC and Board may consider fit within the overall limits of the remuneration as approved by the Members of the Company.

Further, in case of loss or inadequacy of profits, the said amount would be paid as minimum remuneration in accordance with Schedule V of the Act.

The aforementioned proposed remuneration would be in addition to the sitting fees and re-imburement of related expenses for attending the meetings of the Board of Directors and its Committees.

In this regard, the additional information pursuant to Schedule V of the Act, SEBI LODR, and the Secretarial Standard on General Meetings, is given in *Annexure A*, which forms part of this Notice.

The Board recommends passing of the Special Resolution for payment of remuneration to the Non-Executive Directors including the Independent Directors of the Company as set out at Item No. 5 of this Notice, for approval of the Members of the Company.

Except the Independent Directors of the Company and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested financially or otherwise, in the Resolution set out at Item No. 5 of this Notice except to the extent of their shareholding, if any, in the Company.

Item No. 6

In accordance with the provisions of Regulation 23 of the SEBI LODR read with the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions provides that 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, exceed 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.

The Company, in order to further its business interests and the business interest of the Group, enters into various transactions with its related parties. The estimated value of related party transactions between the Company and NDTV Convergence Limited, during the financial year 2023-24 is expected to exceed the materiality threshold as stated above.

Further, the Audit Committee and the Board at its meeting held on March 28, 2023, reviewed and approved the material related party contracts / arrangements / transactions, during the financial year 2023-24, as set out in Resolution no. 6, subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, as per the SEBI LODR, approval of the Members is being sought for arrangements / transactions proposed to be undertaken by the Company with NDTV Convergence Limited during financial year 2023-24.

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

The Board recommends passing of the Ordinary Resolution as set out in Item no. 6 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 Resolution as set out in Item no. 6 of this Notice, except to the extent of their shareholding in the Company, if any.

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

Table 1:

| 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 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 the Directors of NDTV Convergence Limited: a) Mr. Sanjay Pugalia b) Mr. Upendra Kumar Sinha 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.), Inter-Corporate Loan, and other transactions for business purposes between New Delhi Television Limited and NDTV Convergence Limited during the financial year 2023-24. |

| | | |
|-----|---|--|
| 5 | Tenure of the proposed transaction | One Year |
| 6 | Value of Transaction | Rs. 175.55 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 | 44.29 % |
| 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. | Out of funds of NDTV Convergence Limited |
| 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 | 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 | <ul style="list-style-type: none"> • Inter-Corporate Loan Limits (Give/Avail)– Rs. 80 Crores (in one or more tranches). • Interest Rate- 9.8% • Tenure – One year • Repayable on demand • Nature of security –Unsecured Category |
| iv | Purpose for which funds will be utilized | The funds will be utilised by the Company inter alia to incur certain capital expenditure for updation of technological equipment, studio, new office space etc. |
| 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 | <p>The Inter-Corporate Loan have been evaluated by a reputed external independent consulting firm in terms of interest rate and other arm's length criteria and the report confirming that the proposed RPTs are in ordinary course of business and on arm's length basis 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.</p> <p>The RPTs, other than the Inter-Corporate Loan , carried out by the Company can be broadly classified as –</p> <p>(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.</p> <p>(ii) the transactions involving reimbursement of actual</p> |

| | | |
|----|--|--|
| | | <p>expenses, where amounts are charged on an actual basis without any mark-up. These transactions are carried out to achieve economies of scale.</p> <p>(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.</p> |
| 11 | Any other information that may be relevant | All relevant information setting out material facts, forms part of this Notice. |

Item No. 7

In accordance with the provisions of Regulation 23 of the SEBI LODR read with the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions provides that transactions involving transfer of resources, services or obligations between 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, exceed 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.

NDTV Convergence Limited, a Material Subsidiary of the Company, in order to further its business interests and the business interest of the Group, enters into various transactions with its related parties. The estimated value of related party transactions between the NDTV Convergence Limited and AMG Media Networks Limited, a Related Party of the Company, during the financial year 2023-24 is expected to exceed the materiality threshold as stated above.

Further, the Audit Committee and the Board at its meeting held on March 28, 2023, reviewed, and approved the material related party contracts / arrangements / transactions, during the financial year 2023-24, as set out in the Resolution no. 7, subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, as per the SEBI LODR, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by NDTV Convergence Limited with AMG Media Networks Limited during the financial year 2023-24.

As per the SEBI LODR, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolutions.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 7 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 Resolution, as set out in Item no. 7 of this Notice, except to the extent of their shareholding in the Company, if any.

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

Table 2:

| Sr. No. | Description | Details |
|----------------|--|--|
| 1 | Name of the Related Party | AMG Media Networks Limited |
| 2 | Nature of Relationship with the Company or its subsidiary including nature of its concern or interest (financial or otherwise) | NDTV Convergence Limited is a Material Subsidiary of the New Delhi Television Limited (NDTV). AMG Media Networks Limited is a Holding Company of the NDTV. |
| 3 | Name of the director or key managerial personnel who is related, if any and nature of relationship | Following Director of the Company / NDTV Convergence Limited is also a director in AMG Media Networks Limited: Mr. Sanjay Pugalia |
| 4 | Type, material terms and particulars of the proposed transaction | The transactions involves providing Inter -Corporate Loan by NDTV Convergence Limited to AMG Media Networks Limited during the financial year 2023-24. |
| 5 | Tenure of the proposed transaction | One Year |
| 6 | Value of Transaction | Rs. 100 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 | 25.23 % |
| 8 | Details of transaction relating to Inter-Corporate Loan given by NDTV Convergence Limited to AMG Media Networks Limited: | |
| i | details of the source of funds in connection with the proposed transaction. | Out of the funds of NDTV Convergence Limited |
| 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 | 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 | <ul style="list-style-type: none"> • Inter-Corporate Loan (Give/Avail)– Upto Rs. 100 Crores (in one or more tranches). • Interest Rate- 9.8% • Tenure – One year • Repayable – on demand • Nature of security –Unsecured Category |
| iv | Purpose for which funds will be utilized | The funds will be utilized for running the business operations. |
| 9 | Justification as to why the Related Party Transactions are in the interest of the Company | Efficient liquidity management within the Group |

| | | |
|----|---|--|
| 10 | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction | The Inter-Corporate Loan have been evaluated by a reputed external independent consulting firm in terms of pricing and other arm's length criteria and the report confirming that the proposed RPTs are in ordinary course of business and on arm's length basis 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. |
| 11 | Any other information that may be relevant | All relevant information setting out material facts, forms part of this Notice. |

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

May 1, 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

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE ACT, AND DETAILS OF DIRECTORS SEEKING APPOINTMENT IN PURSUANT TO REGULATION 36 OF SEBI LODR AND SECRETARIAL STANDARD 2, ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

General Information

1. *Nature of Industry:*

Telecommunication, Broadcasting and Information supply services. The Company owns and operates three news channels - NDTV 24x7, NDTV India and NDTV Profit.

2. *Date or expected date of commencement of commercial production:*

The Company commenced business from the date of its incorporation on September 8, 1988.

3. *Financial performance based on given indicators:*

The financial performance of the Company in last three years is as under:

| Financial Parameter | (Rs. in million) | | |
|----------------------------|-------------------------|------------------|------------------|
| | Financial Years | | |
| | 2021-2022 | 2020-2021 | 2019-2020 |
| Revenue from Operations | 2,309.1 | 1,973.3 | 2,223.3 |
| Profit / Loss for the year | 591.9 | 379.9 | 130.3 |
| Dividend % | - | - | - |

4. *Foreign investments or collaborators, if any:*

The Company has an investment in Astro Awani Network Sdn Bhd (“Astro Awani”) and holds 1,712,250 Equity Shares of RM 1/- each. The total holding of the Company together with its subsidiary NDTV Networks Ltd in Astro Awani is 34,24,500 Equity Shares of RM 1/- each.

Other Information

1. *Reasons for loss or inadequate profits*

During the financial year 2021–2022, the Company earned net profit of Rs. 591.9 million. A summary of the Financial Statements for the past three years is provided in the above Section.

The provisions of Schedule V to the Companies Act, 2013 are being complied with to enable the Company to pay the proposed remuneration as minimum remuneration in case of loss or inadequacy of the profit during the tenure of the proposed appointees.

2. *Steps taken or proposed to be taken for improvement*

The Company is well-positioned to capture significant growth opportunities and profitability because of its following strengths:

- Renowned team of journalists;
- Consolidate, restructure or sell non-core businesses while accelerating growth in core businesses;
- Further investment in online assets to accelerate the Company's leadership position to benefit from the digital revolution;
- Explore all options to unlock and maximize stakeholders' value;
- Brand Equity as the country's Most-Trusted News Broadcaster;
- Enormous digital audience, among the largest in the country.

Further, the Company is focusing on increasing productivity and margins through overall efficiency of operations.

3. *Expected increase in productivity and profits in measurable terms*

The Company has taken initiatives to improve the position of NDTV against competing channels and will continue in its endeavor to increase viewership of the channels of the Company to improve profitability.

4. *Disclosures*

The Company will continue to disclose details regarding the remuneration of Directors in the Annual Report of the Company, as prescribed under the Act and SEBI LODR.

Details of Directors seeking appointment:

| 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 | 60 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 and / or Recognition or awards | <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 Leadership Skills, Technology, Journalism and Mass Communication, Financial and Risk Management, Corporate Governance, Sales and Marketing, Health and Safety, Environment and Sustainability and Telecom sector. | Mr. Chengalvarayan possesses expertise in Leadership Skills, Technology, Journalism and Mass Communication, Corporate Governance, Sales & Marketing, Health and Safety, Environment and Sustainability and Telecom sector. |
| 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 | Appointed for a period of 3 (three) years, with effect from April 1, 2023, till March 31, 2026 (both days inclusive), liable to retire by rotation. | Appointed for a period of 3 (three) years, with effect from April 1, 2023, till March 31, 2026 (both days inclusive), liable to retire by rotation. |
| Date of first appointment on the Board | December 23, 2022 | December 23, 2022 |
| Last Remuneration drawn | NIL | NIL |
| Details of Remuneration sought to be paid | Upto Rs. 3 crores | Upto Rs. 3 crores |

| | | |
|--|--|---|
| Shareholding in the Company including shareholding as a beneficial owner | NIL | NIL |
| Number of Meetings of the Board attended during the financial year | 1 | 1 |
| List of Directorships held in other companies | AMG Media Networks Limited Vishvapradhan Commercial Private Limited RRPR Holding Private Limited Quintillion Business Media Limited NDTV Convergence Limited NDTV Networks Limited NDTV Media Limited Red Pixels Ventures Limited | Vishvapradhan Commercial Private Limited RRPR Holding Private Limited Quintillion Business Media Limited NDTV Labs Limited NDTV Media Limited Red Pixels Ventures Limited NDTV Networks Limited NDTV Worldwide 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 | |
| | Corporate Social Responsibility Committee | Chairperson |
| | Risk Management Committee | Chairperson |
| | Audit Committee | Member |
| | Stakeholders' Relationship Committee | Member |
| | | New Delhi Television Limited |
| | | Corporate Social Responsibility Committee |
| | | Member |

| Particulars | Item No. 3 | Item No. 4 |
|---|--|--|
| Name of the Director | Mr. Upendra Kumar Sinha | Ms. Dipali Balkrishan Goenka |
| Director Identification Number | 00010336 | 00007199 |
| Date of Birth, Age | 71 years, 02/03/1952 | 53 years, 13/10/1969 |
| Qualification | M.Sc. and LLB | Graduate in Psychology and a Harvard alumnus |
| Brief profile and / or Recognition or awards | <p>Mr. Upendra Kumar Sinha served as the Chairman of Securities and Exchange Board of India (SEBI) for a period over six years between 2011 and 2017.</p> <p>During his stewardship, SEBI is credited with having brought in significant regulatory amendments in areas such as Takeover Code, Foreign Portfolio Investors, Alternate Investment Funds, Real Estate Investment Trusts (REITs), Infrastructure Investment Trusts (InvITs) etc. SEBI reforms in mutual funds made this industry a household name and India's ranking in shareholder protection rose substantially because of</p> | <p>Ms. Dipali Balkrishan Goenka is the Chief Executive Officer & Managing Director of Welspun India Limited. She is an accomplished global business leader known for her dynamism, entrepreneurial spirit, and passion for people & environment. She has been instrumental in driving the growth of Welspun's home textile business to \$1 billion global leadership with focus on Innovation, Brands & Sustainability.</p> <p>By developing internationally recognized brands like Christy and Hygrocotton and leading domestic brands Spaces & Welspun, she has been</p> |

| | | |
|--|--|--|
| | <p>SEBI's action on strengthening corporate governance.</p> <p>Prior to this, he was the Chairman and Managing Director at UTI Asset Management Company Pvt Ltd for six years. Preceding this, he was the Joint Secretary in the Ministry of Finance and looked after Banking and Capital Markets Divisions.</p> <p>Besides the above, he has held some very important positions as enumerated below:</p> <ul style="list-style-type: none"> ➤ Chairman of Association of Mutual Funds in India. ➤ Chairman Asia Pacific Regional Committee of the International Organisation of Securities Commissions (IOSCO). ➤ Chairman of the Government appointed committee on Foreign Institutional Investments in 2010 Chairman of the RBI committee on Micro, Small and Medium Industries (MSMEs) in 2019 ➤ Chairman of the Insolvency and Bankruptcy Board of India (IBBI) committee on group insolvency in 2020 <p>Currently, he works as independent director on the board of some companies and also advises a private equity fund. His book- "Going Public" on his term in SEBI was published by Penguin Random House in 2019. He has also edited a book- "Treatise on Securities Laws" published by Thomson Reuters in 2020.</p> <p>For his contribution as Chairman SEBI, he was conferred with many awards viz. CNBC-TV18 India Business Leader Awards (IBLA) – Outstanding Contribution to Indian Business Award 2014 and Economic Times - Business Reformer of the Year Award 2014 to name a few. Mr. Sinha was selected for the Indian Administrative Service in 1976. He holds a M.Sc. and LLB degree.</p> | <p>seminal in her forward looking customer centric approach. She has a strong focus on women empowerment and has undertaken significant initiatives to promote inclusive growth. She is a firm believer that business can be an agent of change.</p> <p>She has been recognized as one of most powerful women in Asia and India by Forbes. She was co-chair at India Economic Summit 2017 organized by World Economic Forum. She has been an Inspire series speaker at Harvard India conference. She was also recognized by Business world and HTT, US as one of the most influential woman business leaders.</p> <p>She joined other world leaders at the recent historic 1st United Nations Biodiversity summit for urgent action on Sustainable development. She was the chairperson of ASSOCHAM Women's council and is currently on board of Consumption platform at World economic forum.</p> <p>She is a graduate in Psychology and a Harvard alumnus.</p> |
| <p>Nature of Expertise in specific functional areas</p> | <p>Mr. Sinha possesses expertise in Leadership Skills, Corporate Governance, Financial Expertise, Risk Management, Health Safety,</p> | <p>Ms. Goenka possesses expertise in Leadership Skills, Corporate Governance, Financial Expertise, Risk Management, Sales & Marketing,</p> |

| | | | | |
|--|--|--|---------------------------------------|-------------|
| | Environment and Sustainability. | Technology Expertise, Health Safety, Environment and Sustainability. | | |
| 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 | Appointed for a period of 2 (two) years, with effect from March 27, 2023, till March 26, 2025 (both days inclusive), not liable to retire by rotation. | Appointed for a period of 2 (two) years, with effect from March 27, 2023, till March 26, 2025 (both days inclusive), not liable to retire by rotation. | | |
| Date of first appointment on the Board | March 27, 2023 | March 27, 2023 | | |
| Last Remuneration drawn | 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 financial year | 1 | 1 | | |
| List of Directorships held in other companies | Vedanta Limited Havells India Limited Nippon Life India Asset Management Limited SIS Limited NDTV Networks Limited NDTV Labs Limited NDTV Convergence Limited Aavishkaar Venture Management Services Private Limited Cube Highways Fund Advisors Private Limited | Welspun India Limited Welspun Corp Limited Welspun Enterprises Limited Welspun Flooring Limited Welspun Advance Materials (India) Limited Welspun Zucchi Textile Limited Welspun Captive Power Generation Limited Welspun Logistic Limited Welspun Global Brands Limited MGN Agro Properties Private Limited Friends Connections Private Limited Sequence Apartments Private Limited Koolkanya Private Limited | | |
| Name of Listed Companies from which the Director has resigned in the past three years | Max Healthcare Institute Limited Housing Developments Finance Corporation Limited | NIL | | |
| Memberships / Chairmanships across Listed Entities | New Delhi Television Limited | | New Delhi Television Limited | |
| | Audit Committee | Chairperson | Stakeholders Relationship Committee | Chairperson |
| | Nomination and Remuneration Committee | Member | Audit Committee | Member |
| | Vedanta Limited | | Nomination and Remuneration Committee | Member |
| | Audit & Risk Management Committee | Chairperson | Risk Management Committee | Member |
| Nomination & | Chairperson | Welspun India Limited | | |

| | | | | |
|--|---|-------------|--|--------|
| | Remuneration Committee | | | |
| | ESG Committee | Chairperson | Environment, Social and Governance & Corporate Social Responsibility Committee | Member |
| | Stakeholders Relationship Committee | Member | | |
| | Corporate Social Responsibility Committee | Member | Welspun Corp Limited | |
| | Havells India Limited | | Environment, Social and Governance & Corporate Social Responsibility Committee | Member |
| | Audit Committee | Chairperson | Welspun Enterprises Limited | |
| | Nippon Life India Asset Management Limited | | Environment, Social and Governance & Corporate Social Responsibility Committee | Member |
| | Audit Committee | Member | | |
| | Nomination and Remuneration Committee | Member | | |
| | Stakeholders Relationship Committee | Member | | |
| | Corporate Social Responsibility Committee | Member | | |
| | Risk Management Committee | Member | | |