

September 22, 2021

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 33rd 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 33rd Annual General Meeting of the Company held on Wednesday, September 22, 2021 through Video Conferencing/Other Audio-Visual Means. The Meeting commenced at **03:00 P.M. (IST)** and concluded at **3:42 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

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

**SUMMARY OF PROCEEDINGS OF THE 33rd ANNUAL GENERAL MEETING
OF NEW DELHI TELEVISION LIMITED**

Date, Time & Venue:

The 33rd Annual General Meeting (“e-AGM”) of the Members of the Company was held on Wednesday, September 22, 2021, through Video-Conference/Other Audio-Visual Means (‘OAVM’) in compliance with: 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 issued by the Ministry of Corporate Affairs (“MCA”); Circulars 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”*); and as per 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 **03:42 P.M.(IST)** (including the Insta-poll for voting on business matters).

The Gist of proceedings:

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

All the Board members, as listed below, were present at the e-AGM (they attended through Video Conference/ Other Audio-Visual Means 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. John Martin O’Loan, Non-Executive Independent Director and Chairperson of the Risk Management Committee*
- *Mr. Darius Taraporvala, Non- Executive Non- Independent Director.*

The Management Team also joined the e-AGM from their respective locations:

- *Ms. Suparna Singh, President- NDTV Group;*
- *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, Company Secretary & Compliance Officer.*

The Statutory Auditor of the Company viz. S.N. Dhawan & Co LLP, Chartered Accountants, was represented at the meeting by Mr. Rajeev Saxena, who joined the e-AGM from his location. The Members were informed that Mr. Vishhal Arorah, Practicing Company Secretary, who was appointed Scrutinizer to ensure a fair and transparent voting process, was present at the e-AGM through Video-Conference.

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

Dr. Prannoy Roy addressed the Members who were present at the AGM

The Members were briefed about 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 17, 2021, 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, 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. *The re-appointment of Dr. Prannoy Roy, who retires by rotation at this meeting, and being eligible, seeks re-appointment;**

Special Business:

3. *The re-appointment of Dr. Prannoy Roy as Whole-time Director designated Executive Co-Chairperson;**
4. *The re-appointment of Mrs. Radhika Roy as Whole-time Director designated Executive Co-Chairperson;**
5. *The approval of 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;**
6. *The approval of 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;**
7. *The approval of the Professional Services Agreement and fee for Dr. Prannoy Roy for a period of 3 (three) years, w.e.f. October 01, 2021 upto September 30, 2024; and**
8. *The approval and ratification of remuneration of the Company's Cost Accountant.*

*Dr. Prannoy Roy being interested party, Ms. Indrani Roy, Independent Director took the Chair for the consideration of these matters.

Thereafter, the Members attending the e-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 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 18, 2021 {09:00 A.M. (IST)} and concluded on Tuesday, September 21, 2021 {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 e-AGM using the Insta-poll mechanism provided by KFin Technologies Private Limited (Companies' Registrar and Share Transfer Agent who provided the e-voting facility).

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