

August 30, 2021

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

**Sub: Notice of the 33<sup>rd</sup> Annual General Meeting and Annual Report for the Financial Year 2020-21**

Dear Sir/ Ma'am,

This is to inform that 33<sup>rd</sup> Annual General Meeting (AGM) of the Company will be held on Wednesday, September 22, 2021, at 03.00 P.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In compliance with the relevant circulars, the Annual Report for the Financial Year 2020- 21, comprising the Notice of the AGM and the standalone and consolidated financial statements for the Financial Year 2020-21, along with the Board's Report, Auditors' Report and other documents required to be attached thereto, will be sent to all the members of the Company whose email addresses are registered with the Depository Participant(s)/ Registrar and Share Transfer Agent of the Company. The said Annual Report is also uploaded on the Company's website and can be accessed at [https://www.ndtv.com/convergence/ndtv/corporatepage/annual\\_reports.aspx](https://www.ndtv.com/convergence/ndtv/corporatepage/annual_reports.aspx)

The details such as manner of (i) registering / updating - email address; (ii) casting vote through e-voting; and (iii) attending the AGM through VC / OAVM, has been set out in the Notice of the AGM (enclosed herewith).

The Company has fixed Wednesday, September 15, 2021, as the “Cut-off Date” for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of the AGM or to attend the AGM.

Please consider and take the same on record.

Thanking you.

Yours faithfully.

**For New Delhi Television Limited**

**(Tannu Sharma)  
Company Secretary & Compliance Officer**



## NEW DELHI TELEVISION LIMITED

CIN: L92111DL1988PLC033099

Regd. Office: B 50A, 2<sup>nd</sup> Floor, Archana Complex, Greater Kailash- 1, New Delhi-110048

Tel.: (+91-11) 2644 6666, 4157 7777, Fax: (+91-11) 4986 2990

Email id: [corporate@ndtv.com](mailto:corporate@ndtv.com), Website: [www.ndtv.com](http://www.ndtv.com)

### NOTICE

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting ("AGM") of the Members of New Delhi Television Limited ("the Company") will be held through Video Conference (VC) / Other Audio Visual Means (OAVM) on Wednesday, September 22, 2021 at 3.00 P.M. (IST) to transact the following:

#### ORDINARY BUSINESS

**1. To receive, consider and adopt:**

- a) the audited financial statements of the Company for the financial year ended March 31, 2021, and 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, 2021, and the report of the Auditors thereon.

**2. To re-appoint as Director Dr. Prannoy Roy, who retires by rotation at this meeting, and being eligible, seeks reappointment**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members of the Company be and is hereby accorded to re-appoint Dr. Prannoy Roy (DIN: 00025576) as Director of the Company liable to retire by rotation."

#### SPECIAL BUSINESS

**3. To re-appoint Dr. Prannoy Roy as Whole-time Director designated Executive Co-Chairperson**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, and as per the Memorandum and Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee, and the approval of the Board of Directors, and such other approvals as may be required, approval of the Members be and is hereby accorded to re-appoint Dr. Prannoy Roy (DIN:00025576), whose age is 71 (seventy one) years, as Whole-time Director designated Executive Co-Chairperson of the Company for a period of 5 (five) years with effect from October 1, 2021 till September 30, 2026.

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to inform all concerned of the aforesaid re-appointment, including the remuneration, and to present/ file necessary intimations, applications, notices, papers, forms or any other document/deeds, etc. with Competent Authorities, delegate power under this resolution, if required, in such form and manner as may be required or necessary, and also to do such acts, deeds and things, as may be required or necessary to give effect to this resolution."

**4. To re-appoint Mrs. Radhika Roy as Whole-time Director designated Executive Co-Chairperson**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable and as per the Memorandum and Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee, and the approval of the Board of Directors, and such other approvals as may be required, approval of the Members be and is hereby accorded to

re-appoint Mrs. Radhika Roy (DIN:00025625), whose age is 72 (seventy two) years, as Whole-time Director designated Executive Co-Chairperson of the Company for a period of 5 (five) years with effect from October 1, 2021 till September 30, 2026.

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to inform all concerned of the aforesaid re-appointment, including the remuneration, and to present/ file necessary intimations, applications, notices, papers, forms or any other document/deeds, etc. with Competent Authorities, delegate power under this resolution, if required, in such form and manner as may be required or necessary, and also to do such acts, deeds and things, as may be required or necessary to give effect to this resolution."

**5. To approve the remuneration for Dr. Prannoy Roy as Whole-time Director designated Executive Co-Chairperson of the Company from October 1, 2021 and upto September 30, 2024**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, and as per the Memorandum and Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee, and the approval of the Board of Directors, and such other approvals as may be required, the approval of the Members be and is hereby accorded for the following remuneration for Dr. Prannoy Roy (DIN: 00025576), Whole-time Director designated Executive Co-Chairperson of the Company, for a period of 3 (three) years, w.e.f. October 1, 2021 till September 30, 2024.

- Basic Salary: Upto Rs. 71,50,000/- per annum to be paid on a monthly basis;
- Perquisites and Allowances: Restricted to a sum of Rs. 35,00,000/- per annum to be paid on a monthly basis;
- Provident Fund: Per the rules of the Company

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits during the afore-mentioned tenure of 3 (three) years for which Dr. Prannoy Roy's remuneration is being approved, he be paid the above-mentioned remuneration pursuant to the provisions of Section II of Part II of the Schedule V of the Companies Act, 2013, including any statutory modifications or re-enactments thereof.

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to present/ file necessary intimations, applications, notices, papers, forms or any other document/deeds, etc. with the competent authorities, delegate power under this resolution, if required, in such form and manner as may be required or necessary, and also to do such acts, deeds and things as may be required or necessary to give effect to this resolution."

**6. To approve the remuneration for Mrs. Radhika Roy as Whole-time Director designated Executive Co-Chairperson of the Company from October 1, 2021 and upto September 30, 2024.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, and per the Memorandum and Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee, and the approval of the Board of Directors, and such other approvals as may be required, the approval of the Members be and is hereby accorded for the following remuneration for Mrs. Radhika Roy (DIN:00025625), Whole-time Director designated Executive Co-Chairperson of the Company, for a period of 3 (three) years w.e.f. October 1, 2021 till September 30, 2024:

- Basic Salary: Upto Rs. 141,50,000/- per annum to be paid on a monthly basis;
- Perquisites and Allowances: All perquisites and allowances shall be restricted to a sum of Rs. 15,00,000/- per annum to be paid on a monthly basis;
- Provident Fund: Per the rules of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits during the afore-mentioned tenure of 3 (three) years for which Mrs. Radhika Roy's remuneration is being approved, she be paid the above-mentioned remuneration pursuant to the provisions of Section II of Part II of the Schedule V of the Companies Act, 2013, including any statutory modifications or re-enactments thereof.

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to present/ file necessary intimations, applications, notices, papers, forms or any other document/deeds, etc., with the Competent Authorities, delegate power under this resolution, if required, in such form and manner as may be required or necessary, and also do such acts, deeds and things as may be required or necessary to give effect to this resolution."

**7. To approve the Professional Services Agreement and fee for Dr. Prannoy Roy**

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

**"RESOLVED THAT** pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, the approval of the Members be and is hereby accorded to pay Rs. 49,50,000/- per annum on a monthly basis excluding goods and services tax as may be applicable, as fees for a period of 3 (three) years, w.e.f. October 01, 2021 till September 30, 2024, to Dr. Prannoy Roy, against his Professional Services Agreement, which is in continuation of an agreement first entered into with the Company in the year 2015.

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to do such acts, deeds, and things as may be required or necessary to give effect to this resolution."

**8. To approve and ratify the remuneration for the Cost Accountant**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to ratify the remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only), excluding applicable taxes and reimbursement of out-of-pocket expenses, for M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), who have been re-appointed by the Board of Directors of the Company as the Cost Auditors of the Company for the financial year 2021-22.

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be considered necessary or incidental for the purpose of giving effect to this resolution."

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

**Tannu Sharma**  
M. No.: A30622  
Company Secretary

Date : August 17, 2021  
Place : New Delhi

**Registered Office:**

B 50A, 2<sup>nd</sup> Floor, Archana Complex,  
Greater Kailash - I, New Delhi-110048, India  
CIN: L92111DL1988PLC033099  
Tel: (91-11) 4157 7777, 2644 6666, Fax: (91-11) 4986 2990  
Email id: [corporate@ndtv.com](mailto:corporate@ndtv.com), Website: [www.ndtv.com](http://www.ndtv.com)

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars") the companies have been permitted to hold their AGMs through Video-Conference for the calendar year 2021. Accordingly, the 33<sup>rd</sup> Annual General Meeting of the Company is being conducted through Video Conferencing (VC), hereinafter called "e-AGM". The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015, Members can cast their votes electronically through e-voting services provided by KFin Technologies Private Limited (KFintech) on all resolutions set forth in this Notice. KFintech have also been engaged to enable members to participate at the 33<sup>rd</sup> e-AGM through Video-Conference.

3. Members can join the e-AGM 15 minutes before or after the scheduled commencement of the Meeting by following the procedure mentioned in the Notice.
4. Members holding share certificate(s) in multiple accounts in identical names, or joint accounts in the same order of names, are requested to apply to the Company's RTA for consolidation of such shareholding into one account.
5. The shares of the Company are under compulsory Demat trading. Also, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, w.e.f. April 1, 2019, the securities of listed companies can only be transferred in dematerialized form, except in the case of transmission or transposition of securities. Members holding shares in physical form are advised to convert their shares into dematerialized form.
6. Up to 1,000 members will be able to join the e-AGM on a First-in-First-Out (FIFO) basis.
7. These restrictions will not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
8. The attendance of Members (through their logins) will be counted for determining the quorum under Section 103 of the Companies Act, 2013.
9. Since the AGM is being held through Video-Conference, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also dispensed with.
10. The Notice of the e-AGM along with Annual Report will be sent to those Members / beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on Friday, August 20, 2021, and whose e-mail IDs are registered with the Company, their Depository Participants (DP) or KFintech.
11. Those Members who have not yet registered their email addresses and consequently, have not received the Notice, are requested to get their email addresses and mobile numbers registered with KFintech by following the guidelines mentioned below:
  - ▶▶ In case of physical holding: The Member may send an e-mail request to the Company at [secretarial@ndtv.com](mailto:secretarial@ndtv.com) along with:
    - a scanned copy of the signed request letter mentioning Name, Folio Number, Share certificate number, complete address, email address and mobile number, and
    - a scanned copy of a self-attested PAN card.
  - ▶▶ In case of Demat Holding: Members holding shares in dematerialized form are requested to register / update their email addresses with the relevant Depository Participant.

Alternatively, Members may also visit the following website and update their email ID/ contact number thereof. Detailed steps are given in this Notice under the head Guidelines to register email address:

<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
12. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of the businesses as set out above and details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India in respect of a Director seeking appointment/re-appointment at the Annual General Meeting, is annexed hereto and forms part of the Notice.
13. The Company has transferred all unpaid/unclaimed dividend declared from time to time on due date to the Investor Education and Protection Fund ("IEPF") of the Central Government.
14. Mr. Vishal Arora, Practicing Company Secretary (Membership No: FCS - 5958), has been appointed the Scrutinizer of the e-voting process.
15. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the e-AGM through e-voting facility. Body corporates are entitled to appoint authorized representative(s) to attend the e-AGM through VC/ OAVM and to cast their votes through remote e-voting/ e-voting at the e-AGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization



Letter/ Power of Attorney authorising their representative(s) to attend the meeting and vote on their behalf through e-voting, together with attested specimen signature(s) of the duly authorized representative(s). The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail ID to the Scrutinizer at [vishhal@legumamicuss.com](mailto:vishhal@legumamicuss.com) through its registered email address, with a copy marked to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) and [secretarial@ndtv.com](mailto:secretarial@ndtv.com).

16. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date of September 15, 2021.
17. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit it to the Chairperson of the Company or, in his absence to his duly authorised Director / officer, who shall countersign the Scrutinizer's Report and declare the result. The Chairperson shall declare the results within forty- eight hours of the conclusion of the meeting.
18. The Scrutinizer's decision on the validity of the votes shall be final and binding.
19. The result along with the Scrutinizer's report shall be placed on the website of the Company ([www.ndtv.com](http://www.ndtv.com)) and on Kfintech's website (<https://evoting.kfintech.com>) immediately after the result is declared and shall simultaneously be forwarded to the National Stock Exchange of India Limited and BSE Limited, the Stock Exchanges where the Company's shares are listed.
20. A recorded transcript of the AGM shall be maintained by the Company and be made available on the website of the Company [www.ndtv.com](http://www.ndtv.com) in the 'Investor Section', as soon as possible, after the conclusion of the meeting.
21. Resolutions will be deemed to be passed on the e-AGM date, subject to receipt of the requisite number of votes in favour of the resolutions.
22. Non-resident Indian shareholders are requested to inform about the following to the Company or Kfintech or the concerned DP, as the case may be, immediately of:
  - The change in the residential status on return to India for permanent settlement;
  - The particulars of the NRE Account with a Bank in India, if not furnished earlier.
23. All documents referred to in the accompanying notice shall be available for inspection from the date of circulation of this notice up to the date of the e-AGM. These documents, along with the extracts from the Register of Directors and Key Managerial Personnel & their shareholding, and the Register of Contracts & Arrangements in which Directors are interested, shall be available for inspection in electronic mode during the meeting to any person having the right to attend the meeting by logging on to <https://evoting.kfintech.com/> or <https://emeetings.kfintech.com>. Members seeking to inspect such documents can send an email to [secretarial@ndtv.com](mailto:secretarial@ndtv.com). In case you have any query relating to the Annual Accounts, you are requested to send the same to the Company Secretary at [secretarial@ndtv.com](mailto:secretarial@ndtv.com) at least 7 days before the date of e-AGM so as to enable the Management to provide the relevant information .
24. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) of every participant in the securities market. The shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).
25. The Notice and the Annual Report have also been uploaded on the website of the Company ([www.ndtv.com](http://www.ndtv.com)), Kfintech (<https://evoting.kfintech.com/public/downloads.aspx>), the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)) in compliance with the relevant Circulars.
26. In case of any query/grievance pertaining to E-voting, please visit Help & FAQ's section of the RTA at <https://evoting.kfintech.com> or contact Mr. Ravuri Vijay, Deputy Manager at KFin Technologies Private Limited, Selenium Tower B, Plot 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana, India, e-mail: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com), Contact No.: +91 40 6716 1518 and Toll Free No.: 1800 3094 001.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

### **ITEM NO. 2**

The explanatory statement for this item is being provided voluntarily, though it is not required per Section 102 of the Companies Act, 2013 ("the Act").

Presently, the Board of Directors of the Company comprises of six Directors, including three Independent Directors who are not liable to retire by rotation. The remaining three Directors viz., Dr. Prannoy Roy, Mrs. Radhika Roy, Executive Co-Chairpersons and Mr. Darius Taraporvala are Directors who retire by rotation. Between them, Dr. Prannoy Roy, having held the office longer, will retire by rotation at this meeting as per the provisions of the Companies Act, 2013. The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has recommended the re-appointment of Dr. Prannoy Roy, Executive Co-Chairperson, as Director liable to retire by rotation at this meeting.

Mrs. Radhika Roy and Dr. Prannoy Roy are interested in the resolution. The relatives of Dr. Prannoy Roy and Mrs. Radhika Roy may also be deemed interested in the resolutions set out as Item No. 2, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, 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 this resolution.

The Board recommends the Ordinary Resolution as set out as Item No. 2 of the Notice for the approval of the Members of the Company.

#### **ITEM NOS. 3 AND 4**

The Company at the Annual General Meeting held on September 23, 2020, had approved the appointment of Dr. Prannoy Roy and Mrs. Radhika Roy as Executive Co-Chairpersons of the Company, along with their remuneration, for a period of 15 months with effect from July 1, 2020 till the Annual General Meeting to be held in 2021 or September 30, 2021, whichever is later; this term expires on September 30, 2021.

Based on a series of factors given below, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee (NRC), at its meeting held on August 17, 2021, has approved the re-appointment of Dr. Prannoy Roy and Mrs. Radhika Roy as Whole-time Directors designated Executive Co-Chairpersons of the Company for a period of 5 (five) years with effect from October 1, 2021 till September 30, 2026.

The NRC and Board have approved their remuneration for a period of 3 (three) years as set out in the aforementioned resolution(s).

The re-appointment of Dr. Prannoy Roy and Mrs. Radhika Roy requires the approval of the Members of the Company through a Special Resolution pursuant to Part I (c) of Schedule V of the Companies Act, 2013 (as they both have attained the age of 70 years), and other applicable provisions, if any and rules made thereunder.

While considering this reappointment, shareholders are requested to note the following:

#### **Dr. Prannoy Roy's Expertise and Experience**

As Co-Founder of NDTV, Dr. Prannoy Roy has led the Company's growth and been instrumental in it achieving a brand equity that has led to NDTV repeatedly being awarded "India's Most-Trusted News Broadcaster." Dr. Roy has led the Company's turnaround from losses to profit over the last three years (from Rs. 61.4 crores loss in FY 2017-18 to Rs. 38 crores profit in FY 2020-21) and has ensured that NDTV's financial health has improved significantly.

Dr. Roy is India's most-experienced and best-known news anchor - it is his on-screen role in NDTV's coverage of elections, the government's Annual Budget and much more that is the best-known aspect of NDTV's programming. He is synonymous with the Company's flagship and most-viewed content. His many awards internationally prove his reputation extends far beyond India; this is why he has been chosen by some of the world's biggest political leaders for exclusive interviews.

As Executive Co-Chairperson of the Company, Dr. Prannoy Roy, together with Mrs. Radhika Roy, is responsible for the overall performance of the Company including the performance of the entire editorial and business teams of NDTV. He is responsible for the determination of the editorial, production and ethical values of all NDTV channels and digital platforms, and ensures that the staff deliver free and fair journalism on all its platforms. He is central to determining new areas of growth and focus for NDTV.

#### **Mrs. Radhika Roy's Expertise and Experience**

Radhika Roy founded and set up NDTV in 1988 after working for ten years as a print journalist. Since then, she has determined the progress of NDTV, ensuring journalism which is praised internationally for its independence, credibility and depth.

Mrs Roy has over the last three decades worked as Executive Producer and Co-Editor-in-Chief of the NDTV Networks; she has served as Managing Director of the NDTV Group; and since 2011, she has been the Co-Chairperson of the Company. In these positions, she has ensured the best standard of corporate governance for NDTV while also taking overall charge of its programming and production.

Mrs. Roy has, through meticulous attention to detail and constant supervision, led the Company's turnaround from

losses to profit over the last three years (from Rs. 61.4 crores loss in FY 2017-18 to Rs. 38 crores profit in FY 2020-21) and has ensured that NDTV's financial health has improved significantly. As Co-Chairperson, she has implemented a strategy to consolidate NDTV's strength and core business. It is because of her editorial vigilance that NDTV has been named the Most-Watched News Channel in India, and NDTV's website has been determined as Most-Popular News Site in India, by the prestigious Reuter's Institute at Oxford University.

As Executive Co-Chairperson of the Company, Mrs. Roy, together with Dr. Roy, is responsible for the overall performance of the Company including the performance of the entire editorial and business teams of NDTV. She is responsible for the determination of the editorial, production and ethical values of all NDTV channels and digital platforms, and ensures that the staff deliver free and fair journalism on all its platforms. She is central to determining new areas of growth and focus for NDTV.

The particulars required to be disclosed in the explanatory statement in accordance with provisions of the Companies Act, 2013, and Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, form an integral part of this Notice and appear hereinbelow.

Mrs. Radhika Roy and Dr. Prannoy Roy are interested in the resolution. The relatives of Dr. Prannoy Roy and Mrs. Radhika Roy may also be deemed interested in the resolutions set out as Item No. 3 and 4, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, 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 this resolution.

The Board recommends the Special Resolutions as set out as Item Nos. 3 and 4 of the Notice for the approval of the Members of the Company.

#### ITEM NO. 5

Per Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group shall be subject to the approval of the Members by Special Resolution at the Annual General Meeting, if there is more than one such Director, and the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Company.

The proposed remuneration for Dr. Prannoy Roy, as appearing hereinbelow, is for a period of 3 (three) years w.e.f. October 1, 2021 till September 30, 2024.:

Current Remuneration	Proposed Remuneration
<p><u>Basic Salary:</u> Upto Rs. 46,50,000/- per annum, to be paid on monthly basis;</p> <p><u>Perquisites and Allowances:</u> All perquisites and allowances shall be restricted to a sum of Rs. 35,00,000/- per annum, to be paid on monthly basis;</p> <p><u>Provident Fund:</u> Per the rules of the Company.</p>	<p><u>Basic Salary:</u> Upto Rs. 71,50,000/- per annum, to be paid on monthly basis;</p> <p><u>Perquisites and Allowances:</u> All perquisites and allowances shall be restricted to a sum of Rs. 35,00,000/- per annum, to be paid on monthly basis;</p> <p><u>Provident Fund:</u> Per the rules of the Company.</p>

While considering this, shareholders are requested to note:

- i) As Co-Chairperson, Dr. Roy is - and has been for nearly a decade - paid less than not only several top Management executives, but also some mid-level NDTV employees.
- ii) This is despite the Company delivering a turnaround in the last three years of over 100 crores (from Rs. 61.4 crores loss in FY 2017-18 to Rs. 38 crores profit in FY 2020-21) and showing consistent profit. As Co-Chairperson, Dr. Roy has led this swift and effective transition from consistent losses to steady profit.
- iii) As a result of the Company's improved financial health, employees with exceptional performance have received increments over the last two years, but during this period, Dr. Roy's compensation has not changed.
- iv) It is also important to note that his compensation as Co-Chairperson is far lower than others in the same role at comparable media companies.
- v) The shareholders may further note that Dr. Roy will also join the Board of Company's material subsidiary, NDTV Convergence Limited ('Convergence'), and lead this subsidiary's growth and strategy. The Company has often stated that Convergence, its digital branch, is at the centre of the Group's business and editorial matrix, and with Dr. Roy joining its Board, Convergence will be able to drive more synergy with the Group's television company



and further consolidate its position as market leader in the online news space. For this, Convergence will pay him Rs. 25 Lakhs per annum, subject to the approval of its shareholders at its Annual General Meeting to be held on or before September 30, 2021.

The remuneration for Dr. Prannoy Roy requires the approval of the Members of the Company by way of a Special Resolution pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013, and rules made thereunder, and Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The particulars required to be disclosed in the explanatory statement, in accordance with provisions of Section II of Part II of Schedule V of the Companies Act, 2013, and Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, form an integral part of this Notice and are given below.

Dr. Prannoy Roy and Mrs. Radhika Roy are interested in the resolution set out as Item No. 5 of the Notice. Their relatives may be deemed interested in this resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, 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 these resolutions.

The Board recommends the Special Resolution set forth as Item No. 5 of the Notice for the approval of the Members of the Company.

#### ITEM NO. 6

Per Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group shall be subject to the approval of the Members by Special Resolution at the Annual General Meeting, if there is more than one such Director, and the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Company.

The proposed remuneration for Mrs. Radhika Roy, as appearing hereinbelow, is proposed for a period of 3 (three) years w.e.f. October 1, 2021 till September 30, 2024.

Current Remuneration	Proposed Remuneration
<p><u>Basic Salary:</u> Upto Rs. 46,50,000/- per annum, to be paid on monthly basis;</p> <p><u>Perquisites and Allowances:</u> All perquisites and allowances shall be restricted to a sum of Rs. 15,00,000/- per annum, to be paid on monthly basis;</p> <p><u>Provident Fund:</u> Per the rules of the Company.</p>	<p><u>Basic Salary:</u> Upto Rs. 1,41,50,000/- per annum, to be paid on monthly basis;</p> <p><u>Perquisites and Allowances:</u> All perquisites and allowances shall be restricted to a sum of Rs. 15,00,000/- per annum, to be paid on monthly basis;</p> <p><u>Provident Fund:</u> Per the rules of the Company.</p>

While reviewing this matter, shareholders are requested to consider:

- i) Mrs. Roy has worked without an increase in remuneration for more than a decade. When the Company was reporting large losses, she took a 20% pay cut in 2009-10 which remains in effect to date.
- ii) The Company has moved from consistent losses to steady profit. This turnaround in the last three years of over 100 crores (from Rs. 61.4 crores loss in FY 2017-18 to Rs. 38 crores profit in FY 2020-21) has been strategized by - and executed with - the consistent vigilance and supervision of Mrs. Roy as Co-Chairperson.
- iii) It is also important to note that her compensation as Co-Chairperson is far lower than others in the same role at comparable media companies.
- iv) The shareholders may further note that Mrs. Roy will also join the Board of Company's material subsidiary, NDTV Convergence Limited ('Convergence'), and lead this subsidiary's growth and strategy. The Company has often stated that Convergence, its digital branch, is at the centre of the Group's business and editorial matrix, and with Mrs. Roy joining its Board, Convergence will be able to drive more synergy with the Group's television company and further consolidate its position as market leader in the online news space. For this, Convergence will pay her Rs. 43.50 Lakhs per annum, subject to the approval of its shareholders at its Annual General Meeting to be held on or before September 30, 2021.

The remuneration as set out in the above resolution for Mrs. Roy requires the approval of the Members of the Company by way of Special Resolution pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 and other

applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The particulars required to be disclosed in the explanatory statement in accordance with provisions of Section II of Part II of Schedule V of the Companies Act, 2013, and Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, form an integral part of this Notice and are given hereinbelow.

Dr. Roy and Mrs. Radhika Roy are interested in the resolution set out as Item No. 6 of the Notice. Their relatives may be deemed interested in this resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, 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 these resolutions.

The Board recommends the Special Resolution set forth as Item No. 6 of the Notice for the approval of the Members of the Company.

**STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013, AND DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN PURSUANCE OF REGULATION 36 OF LISTING REGULATIONS AND SECRETARIAL STANDARD 2, ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

**i) General Information**

1. *Nature of Industry:*

Telecommunication, Broadcasting and Information supply services. The Company operates three news channels - NDTV 24x7, NDTV India and NDTV Profit and a vast digital operation called "NDTV Convergence".

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

The Company commenced business from the date of its incorporation on September 08, 1988.

3. *In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:*

Not Applicable

4. *Financial performance based on given indicators:*

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

(Rs. in million)

Financial Parameter	Financial Years		
	2020-2021	2019-2020	2018-2019
Revenue	2,407.23	2,418.45	2,742.23
Profits / (Loss) (before exceptional and extra-ordinary items and tax)	379.91	130.33	173.15
Dividend %	-	-	-

5. *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 3,424,500 Equity Shares of RM 1/- each.

**ii) Information about the appointee(s)**

1. **Background details**

**Dr. Prannoy Roy**

Dr. Prannoy Roy, Co-Chairperson of the NDTV Group, joined his wife Radhika Roy at NDTV shortly after she founded the company in 1988.

Since then, Dr. Roy has been an on-the-ground reporter and anchor for numerous programmes, starting with "The World This Week", all Lok Sabha and State Elections, the annual Central Government Budget – as well as a large variety of other shows from the nightly news to interviews with experts and Nobel Prize-winners from India and around the world (including the prime ministers and presidents from/of Europe, the UK and the USA). He has also interviewed a series of superstars including Aamir Khan, Shah Rukh Khan, Priyanka Chopra, Deepika Padukone, Matt Damon, Shakira, among many others.

Dr. Roy is a Psephologist, an Economist and a Chartered Accountant. After graduating with First Class Honours from London University, Prannoy Roy did a PhD from the Delhi School of Economics before he taught there. He has been an Economic Advisor in the Ministry of Finance.

His academic awards include the Leverhulme Trust (UK) Fellowship, the Queen Mary College Prize for results at BSc and an OPOS Scholarship at the Doon School to study at Haileybury (UK).

### **Mrs. Radhika Roy**

Mrs. Radhika Roy founded and set up NDTV in 1988 after working for ten years as a print journalist.

Mrs. Roy has worked in many roles at NDTV, starting as Executive Producer and Editorial Head of NDTV's first television programme, *The World This Week*.

Over the last three decades, she has worked as Executive Producer and Co-Editor-in-Chief of the NDTV Network; she has served as Managing Director of the NDTV Group; and since 2011, she has been the Co-Chairperson of the Company.

Mrs. Roy has always held and believes strongly that a leader is only ever as good as her team.

## **2. Past Remuneration**

The details of remuneration paid during the financial year 2020–21:

Name of the Director	(Amount in Rs.)			
	Basic Salary	Perquisites and Allowances	Provident Fund	Total
Dr. Prannoy Roy	41,18,646	18,08,844	494,238	64,21,728
Mrs. Radhika Roy	38,94,354	10,37,264	467,322	53,98,940

*Note: Includes value of perquisites as per Income Tax Act, 1961.*

During the financial year 2020-21, Dr. Prannoy Roy was paid a professional fee of Rs. 19,50,978/- by the Company.

## **3. Recognition or awards**

### **Dr. Prannoy Roy**

During 1985-1987, Dr. Prannoy Roy was associated with the Ministry of Finance, Government of India as Economic Advisor. He has been involved with the television media since 1980 as a commentator on elections and from 1984 as a premier anchor in India with unparalleled credibility and analytical depth. He has been adjudged the Television Personality of the Millennium by the Indian Express. Some of the key awards received by him are:

- Priyadarshini Academy Bombay, Felicitations Award for explicit coverage of world news on TV and analysis of trends in elections awarded in 1990
- Dynasty Culture Club Hall of Fame award for Best Anchor Person in 1991
- TV & Video Award for Best Anchor Person in 1993
- B. D. Goenka Award for excellence in Journalism in 1994 and 1995
- Maharana Mewar Foundation Award for contribution to Journalism in 1996
- Runner-up for Best News Presenter / Anchor in the Asian television Awards in 1997
- Goodwill Tour Award from Habib Public School, Karachi awarded in 1997
- Indian Dance theatre "Best Personality of the Year" awarded in 1998
- Screen Videocon Award for "Lifetime Achievement" awarded in 1998
- Limca Book of Records - "Person of the year" awarded in 1998
- Ernst & Young - Entrepreneur of the year award (Media)
- Thoppil Gopalakrishnan Memorial Award for Excellence in Journalism
- Indian News Television Award for Lifetime Achievement
- Indian News Broadcasting Award for Trusted News Anchor in 2008
- Indian News Broadcasting Award for The Hall of Fame for Lifetime Contribution to Industry in 2009
- Mumbai Press Club Red Ink Awards for Journalism - Lifetime Achievement Award in April 2015

- Lal Bahadur Shastri National Award 2015 - Excellence in Public Administration, Academics and Management
- In 2020, his half-hour show on a young voter in Uttar Pradesh, a show called *Sunaina's Story* was voted the Best News Programme in Asia

#### **Mrs. Radhika Roy**

Mrs. Radhika Roy is co-winner of the Ernst & Young Entrepreneur of the Year award (Information, Communication and Entertainment) in 2003. Mrs. Radhika Roy received the ENBA (exchange4Media)- Lifetime Achievement Award in 2012.

#### **4. Job profile and suitability**

##### **a. Dr. Prannoy Roy**

As Executive Co-Chairperson of the Company, Dr. Prannoy Roy, together with Mrs. Radhika Roy, is responsible for the overall performance of the Company including the performance of the entire editorial and business teams of NDTV. He is responsible for the determination of the editorial, production and ethical values of all NDTV channels and digital platforms, and ensures that the staff deliver free and fair journalism on all its platforms. He is central to determining new areas of growth and focus for NDTV.

##### **b. Mrs. Radhika Roy**

As Executive Co-Chairperson of the Company, Mrs. Radhika Roy, together with Dr. Prannoy Roy, is responsible for the overall performance of the Company including the performance of the entire editorial and business teams of NDTV. She is responsible for the determination of the editorial, production and ethical values of all NDTV channels and digital platforms, and ensures that the staff deliver free and fair journalism on all its platforms. She is central to determining new areas of growth and focus for NDTV.

#### **5. Remuneration proposed**

As set out above in the Notice, the remuneration for Dr. Prannoy Roy and Mrs. Radhika Roy for 3 (three) years has the approval of the Board and the Nomination and Remuneration Committee of the Board.

#### **6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details with reference to the country of his origin)**

When benchmarked internally against top executives of the Company, or externally against others performing a similar role at comparable media companies, Dr. Roy and Mrs. Roy are paid much less than what is due against their experience, stature, and role.

#### **7. Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any**

Dr. Prannoy Roy and Mrs. Radhika Roy are married to each other.

### **iii) Other Information**

#### **1. Reasons for loss or inadequate profits**

During the financial year 2020–2021, the Company earned net profit of Rs. 378.58 million. A summary of the Statement of Profit and Loss for the current and previous financial year is given below:

**(Rs. in million)**

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Profit & Loss Account at the beginning of the year	(2,912.11)	(3,027.09)
Add: Profit/(Loss) for the year*	378.58	114.98
Profit/ (Loss) Carried forward to balance sheet	(2,533.53)	(2,912.11)

\* Including Other Comprehensive Income

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:

- Focus on independent news and commitment to No Hate-For-Profit, a credo that is now being pushed internationally as the need of the hour for news;
- 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 over all 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.

#### iv) **Disclosures**

Adequate disclosures in respect of remuneration package and other details of both the Directors (Mrs. Radhika Roy and Dr. Prannoy Roy) for financial year 2020–21 have been provided at appropriate places in the Annual Report.

#### v) **Disclosure of relationships between Directors inter-se**

Dr. Prannoy Roy and Mrs. Radhika Roy are married to each other.

#### vi) **Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board**

Dr. Prannoy Roy and Mrs. Radhika Roy do not hold directorships in any other listed entity except New Delhi Television Limited.

#### **THE OTHER DETAILS OF THE ABOVE-MENTIONED DIRECTORS ARE AS UNDER:**

<b>Name of the Directors</b>	<b>Dr. Prannoy Roy</b>	<b>Mrs. Radhika Roy</b>
<b>DIN</b>	00025576	00025625
<b>Age (in years, as on the date of Notice)</b>	71	72
<b>Remuneration sought to be paid</b>	<ul style="list-style-type: none"> <li>• Basic Salary: Upto Rs. 71,50,000/- per annum to be paid on a monthly basis</li> <li>• Perquisites and Allowances: Restricted to a sum of Rs. 35,00,000/- per annum, to be paid on a monthly basis</li> <li>• Provident Fund: As per rules of the Company</li> </ul>	<ul style="list-style-type: none"> <li>• Basic Salary: Upto Rs. 141,50,000/- per annum, to be paid on a monthly basis;</li> <li>• Perquisites and Allowances: All perquisites and allowances shall be restricted to a sum of Rs. 15,00,000/- per annum to be paid on a monthly basis;</li> <li>• Provident Fund: As per the rules of the Company.</li> </ul>
<b>Terms and Conditions of appointment(s)</b>	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.
<b>Justification for choosing the appointees as Independent Director</b>	Not Applicable	Not Applicable
<b>Remuneration last drawn from the Company</b>	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.
<b>Date of first appointment on the Board of Directors of the Company</b>	September 08, 1988	September 08, 1988
<b>Shareholding in the Company (as on the date of Notice)</b>	1,02,76,991 (15.94%) equity shares*	1,05,24,249 (16.32%) equity shares*



Name of the Directors	Dr. Prannoy Roy	Mrs. Radhika Roy
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Dr. Prannoy Roy is married to Mrs. Radhika Roy	Mrs. Radhika Roy is married to Dr. Prannoy Roy
Number of Board meetings attended during the financial year 2020-21	9	9
List of Directorships held in other companies, as on March 31, 2021**	<ul style="list-style-type: none"> <li>• RRPR Holdings Private Limited</li> <li>• NDTV Investments Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• RRPR Holdings Private Limited</li> <li>• NDTV Investments Private Limited</li> </ul>
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2021***	NIL	NIL

\*Dr. Prannoy Roy, Mrs. Radhika Roy and RRPR Holding Private Limited are Promoters of the Company. The total shareholding of the promoter group is 3,96,15,168 (61.44%) equity shares of the Company.

\*\*Directorships in all other public and private limited companies, whether listed or not, have been considered, and directorships in all other companies including foreign companies and companies under Section 8 of the Companies Act, 2013, have been excluded.

\*\*\*Only includes membership / Chairmanship of Audit Committee and Stakeholders' Relationship Committee.

#### ITEM NO. 7

Dr. Prannoy Roy provides professional services to the Company pursuant to a Professional Services Agreement, first executed in 2015, which has been renewed every year since with the approval of the Nomination and Remuneration Committee and Audit Committee.

Such professional services consist of anchoring of special programming - all the content that is NDTV's hallmark and on which its brand equity rests - including coverage of elections, the government's annual budget, other shows analysing political or economic situations and special townhalls on matters of national news importance.

Dr. Roy, as India's best-known and most-credible anchor, receives compensation via this agreement that is far smaller than commensurate with his stature and experience. Other junior anchors, including within the Company, are paid much more.

This Professional Services Agreement does not include any managerial responsibilities assigned to him in his capacity as Whole-Time Director designated Executive Co-Chairperson. The Nomination and Remuneration Committee (NRC) and the Audit Committee have approved this payment as a transaction in the ordinary course of the Company's business and at arm's length.

The details of the current professional services fee, and the proposed revision are:

Current Professional fee	Proposed to be paid
Rs. 24,38,724/- per annum, paid on a monthly basis	Rs. 49,50,000 per annum, to be paid on a monthly basis.

In view of the above, the approval of the Members of the Company is required for the payment to Dr. Prannoy Roy of the professional service fee of Rs. 49,50,000/- for the aforementioned years, excluding goods and services tax as may be the applicable by way of a Special Resolution in accordance with Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and such other provisions as may be applicable.

The shareholders may also note that NDTV Convergence Limited, ('Convergence'), a material subsidiary of the Company will enter into a Professional Services Agreement with Dr. Prannoy Roy for data analysis and special commentary that will be available exclusively on its platforms. This content, created and/or supervised by Dr. Roy will be specially created for Convergence and will include info-graphics and data journalism on marquis news events including the elections, the Annual Budget and tracking the latest statistics on the pandemic, the rate of vaccinations, etc. Convergence will draw additional revenue and traffic for this premium content. It is proposed that Dr. Roy shall be paid an annual fee of Rs. 19 lakhs for his professional services provided to Convergence, subject to the approval of the shareholders of Convergence at its ensuing Annual General Meeting to be held on or before September 30, 2021.

Dr. Prannoy Roy and Mrs. Radhika Roy are interested in the resolution set out as Item No. 7 of the Notice. Their relatives may be deemed interested in this resolution to the extent of their shareholding interest, if any, in the Company.



Save and except the above, 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 these resolutions.

The Board recommends the Special Resolution set forth as Item No. 7 of the Notice for the approval of the Members of the Company.

#### **ITEM NO. 8**

The Board of Directors of the Company, on the recommendation of the Audit Committee at its meeting held on May 20, 2021, has re-appointed M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), as the Cost Auditor of the Company for the financial year 2021-22 at a total remuneration of Rs. 1,50,000/-, excluding applicable taxes and reimbursement of out-of-pocket expenses. As per the provisions of Section 148(3) of the Companies Act, 2013, read with the Companies (Cost Records and Audit Rules), 2014, and the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the remuneration of Cost Auditors, as approved by the Board of Directors of the Company on the recommendation of its Audit Committee, is required to be ratified by the Members of the Company.

In view of the above, the Members are requested to ratify the above-mentioned remuneration for services to be rendered by the Cost Auditor of the Company for the financial year 2021-22.

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. 8 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. 8 of the Notice for the approval of the members of the Company.

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

**Tannu Sharma**  
M. No.: A30622  
Company Secretary

Date : August 17, 2021  
Place : New Delhi

#### **Registered Office:**

B 50A, 2<sup>nd</sup> Floor, Archana Complex,  
Greater Kailash - I, New Delhi-110048, India  
CIN: L92111DL1988PLC033099  
Tel: (91-11) 4157 7777, 2644 6666, Fax: (91-11) 4986 2990  
Email id: [corporate@ndtv.com](mailto:corporate@ndtv.com), Website: [www.ndtv.com](http://www.ndtv.com)



## NEW DELHI TELEVISION LIMITED

CIN: L92111DL1988PLC033099

Regd. Office: B 50A, 2<sup>nd</sup> Floor, Archana Complex, Greater Kailash- 1, New Delhi-110048

Tel.: (+91-11) 2644 6666, 4157 7777, Fax: (+91-11) 4986 2990

Email id: [corporate@ndtv.com](mailto:corporate@ndtv.com), Website: [www.ndtv.com](http://www.ndtv.com)

Name of the Member including Joint holder(s), if any:	
Registered address of the sole/ first named Member	
DP ID & Client ID No./Registered Folio No.	
No. of shares held	

Dear Member(s),

### Sub: Remote Voting Through Electronic Means

Per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations, the Company is providing the facility of remote e-voting to vote on resolutions proposed at the 33<sup>rd</sup> Annual General Meeting ("AGM") of the Company scheduled to be held on Wednesday, September 22, 2021 at 3:00 P.M. to members holding shares as of September 15, 2021 (end of day). This is the cut-off date fixed for determining members entitled to participate in remote e-voting at the e-AGM. Any Person who is not a member as of the cut-off date should treat this Notice for information purposes only.

The Company has engaged the services of KFin Technologies Private Limited ("KFintech") as the authorized agency to provide remote e-voting facilities. The remote e-voting particulars are as follows:

E-voting Event Number (EVENT)	User ID	Password/PIN

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	09:00 am (IST) on Saturday, September 18, 2021
End of e-voting	05:00 pm (IST) on Tuesday, September 21, 2021

The cut-off date for the purpose of remote e-voting is September 15, 2021.

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting mode shall be disabled by KFintech upon expiry of aforesaid period.

This communication forms an integral part of the Notice dated August 17, 2021 for the 33<sup>rd</sup> AGM scheduled to be held on Wednesday, September 22, 2021. Please read the instructions properly before exercising votes.

The Notice of the AGM and this communication are also available on the website of the Company at [www.ndtv.com](http://www.ndtv.com)

By Order of the Board  
For New Delhi Television Limited

**Tannu Sharma**  
M. No.: A30622  
Company Secretary

Date : August 17, 2021  
Place : New Delhi

#### Registered Office:

B 50A, 2<sup>nd</sup> Floor, Archana Complex,  
Greater Kailash - I, New Delhi-110048, India

CIN: L92111DL1988PLC033099

Tel: (91-11) 4157 7777, 2644 6666, Fax: (91-11) 4986 2990

Email id: [corporate@ndtv.com](mailto:corporate@ndtv.com), Website: [www.ndtv.com](http://www.ndtv.com)

### **GUIDELINES TO REGISTER EMAIL ADDRESS:**

Members who have not yet registered their email addresses and consequently, have not received the Notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with Kfintech, by following the guidelines mentioned below.

- i) Visit the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- ii) Select the company name i.e. New Delhi Television Limited.
- iii) Enter DPID-CLIENT ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
- iv) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
- v) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- vi) Enter the email address and Mobile No.
- vii) System will check the authenticity of DPID-CLID/ Physical Folio No. and PAN/Certificate No., as the case may be, and will send the OTPs at the registered Mobile No. as well as email address for validation.
- viii) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
- ix) The Company through Kfintech will send the Notice, Integrated Report and the e-voting instructions along with the User ID and Password to the email address given by you.

Alternatively, Members may send a copy of the share certificate (in case shares are held in physical form) along with scanned copy of the signed request letter mentioning Name, Folio Number, Share certificate number, complete address, email address and mobile number, and scanned copy of self-attested PAN card to enable Kfintech to register their e-mail address and to provide them the Notice, Integrated Report and the e-voting instructions along with the User ID and Password at the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)

In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, Members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual report, Notice of AGM and the e-voting instructions.

- x) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Notice, Integrated Report and the e-voting instructions along with the User ID and Password. Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.

### **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**

1. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by listed entities, the Company is pleased to provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
2. The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Kfintech as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting). The instructions for e-voting are given below:
  - I. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Entities", e-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants (DPs) in order to increase the efficiency of the voting process.
  - II. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
3. The Members attending the AGM who have not cast their vote by remote e-voting shall be entitled to vote at AGM through e-voting system. Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.

4. The Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at AGM will not be considered. The Members who have cast their vote by remote e-voting may also attend the AGM but can't vote at the AGM.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The remote e-voting facility will be available during the following period:  
**Commencement of remote e-voting:**  
 From 9.00 AM (IST) on September 18, 2021  
**End of remote e-voting:**  
 Upto 5.00 PM (IST) on September 21, 2021
7. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of aforesaid period.
8. The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as at close of business hours on Wednesday, September 15, 2021 ('cut-off date').
9. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting / e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.
10. Any person who becomes member of the Company after dispatch of the Notice of AGM and is holding shares as on the cut-off date i.e Wednesday, September 15, 2021 may obtain the User ID and password in the manner as mentioned below:
  - a) If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399 Example for NSDL: MYEPWDIN12345612345678 Example for CDSL: MYEPWD1402345612345678 Example for Physical: MYEPWD XXXX1234567890
  - b) If e-mail address or mobile number of the Member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
  - c) Member may Call KFintech's Toll free number 1800 3094 001
  - d) Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com)
11. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under: Login method for remote e-Voting and joining e-AGM for Individual shareholders holding securities in demat mode.
12. The Members who will be present in attending the AGM through VC / OAVM and have not already cast their vote(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

#### **INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING:**

The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Step 3:** Access to join virtual meetings (e-AGM) of the Company on KFintech system to participate e-AGM and vote at the AGM.



Details on Step 1 are mentioned below:

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li><b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>i) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>iii) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>iv) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li><b>2. User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>i) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii) Proceed with completing the required fields.</li> <li>iv) Follow steps given in point 1.</li> </ol> </li> <li><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>i) Open URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>ii) Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>iv) Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e KFintech</li> <li>v) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li><b>1. Existing user who have opted for Easi/Easiest</b> <ol style="list-style-type: none"> <li>i) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Click on New System Myeasi</li> <li>iii) Login with your registered user id and password.</li> <li>iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>v) Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li><b>2. User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>i) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>ii) Proceed with completing the required fields.</li> <li>iii) Follow the steps given in point 1</li> </ol> </li> <li><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b> <ol style="list-style-type: none"> <li>i) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Provide your demat Account Number and PAN No.</li> <li>iii) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>iv) After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</li> </ol> </li> </ol>
<p><b>Individual Shareholders login through their demat accounts/Website of Depository Participant</b></p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on options available against company name or e-Voting service provider –KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

- **Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.
- Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.
- After entering these details appropriately, click on "LOGIN".

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990 and 1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738 or 022-23058542-43</b>

**Details on Step 2 are mentioned below:**

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- a) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the [URL:https://emeetings.kfintech.com](https://emeetings.kfintech.com)
  - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6192, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
  - After entering these details appropriately, click on "LOGIN".
  - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc..). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - You need to login again with the new credentials.
  - On successful login, the system will prompt you to select the "EVEN" i.e., 'NEW DELHI TELEVISION LIMITED' and click on "Submit"
  - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - You may then cast your vote by selecting an appropriate option and click on "Submit".
  - A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID [vishhal@legumamicuss.com](mailto:vishhal@legumamicuss.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

- b) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i) Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link:  
<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).  
Alternatively, member may send a copy of share certificate in case of physical folio to enable KFintech to register their e-mail address for sending the Annual report, Notice of AGM and the e-voting instructions at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - ii) In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual report, Notice of AGM and the e-voting instructions.
  - iii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**Details on Step 3 are mentioned below:**

**Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- iv. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the e-AGM shall be treated as invalid.

**PROCEDURE FOR JOINING THE e-AGM THROUGH VC/ OAVM**

1. The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the Meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members are requested to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
2. Members are requested to follow the procedure given below to attend the AGM through VC / OAVM:
  - i) Launch internet browser (latest version of Chrome/Firefox/Safari/Internet Explorer 11 or MS Edge) by typing the URL: <https://emeetings.kfintech.com>.
  - ii) Enter the login credentials (i.e., User ID and password for e-voting).
  - iii) After logging in, click on "Video Conference" option.
  - iv) Then click on camera icon appearing against AGM event of New Delhi Television Limited to attend the AGM. Please do the echo test once you enter into the AGM room.
3. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions.

4. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the expiry of 15 minutes after conclusion of the AGM. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.
5. **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the Meeting may log onto <https://emeetings.kfintech.com> and click on "**Post your Questions**" and may post their queries/views/questions in the window provided by mentioning their name, demat account number/folio number, email ID, mobile number. Please note that Member's questions will be answered only if the shareholder continues to hold the shares as of the cut-off date. The "**Post your Questions**" session shall remain open from Monday, September 20, 2021 from 9:00 A.M. (IST) till Monday, September 20, 2021 till 5:00 P.M. (IST).
6. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The facility of 'Speaker Registration' will open at 9:00 A.M. (IST) on Monday, September 20, 2021 and will end at 5:00 P.M. (IST) on Monday, September 20, 2021. Only those members who are registered will be allowed to express their views or ask questions.

They can also upload their video by registering themselves as speaker by accessing the facility provided at <https://emeetings.kfintech.com->speaker> registration. The maximum time limit of the video should be three minutes. At the AGM, such questions will be replied by the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time, for smooth conduct of the AGM.

Members who wish to ask questions during the AGM, can do so by registering themselves as a 'Speaker', by following the instructions, as mentioned below:

- (i) Click on the following URL: <https://emeetings.kfintech.com>
- (ii) Use e-voting User ID and Password, to register as a 'Speaker'.
- (iii) Only those Members holding shares either in physical form or in electronic form, as on the cut-off date of **Wednesday, September 15, 2021**, may register themselves as a 'Speaker' from **Monday, September 20, 2021 (9:00 A.M.)** upto **Monday, September 20, 2021 (5:00 P.M.)**. This will enable KFinTech to make requisite arrangements for the said Members to ask questions during the AGM through VC.
- (iv) Only those Members who have registered themselves as a '**Speaker**', as aforesaid, will be able to ask questions during the e-AGM.
- (v) The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM.

Members who wish to post their queries may do so before the AGM, up to Monday, September 20, 2021 (till 5.00 P.M.) by following the instructions, as mentioned below:

**Click on the following URL:** <https://emeetings.kfintech.com>

**Use e-voting User ID and Password, to post queries.**

Alternatively, members may submit their question in advance, with regard to accounts or any other matter, to be taken up at the AGM, by sending an email to the Company at [secretarial@ndtv.com](mailto:secretarial@ndtv.com).

The Company reserves the right to take up limited number of questions at the AGM, depending on the availability of time. The Company will strive to answer the all the questions received from the shareholders, via mail, in case the same is not taken up at the AGM.

7. In case of any query relating to the procedure for attending AGM through VC/ OAVM or for any technical assistance, Members may call on toll free no.: 1800 309 4001 or send an e-mail at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
8. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company at [www.ndtv.com](http://www.ndtv.com).