



## NEW DELHI TELEVISION LIMITED

CIN: L92111DL1988PLC033099

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

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

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

### NOTICE

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting ("AGM") of the Members of New Delhi Television Limited ("the Company") will be held through Video Conference / Other Audio-Visual Means on Tuesday, September 27, 2022 at 3.00 P.M. (IST) to transact the following business:

#### ORDINARY BUSINESS

##### **1. To consider and adopt:**

- a) the audited financial statements of the Company for the financial year ended March 31, 2022, 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, 2022, and the report of the Auditors thereon.

##### **2. To re-appoint Mr. Darius Taraporvala as Director, who retires by rotation at this meeting, and, being eligible, seeks re-appointment**

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

**"RESOLVED THAT** per 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 Mr. Darius Taraporvala (DIN: 02077326) as Director of the Company liable to retire by rotation."

#### SPECIAL BUSINESS

##### **3. To ratify the remuneration of Cost Auditors for the financial year 2022-23**

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

**"RESOLVED THAT** per 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/- per annum (Rupees One Lakh Fifty Thousand only), excluding applicable taxes and reimbursement of out-of-pocket expenses for Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), who have been re-appointed by the Board of Directors as the Cost Auditors of the Company for the financial year 2022-23.

**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**

**Parinita Bhutani Duggal**  
M. No.: A41270  
Company Secretary

Date: August 27, 2022  
Place: New Delhi

#### **Registered Office:**

B 50-A, 2nd Floor, Archana Complex,

Greater Kailash-I, New Delhi-110048

CIN: L92111DL1988PLC033099

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

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

## NOTES:

1. Per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the General Circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI on conducting the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), companies have been permitted to hold their Annual General Meeting through video conferencing. Accordingly, the 34<sup>th</sup> AGM of the Company is being conducted through Video Conferencing, hereinafter called "e-AGM". The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Explanatory Statement, per Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, and details as 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 Item No. 2 i.e. Director seeking re-appointment at the AGM, is annexed hereto and forms part of the Notice.
3. Since the AGM is being conducted through VC, the facility for appointment of proxies by Members is not available for this AGM; therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Per Sections 112 and 113 of the Companies Act, 2013, Corporate Members 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 the 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 / authorization letter / power of attorney shall be sent by the body corporate through its registered e-mail address to the Scrutinizer at [vishhal@legumamicuss.com](mailto:vishhal@legumamicuss.com) with a copy marked to [secretarial@ndtv.com](mailto:secretarial@ndtv.com).
5. Members can join the e-AGM in the VC / OAVM mode 15 minutes before or after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
6. The number of members at the e-AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Notice of the 34<sup>th</sup> AGM along with the Annual Report for the financial year 2021-22 has been uploaded on the website of the Company at [www.ndtv.com](http://www.ndtv.com) and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, as also on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## **Electronic Dispatch of Annual Report and Guidelines for Registration of E-mail Addresses:**

8. Per applicable regulatory requirements, the Notice of the AGM along with the Annual Report will be sent to members / beneficial owners whose names appear in the Register of Members / list of beneficiaries received from the depositories as on Friday, August 26, 2022, and whose e-mail address are registered with the Company, their Depository Participants (DPs) or the Company's RTA.
9. Members who have not registered their e-mail addresses per the above-mentioned options and wish to receive the AGM Notice and Annual Report, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are requested to get their e-mail addresses and mobile numbers registered with the Company by following these guidelines:
  - **In case of physical holding:** Members holding physical shares and who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address at the earliest by submitting Form ISR-1 (available on the Company website at <https://www.ndtv.com/convergence/ndtv/corporatepage/images/FormISR-1.pdf>) duly completed and signed along with the requisite supporting documents to the Company at [secretarial@ndtv.com](mailto:secretarial@ndtv.com) or to the RTA at KFinTech at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032.
  - **In case of Demat Holding:** Members holding shares in dematerialized form are requested to register / update their e-mail address with the relevant Depository Participant.

## **Procedure for remote e-voting and e-voting during the AGM:**

10. In compliance with the provisions of 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company has engaged the National Securities

Depository Limited (NSDL) 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 the general meeting).

11. The remote e-voting period will commence at 10.00 A.M. (IST) on Saturday, September 24, 2022, and will end at 5.00 P.M. (IST) on Monday, September 26, 2022, The remote e-voting module shall be disabled by NSDL for voting thereafter. Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 20, 2022, may cast their vote electronically. The voting right of Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date.
12. The detailed instructions and the process for accessing and participating in the 34<sup>th</sup> AGM through Video Conference facility and voting through electronic means including remote e-voting:





#### **Step 1: Access to NSDL e-voting system:**

##### **A. Login method for e-voting and joining virtual AGM for Individual Shareholders holding securities in demat mode is given below:**

Per the SEBI circular dated December 9, 2020, on the e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access the e-voting facility.

##### **Login method for individual shareholders holding securities in demat mode is given below:**

Type of Individual Shareholders	Login Method
Securities in demat mode with NSDL.	<p><b>A. Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing : <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.</li> <li>2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services under value-added services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page.</li> <li>3. Click on Company name or e-voting service provider i.e. NSDL and you will be re-directed to the NSDL e-voting website for casting your vote during the remote e-voting period or joining the virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>B. Users not registered for IDeAS e-Services:</b></p> <p>The option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select 'Register Online for IDeAS' Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>C. Visit the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open the web browser by typing: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of the e-voting system is launched, click on the icon 'Login' under 'Shareholder / Member' section.</li> <li>2. A new screen will open. Enter your User ID (i. e. your 16-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After authentication, you will be redirected to the NSDL e-voting website and the e-voting page.</li> </ol>

Type of Individual Shareholders	Login Method
	<ol style="list-style-type: none"> <li>Click on options available against the Company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL to vote during the remote e-voting period, or to join the virtual meeting and vote during it.</li> <li>Shareholders / Members can also download the NSDL Mobile App '<b>NSDL Speede</b>' facility by scanning the QR code below.</li> </ol> <p>NSDL Mobile App is available on</p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>
Securities in demat mode with CDSL	<p><b>A. Users who have opted for Easi / Easiest:</b></p> <ol style="list-style-type: none"> <li>Shareholders can login with User ID and Password and the option to reach the e-voting website without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After logging in with of Easi / Easiest, the user will see the e-voting menu. The menu will have links of ESP i.e. NSDL. Click on NSDL to cast your vote.</li> </ol> <p><b>B. Users who have not opted for Easi / Easiest:</b></p> <p>Register with Easi / Easiest at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p><b>C. Visit the e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Alternatively, users can directly access the e-voting page by providing their demat account number and PAN at <a href="https://evoting.cdslindia.com/EVoting/EVotingLogin">https://evoting.cdslindia.com/EVoting/EVotingLogin</a>. The system will authenticate the user by sending an OTP to the mobile number and e-mail address registered with their demat account.</li> <li>After successful authentication, the user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.</li> </ol>
Securities held in demat mode- login through their Depository Participants	<ol style="list-style-type: none"> <li>Shareholders can also login using the login credentials of their demat account through their DP registered with NSDL / CDSL for e-voting facility. After logging in, you will see the e-voting option.</li> <li>Once you click on the e-voting option, you will be redirected to NSDL / CDSL Depository site after authentication, and will see the e-voting feature.</li> <li>Click on the Company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL to cast your vote either during the remote e-voting period or by joining the virtual meeting &amp; voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve their User ID / Password are advised to use the “Forget User ID” and “Forget Password” option available at the above-mentioned website.

#### Help Desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Members facing any technical issues while attempting to log in can contact the respective depositories' Help Desk via email or phone:

NSDL	CDSL
E-mail: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>	E-mail: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Toll free no.: 1800 1020 990 / 1800 22 44 30	Phone No.: 022 - 23058738 / 022-23058542 / 43

**B. Login method for e-voting and joining virtual AGM for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

1. Visit the e-voting website of NSDL. Open web browser by typing the URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders / Members' section.
3. A new screen will open. You will have to enter your User ID, Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can login at [https:// eservices.nsdl.com/](https://eservices.nsdl.com/) with your existing IDeAS login. Once you login to NSDL e-services, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID <b>For example:</b> if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID <b>For example:</b> if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company <b>For example:</b> if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - i. If you are already registered for e-voting, you can use your existing password to login and vote.
  - ii. If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - iii. How to retrieve your 'initial password'  
If your e-mail address is registered in your demat account or with the Company, your 'initial password' is sent to your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. In it, open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for an NSDL account, the last 8 digits of your client ID for CDSL accounts or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
  - i. Click on 'Forgot User Details / Password' - If you are holding shares in your demat account with NSDL or CDSL, for the option to reset your password is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii. Physical User Reset Password - If you have shares in physical form, the option to reset your password is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii. If you are unable to get the password with either of these options, you can write to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, PAN, name and registered address.
  - iv. Members can also use the OTP (One Time Password) based login to use the e-voting system of NSDL.
7. After entering your password, tick 'Agree to Terms and Conditions' by selecting the check box.
8. Then, click on 'Login' button.
9. Then, the home page of e-voting will open.

## **Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-voting system:**

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of the Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. To join the virtual meeting, you need to click on 'VC / OAVM' link placed under 'Join General Meeting'.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can printout the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for Shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/ JPG Format) of the relevant board resolution / authority letter etc. with an attested specimen signature of the duly authorized signatory(ies) for voting, to the Scrutinizer by e-mail to [vishhal@legumamicuss.com](mailto:vishhal@legumamicuss.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their board resolution / power of attorney / authority letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts with entering the password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## **Process for those Shareholders whose e-mail address are not registered with the depositories for procuring user id and password and registration of e-mail address for e-voting for the resolutions set out in this Notice:**

1. Members whose shares are held in physical form are requested to provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [secretarial@ndtv.com](mailto:secretarial@ndtv.com).
2. Members whose shares are held in demat mode are requested to provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [secretarial@ndtv.com](mailto:secretarial@ndtv.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.
3. Alternatively, Shareholder / Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring their user id and password for e-voting by providing above mentioned documents.
4. Per SEBI circular dated December 09, 2020 on the e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are required to update their mobile number and e-mail address correctly in their demat account in order to access e-voting facility.

## **Instructions for members for e-voting on the day of the AGM are as under:**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible for the e-voting system at the AGM.



3. Members who have voted through remote e-voting will be eligible to attend the AGM, but cannot vote at it.
4. In case of any queries, please refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Instructions for joining the AGM through VC / OAVM:**

1. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access this by following the steps mentioned above for access to the NSDL e-voting system. After logging in, Members should click on VC / OAVM link available under the 'Join General Meeting' menu. The link for VC / OAVM will be available in the Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have a 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 mentioned in the Notice.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Members using mobile devices or tablets or through laptops connecting via a mobile hotspot may experience audio / video loss. It is therefore recommended to use a stable Wi-Fi or LAN connection.

**Guidelines to raise questions / seek clarifications with respect to Annual Report:**

1. To ensure smooth transmission and co-ordination during the Q&A Session, the Company has the facility of Speaker Registration. Members who would like to express their views / ask questions during the AGM, may send their queries / views / questions by mentioning their name, demat account number / folio number, e-mail ID, mobile number to the Company Secretary at [secretarial@ndtv.com](mailto:secretarial@ndtv.com). Please note that the Member's questions will be answered only if the shareholder continues to hold the shares as of the cut-off date i.e. Tuesday, September 20, 2022.
2. Members can send their queries / views / questions related to annual account and, business to be transacted at the e-AGM by Tuesday, September 20, 2022 till 5:00 P.M. (IST).
3. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time, to ensure the smooth conduct of the AGM.

**General Information:**

1. 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/her absence, to his/her 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.
2. The results of the e-voting along with the Scrutinizer's Report shall be placed on the website of the Company at [www.ndtv.com](http://www.ndtv.com) immediately after the results are declared and shall simultaneously be forwarded to the Stock Exchanges.
3. A recorded transcript of the AGM shall be maintained by the Company and be made available on the website of the Company at [www.ndtv.com](http://www.ndtv.com) in the 'Investor Section', as soon as possible, after the conclusion of the meeting.
4. 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.
5. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013, shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.

**EXPLANATORY STATEMENT PER 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. 3**

The Board of Directors of the Company, on the recommendation of the Audit Committee at its meeting held on May 18, 2022, has re-appointed Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), as the Cost Auditor of the Company for the financial year 2022-23 at a remuneration of Rs. 1,50,000/- per annum, 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 2022-23.

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 at Item No. 3 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. 3 of the Notice for the approval of the Members of the Company.

**ANNEXURE TO ITEM No. 2**

Details of Directors seeking re-appointment in pursuance of Regulation 36 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:

<b>Name of the Director</b>	<b>Mr. Darius Taraporvala</b>
<b>DIN</b>	02077326
<b>Age (in years, as on the date of Notice)</b>	72
<b>Date of first appointment on the Board of Directors of the Company</b>	December 24, 2020
<b>Qualification</b>	BSc Physics (Hons.)
<b>Remuneration sought to be paid</b>	Mr. Darius Taraporvala will receive remuneration by way of sitting fee and reimbursement of expenses for attending the Board/Committee meetings, as provided under the provisions of the Companies Act, 2013.
<b>Nature of expertise in specific functional areas</b>	Mr. Darius Taraporvala holds over 20 years of rich experience in media and broadcasting industry.
<b>Terms and Conditions of appointment(s)</b>	As per existing terms approved by the Members of the Company.
<b>Justification for choosing the appointees as Independent Director</b>	Not Applicable
<b>Remuneration last drawn from the Company (including sitting fees, if any)</b>	Rs. 10,00,000/-
<b>Shareholding in the Company(as on the date of Notice)</b>	3000 equity shares
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	NIL
<b>Number of Board meetings attended during the financial year 2021-22</b>	6



<b>List of Directorships held in other companies, as on March 31, 2022*</b>	NIL
<b>Membership / Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2022**</b>	NIL

*\*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.*

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

**Parinita Bhutani Duggal**  
M. No.: A41270  
Company Secretary

Date: August 27, 2022  
Place: New Delhi

**Registered Office:**

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