

September 23, 2020

The Secretary, BSE Limited Corporate Services Department Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001	The Asst. Vice-President The National Stock Exchange of India Limited Corporate Communications Department “Exchange Plaza” Bandra Kurla Complex, Bandra (East), Mumbai-400051
Scrip Code: 532529	Scrip Symbol: NDTV

Sub: Proceedings of the 32nd Annual General Meeting (“AGM”) of New Delhi Television Limited (“the Company”)

Dear Sir/ Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith gist of proceedings of the 32nd Annual General Meeting of the Company held on Wednesday, September 23, 2020 through Video Conferencing/Other Audio-Visual Means. The Meeting commenced at 03:00 P.M. (IST) and concluded at 3:40 P.M. (IST) (including the Insta-poll).

The results of the matters that were put to vote, as required under Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, will be submitted separately.

Kindly consider and take the same on records.

Thanking you.

Yours faithfully,

For New Delhi Television Limited

**(Rajneesh Gupta)
Chief Financial Officer**

GIST OF PROCEEDINGS OF THE 32nd ANNUAL GENERAL MEETING

Date, Time & Venue:

The 32nd Annual General Meeting (“AGM”) of the Members of the Company was held on Wednesday, September 23, 2020 through Video Conference/Other Audio-Visual Means (‘OAVM’), in compliance with the Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020, issued by the Ministry of Corporate Affairs, and Circular dated May 12, 2020 issued by SEBI, and as per the applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder.

The Meeting commenced at 03:00 P.M.(IST) and concluded at 03:40 P.M.(IST) (including the Insta-poll).

The Gist of proceedings:

The meeting was chaired by Dr. Prannoy Roy, Executive Co-Chairperson of the Company.

The following Board members were present through Video Conference/ OAVM from their respective locations:

- *Mrs. Radhika Roy, Executive Co-Chairperson;*
- *Mr. Kaushik Dutta, Non-Executive Independent Director and Chairperson of the Audit Committee;*
- *Ms. Indrani Roy, Non-Executive Independent Director, Chairperson of the Nomination and Remuneration Committee and the Stakeholders Relationship Committee;*
- *Mr. Darius Taraporvala, Non- Executive Non- Independent Director.*

Further, the following members of the Management Team also joined the AGM from their respective locations:

- *Ms. Suparna Singh, Head of NDTV Convergence;*
- *Mr. Arijit Chatterjee, Chief Strategy Officer, NDTV Group;*
- *Mr. Kawaljit Singh Bedi, Chief Product & Technology Officer, NDTV Group;*
- *Mr. Rajneesh Gupta, Chief Financial Officer, NDTV Group;*
- *Ms. Tara Roy, Head - Special Projects;*
- *Ms. Richa Nagpal, Head- Shared Services and Operations, NDTV Group;*
- *Mr. Nikhil Guliani, Legal Counsel, NDTV Group;*
- *Ms. Tannu Sharma, Compliance Officer.*

The Statutory Auditors of the Company viz. B S R & Associates LLP, Chartered Accountants, was represented at the meeting by Mr. Rakesh Dewan and Mr. Gajendra Sharma, Partner(s), who joined the AGM through Video Conference. The members were informed that Mr. Hemant Kumar Singh, Practicing Company Secretary, who has been appointed as the Scrutinizer to ensure a fair and transparent voting process, has also joined the AGM through Video Conference from his location.

The members were further informed that in view of the social distancing norms implemented due to the Covid-19 pandemic prevailing across the globe, the meeting was conducted through video conference in accordance with the framework issued by the Ministry of Corporate Affairs & SEBI.

The requisite quorum being present, the meeting was called to order.

Thereafter, Dr. Prannoy Roy addressed the members who were virtually present at the AGM

The members were briefed about the procedure for attending the AGM, the procedure for inspection of statutory documents, and the e-voting related instructions.

Brief details of items:

The following businesses set out in the Notice convening the AGM dated August 10, 2020, were transacted at the meeting:

Ordinary Business:

1. *The consideration and adoption of:*
 - a) *the audited financial statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon; and*
 - b) *the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.*
2. *The re-appointment of Mrs. Radhika Roy, who retires by rotation at this meeting, and being eligible, seeks re-appointment;*
3. *The appointment of Statutory Auditors of the Company.*

Special Business:

4. *The re-appointment of Mr. Kaushik Dutta as an Independent Director;*
5. *The re-appointment of Mr. John Martin O'Loan as an Independent Director;*
6. *The re-appointment of Dr. Prannoy Roy as Whole-time Director, designated Executive Co-Chairperson;**
7. *The re-appointment of Mrs. Radhika Roy as Whole-time Director, designated Executive Co-Chairperson;**
8. *The approval of the payment of professional fees to Dr. Prannoy Roy for his anchoring and psephology services;**
9. *The appointment of Mr. Darius Taraporvala as a Director of the Company; and*
10. *The approval and ratification of remuneration of the Company's Cost Accountant.*

*Dr. Prannoy Roy being interested party, Mr. Kaushik Dutta took the Chair for the consideration of these matters.

Thereafter, the members attending the AGM and who had pre-registered themselves as speakers were given an opportunity to ask questions and express their views. The questions were duly responded by the Chairperson/management team.

Manner of approval

The members were given the facility of remote e-voting on all the resolutions set out in the Notice of the AGM. The remote e-voting commenced on Saturday, September 19, 2020 {09.00 A.M. (IST)} and concluded on Tuesday, September 22, 2020 {05.00 P.M. (IST)}. The members, who could / did not cast their vote through remote e-voting, were provided the facility to vote at the AGM using the Insta-poll mechanism provided by KFin Technologies Private Limited.

Members were informed that the consolidated results of remote e-voting and voting done at the AGM will be disseminated to the Stock Exchange(s) and uploaded on the website of the Company & KFin Technologies Private Limited (agency providing e-voting facility) in accordance with the statutory timelines.

The members were given 15 minutes time for casting their votes though Insta-poll mechanism, and the meeting concluded thereafter.

Note: Please note that this document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.