

NEW DELHI TELEVISION LIMITED

CIN: L92111DL1988PLC033099

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NOTICE

Notice is hereby given that the 32nd Annual General Meeting ("AGM") of the members of New Delhi Television Limited ("the Company") will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) on Wednesday, September 23, 2020 at 03.00 P.M. (IST) to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt:

- a) the audited financial statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as 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 Mrs. Radhika Roy (DIN:00025625) as Director of the Company, liable to retire by rotation.

3. To appoint Statutory Auditors of the Company

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

"RESOLVED THAT in accordance with the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, S. N. Dhawan & CO. LLP, Chartered Accountants (FRN. 000050N/N500045), be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the Thirty Seventh Annual General Meeting at a remuneration and out-of-pocket expense as may be approved by the Board of Directors of the Company."

SPECIAL BUSINESS

4. To re-appoint Mr. Kaushik Dutta as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment thereto or re-enactment thereof, Mr. Kaushik Dutta (DIN: 03328890), be and is hereby re-appointed as an Independent Director of the Company for a second term of five (5) years commencing from January 15, 2021 upto January 14, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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."

5. To re-appoint Mr. John Martin O'Loan as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule

IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment thereto or re-enactment thereof, Mr. John Martin O'Loan (DIN: 07322343), who will attain the age of 75 years in December 2023, be and is hereby re-appointed as Independent Director of the Company for a second term of five (5) years commencing from February 15, 2021 upto February 14, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendment or re-enactment 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 recommendations made by the Nomination and Remuneration Committee and 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 70 (seventy) years, as Whole-time Director designated Executive Co-Chairperson of the Company for a period of 15 (fifteen) months, with effect from July 1, 2020, till September 30, 2021 or the AGM in that year, whichever is later, on the following terms and conditions:

- **Basic Salary:** Upto Rs. 46,50,000/- 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:** As per rules of the Company

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s) during the currency of the tenure of Dr. Prannoy Roy, Executive Co-Chairperson of the Company, the above-mentioned remuneration be paid to him as remuneration pursuant to the provisions of Section II of the Schedule V of the Companies Act, 2013, including any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to inform all concerned of the aforesaid re-appointment, including the remuneration, and to present/file necessary intimation, application, notice, papers, forms or any other document/deeds, etc. before 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."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendment or re-enactment 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 recommendations made by the Nomination and Remuneration Committee and 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 70 (seventy) years, as Whole-time Director designated Executive Co-Chairperson of the Company for a period of 15 (fifteen) months, with effect from July 1, 2020, till September 30, 2021, or the AGM in that year, whichever is later, on the following terms and conditions:

- **Basic Salary:** Upto Rs. 46,50,000/- 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:** As per the rules of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s) during the currency of the tenure of Mrs. Radhika Roy as Executive Co-Chairperson of the Company, the above-mentioned remuneration be paid to her as remuneration, pursuant to the provisions of Section II of the Schedule V of the Companies Act, 2013, including any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to inform all concerned of the aforesaid re-appointment, including the remuneration, and to present/file necessary intimation, application, notice, papers, forms or any other document/deeds etc., before 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."

8. To approve payment of professional fee to Dr. Prannoy Roy

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

"RESOLVED THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded to pay Rs. 203,227/- per month, excluding goods and services tax, as may be applicable, as professional fees to Dr. Prannoy Roy under the terms of his Professional Services Agreement, which is in continuation of a contract first entered into with the Company w.e.f. January 01, 2020, till September 30, 2021 or the AGM in that year, whichever is later.

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

9. To approve appointment of Mr. Darius Taraporvala as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment thereto or modification(s) or re-enactment thereof and subject to the approval of Ministry of Information and Broadcasting, Government of India and such other approvals, as may be required, Mr. Darius Taraporvala (DIN: 02077326), who was appointed as an Additional Director of the Company by the Board of Directors on August 2, 2020 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed Non- Executive Non-Independent Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient including to sign, execute, submit application(s), agreement(s), document(s) and letter(s) as may be required to give effect to this resolution."

10. To approve and ratify remuneration payable to Cost Accountant

To consider and if thought fit, to pass, with or without modification (s), the following 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 modification(s) or re-enactment(s) 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 2020-21.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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

Date : August 10, 2020
Place : New Delhi

Shiv Ram Singh
M. No.: F8457
Company Secretary

NOTES:

1. In view of the COVID-19 pandemic and restrictions introduced by the government, 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, permitted companies to hold their AGMs through Video-Conference for the calendar year 2020. Accordingly, the 32nd Annual General Meeting of the Company is being conducted through Video Conferencing (VC), hereinafter called "e-AGM". The 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 32nd 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. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through Video-Conference and participate and cast their votes through e-voting. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall scan a certified true copy of the Board Resolution/ Authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company at secretarial@ndtv.com.
5. 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.
6. The shares of the Company are under compulsory Demat trading. Also, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form w.e.f. April 1, 2019, 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.
7. Up to 1,000 members will be able to join the e-AGM on a First-in-First-Out (FIFO) basis.
8. 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.
9. The attendance of members (through their logins) will be counted for determining the quorum under Section 103 of the Companies Act, 2013.
10. 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.
11. The Notice of the AGM, along with the Annual Report 2019-2020, is being emailed to those members/

beneficial owners whose name will appear in the Register of Members/ list of beneficiaries received from the depositories as on August 21, 2020, and whose email addresses are registered with the Company/ Depository Participants ("DPs"). No physical copy will be dispatched.

12. 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 KFIN 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 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.

Members may also visit the website https://ris.kfintech.com/email_registration/ and update their email ID/ contact number.

➤ In case of Demat Holding: Members holding shares in dematerialized form are requested to register / update their email addresses with the relevant Depository Participant.

13. 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.
14. 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.
15. Mr. Hemant Kumar Singh, Practicing Company Secretary (Membership No: FCS - 6033), has been appointed the Scrutinizer of the e-voting process.
16. The Scrutinizer, after scrutinizing the votes cast at the meeting by Poll and remote e-voting, will within forty-eight hours of the conclusion of the Meeting make a consolidated Scrutinizer's Report and submit the same to the Chairperson. The Chairperson shall declare the results within forty- eight hours of the conclusion of the meeting.
17. 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 16, 2020.
18. 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.
19. The Scrutinizer's decision on the validity of the votes shall be final and binding.
20. The result along with the Scrutinizer's report shall be placed on the website of the Company (www.ndtv.com) and on KFin's website (<https://evoting.karvy.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.
21. 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 in the 'Investor Section', soon after the conclusion of the Meeting.
22. Resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
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 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

upon logging on to [https:// evoting.karvy.com/](https://evoting.karvy.com/) or <https://emeetings.kfintech.com/>. Members seeking to inspect such documents can send an email to 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 at least 7 days before the date of 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), KFIN (<https://evoting.karvy.com/public/Downloads.aspx>), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com) in compliance with the MCA Circulars.

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 and one Additional Director, who are not liable to retire by rotation. The remaining two Directors viz., Dr. Prannoy Roy and Mrs. Radhika Roy, Executive Co-Chairpersons, are Directors who retire by rotation. Between them, Mrs. Radhika Roy, having held the office longer, will retire by rotation at this meeting as per the provisions of the Act. The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has recommended the re-appointment of Mrs. Radhika 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 to be 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 NO. 3

The present term of five years of M/s. B S R & Associates LLP, Chartered Accountants ('BSR'), as Statutory Auditors of the Company will complete at the conclusion of this AGM. The Board of Directors of the Company (the "Board"), on the recommendation of the Audit Committee (the "Committee"), hereby recommends for the approval of the members, the appointment of **S. N. Dhawan & CO. LLP**, Chartered Accountants (FRN:000050N/N500045), as the Auditors of the Company, in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 for a period of five years, from the conclusion of this AGM till the conclusion of the 37th AGM to be held in the year 2025, at a remuneration as may be determined by the Board of Directors. The Committee considered various parameters like the capability to serve a diverse and complex business landscape as that of the Company's, audit experience in the Company's operating segments, the reputation, independence and standing of the firm, and found it best-suited to handle the audit of the financial statements of the Company. S. N. Dhawan & CO. LLP, Chartered Accountants, have given their consent to act as Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

The details required to be furnished as per SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 are as under:

(a) Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:

The Statutory Auditors will be appointed for five years from the conclusion of this meeting till the conclusion of Thirty Seventh Annual General Meeting. The proposed fee for the new auditors and the fee paid to the outgoing auditors is given herein below –

(Amount in Rs.)

| Company | BSR & Associates LLP (Retiring Auditors) | | | S. N. Dhawan and Co LLP (Proposed Auditors) | | |
|------------------------------|---|--------------------|-----------|--|--------------------|-----------|
| | Limited Reviews | Statutory Audit | Total | Limited Reviews | Statutory Audit | Total |
| New Delhi Television Limited | 2,400,000 | 1,140,000 | 3,540,000 | 900,000 | 1,200,000 | 2,100,000 |

The fee payable to proposed auditors is based on experience, exposure and reputation of the proposed auditors.

(b) The basis for recommending this appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed:

S.N. Dhawan & Co. LLP (Firm Registration No. 000050N/N500045) ('the Firm') is registered with the Institute of Chartered Accountants of India and the firm is empaneled with the Comptroller and Auditor General of India and the Reserve Bank of India. The firm was established in 1944 and is associated with large corporate houses across sectors such as manufacturing, media, real estate, retail, FMCG, power, etc. The firm has 17 partners and more than 200 staff.

The firm provides services nationally and internationally; Audit & Assurance, Risk & Advisory, Financial Advisory and Tax & Regulatory Services.

The Board of Directors of the Company, on the recommendation of the Audit Committee (the "Committee"), recommends for the approval of the members, the appointment of S. N. Dhawan & Co., LLP. as Statutory Auditors of the Company.

The Committee considered various parameters like the firm's capability to serve the diverse and complex business landscape of the Company, auditing experience in the media sector, its reputation, independence and standing, and found it best-suited for its statutory audit needs.

None of the Directors and Key Managerial Personnel of the Company or their relatives are interested in the Resolution.

The Board recommends the Ordinary Resolution as set out as Item No. 3 of the Notice for the approval of the members of the Company.

ITEM NO. 4 AND 5

The five-year term of Mr. Kaushik Dutta and Mr. John Martin O'Loan as Independent Directors of the Company will expire on January 14, 2021 and February 14, 2021, respectively. The Board, at its meeting held on August 10, 2020, on the recommendation of the Nomination & Remuneration Committee ('Committee'), decided to recommend the re-appointment of Mr. Kaushik Dutta and Mr. John Martin O'Loan as Independent Directors of the Company for a second term of five years with effect from January 15, 2021 and February 15, 2021, respectively. Considering the knowledge, experience and expertise of Mr. Kaushik Dutta and Mr. John Martin O'Loan in their respective fields, the valuable contribution made by them during their tenure, and after taking into account the performance evaluation of these Independent Directors during their first term, the Committee and the Board are of the view that their continuing as Independent Directors will be beneficial to the Company. The above Independent Directors have given a declaration to the Board that they meet with the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and have also given their consent to act as Independent Directors.

Further, the members are requested to note that Mr. John Martin O'Loan will attain the age of 75 years in December 2023 during his second term as Independent Director. Accordingly, shareholders' approval, by way of a Special Resolution, is also being sought under Regulation 17 (1A) of the Listing Regulations to enable him to continue as a Non-Executive Director of the Company after he turns 75.

The resumes of Mr. Kaushik Dutta and Mr. John Martin O'Loan, and other relevant details, as stipulated under Listing Regulations and pursuant to the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, are as under:

Mr. Kaushik Dutta

Mr. Kaushik Dutta is a fellow member of the Institute of Chartered Accountants of India with over 30 years of experience. He retired from PricewaterhouseCoopers after spending over 22 years in the practice out of which 17 years were as a partner. He was earlier a partner with the Global Capital Markets Group of PwC International where he was extensively involved with work relating to cross-border transactions including

privatisation and listing of shares on the New York Stock Exchange and European stock exchanges. Since retiring, he has worked as an expert on Corporate Governance with the Indian Institute of Corporate Affairs of the Ministry of Corporate Affairs in matters relating to the future of corporate governance in India. He has been a member of the Committee for Developing a Fraud Prediction Model set up by the Ministry of Corporate Affairs under the Serious Fraud Investigation Office of India. He has also been a member of the Aatre Committee and its follow-on subcommittee of the Defence Ministry constituted for setting the criteria for private sector participation in defence manufacturing as strategic partners. Mr. Kaushik Dutta, along with some of his ex-colleagues, founded 'Thought Arbitrage Research Institute', an independent not-for-profit research think tank working in areas of corporate governance, public policy and sustainability. He has worked with Conference Board of the U.S.A., Asian Development Bank, Institute of Directors UK, Asian Institute of Corporate Governance, IICA, SFIO, Office of the Comptroller and Auditor General of India, CII, ASSOCHAM, FICCI, Department of Public Enterprises, National Foundation for Corporate Governance, IIM Calcutta, Asian Institute of Technology, Thailand, etc., on governance and Board matters. He has been a founding member of CII's National Council on Corporate Governance. He has worked with some of the top Boards of Directors of Indian and multi-national companies on Corporate Governance initiatives and processes. He had co-authored a book titled 'Corporate Governance: Myth to Reality', published by Lexis-Nexis Butterworths, which has been highly rated by the Global Forum of Corporate Governance, USA and by the Indian media. Another book written by him on the history of Indian business titled 'India Means Business: How the Elephant Earned Its Stripes' has been published by Oxford University Press. In 2015, he authored a handbook for Independent Directors along with his colleagues in Thought Arbitrage.

Mr. John Martin O'Loan

Mr. John Martin O'Loan is a renowned personality in the field of satellite television. For more than 30 years, he has helped leading media operators into changing their culture and their content, to take advantage of new efficiencies, markets and opportunities. He is a founding partner of the iO Media Group independent consultancy. He is also responsible for the launch of the Sky News service in the UK, Europe, Africa and Asia, and since then he has gone on to lead the development of more than 30 different media brands and digital platforms such as STAR Plus, STAR News, STAR Movies, Channel [V] Network Ten, etc. Beginning his career in journalism and television production, Mr. John Martin O'Loan has held senior positions in media businesses spanning the globe. He has maintained long-running associations with the world's largest media companies including News Corporation, BSkyB; Sky Italia; VOX Germany; Chellomedia in Europe; advising on the strategy and the reorganisation of a number of Liberty channel brands including sports interests in Europe; MBC and Al Arabiya in the Middle East where he advised on strategy, the launch and operations of a number of the Middle East's most successful channel brands; Setanta Sports with Virgin Media and ITN in the UK; the North American Sports Network, now part of ESPN; Kingdom Holdings and Rotana in the Middle East; Oliver Wyman; Wasserman Media Group; Sport Five based in Switzerland; as well as the Interax digital technology solutions company. Mr. John Martin O'Loan is a member of the University of Oxford and HEC Paris alumni and is a recipient of the Royal Television Society Judges Award for "services to journalism".

THE OTHER DETAILS OF THE PROPOSED APPOINTEE INDEPENDENT DIRECTORS ARE AS UNDER:

| Name of the Directors | Mr. Kaushik Dutta | Mr. John Martin O'Loan |
|---|---|---|
| DIN | 03328890 | 07322343 |
| Age (in years) | 58 | 71 |
| Remuneration sought to be paid | Mr. Kaushik Dutta will receive remuneration by way of sitting fees and reimbursement of expenses for attending the Board / Committee meetings as provided under the provisions of Companies Act, 2013. | Mr. John Martin O'Loan will receive remuneration by way of sitting fees and reimbursement of expenses for attending the Board / Committee meetings as provided under the provisions of Companies Act, 2013. |
| Terms and Conditions of appointment(s) | Mr. Kaushik Dutta is eligible to be re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for another term of five years w.e.f. January 15, 2021, subject to the approval of the members of the Company in this AGM. The draft terms and conditions of appointment of Independent Directors are available under the investor section on the Company's website – www.ndtv.com . | Mr. John Martin O'Loan is eligible to be re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for another term of five years w.e.f. February 15, 2021, subject to the approval of the members of the Company in this AGM. The draft terms and conditions of appointment of Independent Directors are available under the investor section on the Company's website – www.ndtv.com . |

| | | |
|---|--|---|
| Justification for choosing the appointees as Independent Director | The rich experience, knowledge and expertise of Mr. Kaushik Dutta, valuable contributions made by him through his association with the Company, and performance evaluation carried out by the Directors. | The rich experience, knowledge and expertise of Mr. John Martin O'Loan, valuable contributions made by him through his association with the Company, and performance evaluation carried out by the Directors. |
| Remuneration last drawn from the Company | NIL | NIL |
| Date of first appointment on the Board of Directors of the Company | January 15, 2016 | February 15, 2016 |
| Shareholding in the Company (as on the date of Notice) | NIL | NIL |
| Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company | NIL | NIL |
| Number of Board meetings attended during the financial year 2019-20 | 8* | 9* |
| List of Directorships held in other companies, as on March 31, 2020** | <ul style="list-style-type: none"> • HCL Infosystems Limited • Newgen Software Technologies Limited • NDTV Convergence Limited • NDTV Networks Limited • NDTV Labs Limited • Digilife Distribution and Marketing Services Limited • Nsl Renewable Power Private Limited • Zomato Private Limited • Centennial Development Advisory Services India Private Limited | <ul style="list-style-type: none"> • NDTV Convergence Limited |
| Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2020*** | <ul style="list-style-type: none"> • HCL Infosystems Limited Audit Committee – Chairperson • NDTV Convergence Limited Audit Committee – Member • NDTV Networks Limited Audit Committee – Member • NDTV Labs Limited Audit Committee – Member • Digilife Distribution and Marketing Services Limited Audit Committee – Member | <ul style="list-style-type: none"> • NDTV Convergence Limited Audit Committee – Member |

*Number of meetings attended through video conferencing:

- Mr. Kaushik Dutta-1
- Mr. John Martin O'Loan-5

**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 of other public limited companies.

Mr. Kaushik Dutta and Mr. John Martin O'Loan do not hold equity shares in the Company in either their individual capacity or as a beneficiary. Mr. Kaushik Dutta and Mr. John Martin O'Loan are interested in the resolution(s) as set out as Item Nos. 4 and 5 respectively. The respective relatives of Mr. Kaushik Dutta and Mr. John Martin O'Loan may be deemed to be interested in the resolution(s) set out as Item Nos. 4 and 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

In the opinion of the Board, both Mr. Kaushik Dutta and Mr. John Martin O'Loan fulfil the conditions specified in the Companies Act, 2013 for such appointment.

Save and except the above, none of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution(s) set out at Item Nos. 4 and 5 of the Notice.

The Board recommends the Special Resolution(s) set forth as Item Nos. 4 and 5 of the Notice for the approval of the members of the Company.

ITEM NOS. 6 AND 7

The Company, vide resolution passed via Postal Ballot on June 23, 2017, approved the appointment and payment of remuneration to Dr. Prannoy Roy and Mrs. Radhika Roy, as Executive Co-Chairpersons of the Company, for a period of three years with effect from July 1, 2017. As their term has expired on June 30, 2020, it is proposed that Dr. Prannoy Roy and Mrs. Radhika Roy be re-appointed Whole-time Directors designated Executive Co-Chairpersons of the Company with effect from July 1, 2020, till September 30, 2021, or the AGM in that year, whichever is later. Considering the valuable contribution made by Dr. Prannoy Roy and Mrs. Radhika Roy in the growth of the Company, the Board of Directors of the Company, on the recommendation by the Nomination and Remuneration Committee (NRC), at their meeting held on June 22, 2020, has approved the re-appointment and payment of remuneration to Dr. Prannoy Roy and Mrs. Radhika Roy as Whole-time Directors designated Executive Co-Chairpersons of the Company, with effect from July 1, 2020, till September 30, 2021, or the AGM in that year, whichever is later, on the terms and conditions as set out in the aforementioned resolution(s). The proposed terms of remuneration provide no increase and are in fact the same as previously approved by members in 2017 for the term that has just ended.

In the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Executive Co-Chairpersons, the remuneration as mentioned in the resolution(s) shall be paid to them as minimum remuneration, subject to the approval of the Central Government, if necessary. Any part of the remuneration paid to them from July 01, 2020 till the date of this Annual General Meeting that is not approved by members of the Company is to be refunded by them within a month of this AGM.

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

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 are given hereinbelow:

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 | | |
|---|-----------------|-----------|-----------|
| | 2019-2020 | 2019-2018 | 2017-2018 |
| Revenue | 2,418.45 | 2,742.23 | 3,116.47 |
| Profits / (Loss) (before exceptional and extraordinary items and tax) | 130.33 | 173.15 | (494.54) |
| 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

Recognized as a pioneer of news television in India, Dr. Prannoy Roy moved from being a professional Chartered Accountant and reputed economist to being India's most well-known TV anchor. Known for his ability to land interviews with political and other personalities, his interviewing style is firm but never rude. He works deftly, proving that things do not have to get ugly to get real. Among the global leaders and Heads of State that Dr. Prannoy Roy has interviewed have been Boris Yeltsin, Bill Gates, Gordon Brown, Tony Blair, David Cameron, Colin Powell, Parvez Musharraf, the Dalai Lama, Amartya Sen, David Frost, India's Prime Ministers and A-list celebrities like Amitabh Bachchan, Shah Rukh Khan and Aamir Khan.

After graduating with First Class Honors from Queen Mary College, London, Dr. Prannoy Roy earned a PhD from the Delhi School of Economics. His academic awards include the Leverhulme Trust (UK) Fellowship, Queen Mary College Prize for results at BSc and an OPOS Scholarship at the Doon School to study at Haileybury (UK).

Dr. Prannoy Roy has been an economic advisor to the Finance Ministry, Government of India, and an Associate Professor at the Delhi School of Economics, where he developed a macro-econometric forecasting model for the Indian economy. He has also been a Consultant to the accountancy firm Price Waterhouse, India.

In 1984, along with his wife, journalist Mrs. Radhika Roy, Dr. Prannoy Roy launched a television production house called New Delhi Television. A trained psephologist, Dr. Prannoy Roy became the new centre point of televised coverage of India's general elections. His predictions of the results proved to be uncannily accurate. But it was his ability to translate complicated facts into simple analysis that turned him into the journalist that India would depend on, night after night, for its news. Since then, he has anchored thousands of hours of news, live coverage of elections and the government's annual budget.

From the path-breaking *The World This Week* (nominated as one of India's 5 best television programmes since Independence) to the first private news on Doordarshan, *The News Tonight*, and producing India's first 24-hour news channel, Dr. Prannoy Roy and Mrs. Radhika Roy have led NDTV to the forefront of every TV news revolution in the country.

Over the years, Dr. Prannoy Roy has earned tremendous appreciation for his central role in campaigns that help focus national attention on important social issues. An example of this is *Banega Swachh India*, a campaign now in its sixth year, in partnership with Reckitt Benckiser, which focuses on a cleaner and more hygienic India.

Led by Dr. Prannoy Roy and Mrs. Radhika Roy as its Co-Chairpersons, Co-Founders and mentors, NDTV continues to raise the standards of journalism with innovative programming and uncompromising integrity. Incisive, innovative and fiercely independent, these channels target the global Indian with news that is credible, true and fast.

Mrs. Radhika Roy

Mrs. Radhika Roy is Co-Founder of New Delhi Television Limited and has been Executive Co-Chairperson of the Company since July 2011.

Mrs. Radhika Roy has been a journalist for over 35 years. She began her career in news television in 1988, when, after a course in television production at New York University's Tisch School of Arts, she co-founded New Delhi Television with Dr. Prannoy Roy and became Executive Producer of *The World This Week*, rated one of the best five current affairs shows on Indian television in the last 50 years. She broke new ground in Indian media, both as producer of India's first-ever privately produced news show, *The News Tonight*, and as producer of

India's first twenty-four-hour news channel, Star News. Mrs. Radhika Roy has also produced several live election and budget special programs. For five years, she produced the Star News channel, which consisted of news bulletins in English and Hindi, and was part of the Murdoch-owned Star TV bouquet of channels.

In 2003, NDTV became a broadcaster in its own right when Mrs. Radhika Roy spearheaded the launching of two 24-hour news channels, NDTV 24x7 and NDTV India. A 24-hour business channel, Profit, was launched two years later

Mrs. Radhika Roy has won several awards, including the Ernst & Young Entrepreneur of the Year Award in 2003 (Information, Communication and Entertainment), for her pioneering work at NDTV.

2. *Past Remuneration*

The details of remuneration paid during the financial year 2019–20:

(Amount in Rs.)

| Name of the Directors | Salary* | Perquisites | Total |
|-----------------------|-----------|-------------|-----------|
| Dr. Prannoy Roy | 67,20,000 | 11,89,314 | 7,909,314 |
| Mrs. Radhika Roy | 57,98,404 | 6,51,266 | 6,449,670 |

*Salary includes allowances and contribution towards provident fund.

For Q1 of FY 2020-21, Dr. Prannoy Roy and Mrs. Radhika Roy have taken 36% and 35% pay cuts respectively. The cuts are the same as applied to NDTV employees in the same income slabs as them.

During the financial year 2019-20, Dr. Prannoy Roy was paid a professional fee of Rs. 2,438,724/- 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, Felicitation 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. Pranjoy Roy

As Executive Co-Chairperson of the Company, Dr. Pranjoy 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 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. Pranjoy 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 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.

During their association with NDTV, Mrs. Radhika Roy and Dr. Pranjoy Roy have shown their utmost commitment and adherence to the highest standards of journalism. They lead by personal example and ensure NDTV remains known as an independent media company that acts without fear or favour.

Keeping in view their contribution to the Company since their appointment, the Board considers their re-appointment to be in the best interests of the Company. The Board is confident that Mrs. Radhika Roy and Dr. Pranjoy Roy's management capabilities will enable the Company to progress further.

5. Remuneration proposed

As set out above in the Notice, the remuneration of Dr. Pranjoy Roy and Mrs. Radhika Roy 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)

It is pertinent to mention that Dr. Pranjoy Roy and Mrs. Radhika Roy have worked without a raise for at least five years and are paid less than not only the top management but also mid-level staff in the editorial team.

The remuneration paid to them, as indicated hereinabove, is far below what is earned by professionals of their stature in the media industry.

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

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

III. Other Information

1. *Reasons for loss or inadequate profits*

During the financial year 2019–2020, the Company earned net profit of Rs. 114.98 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, 2020 | March 31, 2019 |
| Profit & Loss Account at the beginning of the year | (3,027.09) | (3,143.40) |
| Add: Profit/(Loss) for the year** | 114.98 | 116.31 |
| Profit/ (Loss) Carried forward to balance sheet | (2,912.11) | (3,027.09) |

** 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 2019–20 have been provided at appropriate places in the Corporate Governance Report annexed to the Board's 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:

| | | |
|--|---|--|
| Name of the Directors | Dr. Pranjoy Roy | Mrs. Radhika Roy |
| DIN | 00025576 | 00025625 |
| Age (in years) | 70 | 70 |
| Remuneration sought to be paid | <p>The shareholders of the Company, vide resolution passed via postal ballot on June 23, 2017, approved the appointment and payment of remuneration to Dr. Pranjoy Roy as Executive Co-Chairperson of the Company for a period of three years commencing July 1, 2017.</p> <p>The remuneration remains the same as approved by the members through postal ballot in 2017, even though it is well below the industry standard. In view of the amendment in the Listing Regulations, members' approval is also being sought for the Professional Fee being paid to Dr. Pranjoy Roy for his services as an anchor.</p> | <p>The shareholders of the Company, vide resolution passed via Postal Ballot on June 23, 2017, approved the appointment and payment of remuneration to Mrs. Radhika Roy as Executive Co-Chairperson of the Company for a period of three years commencing July 1, 2017.</p> <p>The remuneration remains the same as approved by the members through postal ballot in 2017, even though it is well below the industry standard.</p> |
| Terms and Conditions of appointment(s) | As mentioned in the explanatory statement. | As mentioned in the explanatory statement. |
| Justification for choosing the appointees as Independent Director | Not Applicable | Not Applicable |
| Remuneration last drawn from the Company | As mentioned in the explanatory statement. | As mentioned in the explanatory statement. |
| Date of first appointment on the Board of Directors of the Company | September 08, 1988 | September 08, 1988 |
| Shareholding in the Company (as on the date of Notice) | 1,02,76,991(15.94%) equity shares* | 1,05,24,249 (16.32%) equity shares* |
| Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company | Dr. Pranjoy Roy is the husband of Mrs. Radhika Roy | Mrs. Radhika Roy is the wife of Dr. Pranjoy Roy |
| Number of Board meetings attended during the financial year 2019-20 | 5** | 5 |
| List of Directorships held in other companies, as on March 31, 2020*** | <ul style="list-style-type: none"> • RRPR Holdings Private Limited • NDTV Investments Private Limited | <ul style="list-style-type: none"> • RRPR Holdings Private Limited • NDTV Investments Private Limited |
| Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2020**** | NIL | NIL |

*Dr. Pranjoy 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 (61.45%) equity shares of the Company.

***Attended one meeting through video conferencing.*

****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 of other public limited companies.*

Dr. Pranjoy Roy and Mrs. Radhika Roy are interested in the resolutions set out respectively as Item Nos . 6 and 7 of the Notice which pertain to their re-appointment and remuneration. Their relatives may be deemed to be interested in these resolutions, 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(s) set forth as Item Nos. 6 and 7 of the Notice for the approval of the members of the Company.

ITEM NO. 8

As per the amended 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 Annual General Meeting if-

- i) the annual remuneration payable to such Executive Director exceeds Rs. 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- ii) where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the listed entity.

Approval of shareholders under this provision shall be valid only till the expiry of the term of such Director.

Dr. Pranjoy 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 including coverage of elections, the government's annual budget, other shows analysing political or economic situations and special townhalls. 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. Advice from two independent law firms has been taken to advise the Board and the NRC on the legal and regulatory requirements for the payment of fees under the Professional Services Agreement as well as compensation for his employment as a Whole-time Director designated Executive Co-Chairperson.

In view of the above, the approval of the members of the Company is required for the payment to Dr. Pranjoy Roy of the professional service fee of Rs. 203,227/- per month, excluding goods and services tax, as may be the applicable by way of Special Resolution in accordance with amended Regulation 17(6) (e)(ii) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Dr. Pranjoy Roy and Mrs. Radhika Roy are interested in the resolution set out as Item No. 8 of the Notice. The relatives of Dr. Pranjoy Roy and Mrs. Radhika Roy may be deemed to be 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. 8 of the Notice for the approval of the members of the Company.

ITEM NO. 9

The Nomination and Remuneration Committee had recommended the appointment of Mr. Darius Taraporvala (DIN: 02077326) as a Non-Executive Director on the basis of consultations and discussions with management who had suggested that the remaining Board seat be filled by someone with a deep understanding of the industry in which the Company operates and who also believed in the commitment of the Company to free speech and independent journalism. Based on such recommendation and subject

to the approval of the Ministry of Information and Broadcasting, Government of India (MIB) , the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, on August 02, 2020 appointed Mr. Darius Taraporvala (DIN: 02077326) as an Additional Director of the Company who shall hold the office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Mr. Darius Taraporvala is not disqualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. His brief profile and other relevant details as stipulated by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are as under:

Mr. Darius Taraporvala holds a BSc Physics (Hons.) degree.

After graduating in 1977, Mr. Darius Taraporvala became an agriculturist in Bangalore and started a Mushroom and Dairy Project which was acquired by the Karnataka Forest Department in 1990. Thereafter, he started computer graphics business called "Taracorp".

Mr. Darius Taraporvala joined NDTV in 1995. He anchored some episodes of *The World This Week*, until it was replaced when NDTV started the first privately broadcast news in the country with a programme called *The News Tonight*, a half-hour daily broadcast on Doordarshan. This was followed by Star News on the Star platform, and eventually on NDTV 24x7.

Mr. Darius Taraporvala assisted in setting up the Bengaluru Bureau of the Company.

THE OTHER DETAILS OF THE PROPOSED APPOINTEE DIRECTOR ARE AS UNDER:

| | |
|---|---|
| Name of the Directors | Mr. Darius Taraporvala |
| DIN | 02077326 |
| Age (in years) | 70 |
| Qualification | BSc Physics (Hons.) |
| Remuneration sought to be paid | 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. |
| Terms and Conditions of appointment | Mr. Darius Taraporvala will be appointed as Non – Executive Non- Independent Director of the Company, liable to retire by rotation. His appointment will be subject to approval of Ministry of Information & Broadcasting, Government of India. |
| Justification for choosing the appointees as Director | Mr. Darius Taraporvala's rich experience in the Media and Broadcasting Industry makes him a suitable candidate for the post. |
| Remuneration last drawn from the Company | NIL |
| Date of first appointment on the Board of Directors of the Company | August 02, 2020. However, the same will be effective from the date on which the MIB grants its consent. |
| Shareholding in the Company (as on the date of Notice) | 3000 shares |
| Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company | No relationship with Directors, Managers and KMPs. Till June 2017, he was associated with the Company as a consultant. |
| Number of Board meetings attended as on date of appointment | NIL |
| List of Directorships held in other companies, as on date of appointment | NIL |
| Membership/ Chairmanship of Committees of Board of Directors of other companies, as on date of appointment | NIL |

Mr. Darius Taraporvala is interested in the resolution set out as Item No. 9 of the Notice with regard to his appointment. His relatives may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out as Item No. 9 of the Notice for approval by the members.

ITEM NO. 10

The Board of Directors of the Company, on the recommendation of the Audit Committee at its meeting held on June 22, 2020, 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 2020-21 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 2020-21.

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. 10 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. 10 of the Notice for the approval of the members of the Company.

By Order of the Board
For New Delhi Television Limited

Date : August 10, 2020
Place : New Delhi

Shiv Ram Singh
Company Secretary
M. No.: F8457

Registered Office:
B 50A, 2nd Floor, Archana Complex,
Greater Kailash - I, New Delhi-110048, India
CIN: L92111DL1988PLC033099
Tel: (91-11) 4157 7777, 2644 6666
Fax: (91-11) 4986 2990

NEW DELHI TELEVISION LIMITED

CIN: L92111DL1988PLC033099

Regd. Office: B 50A, 2nd 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

Website: 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 facility to vote on resolutions proposed at the 32nd Annual General Meeting ("AGM") of the Company scheduled to be held on Wednesday, September 23, 2020 at 3:00 P.M. to members holding shares as of September 16, 2020 (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 ("KFin") 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 19, 2020 |
| End of e-voting | 05:00 pm (IST) on Tuesday, September 22, 2020 |

The cut-off date for the purpose of remote e-voting is September 16, 2020.

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

This communication forms an integral part of the Notice dated August 10, 2020 for the 32nd AGM scheduled to be held on Wednesday, September 23, 2020. 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

By Order of the Board
For New Delhi Television Limited

Date : August 10, 2020

Place : New Delhi

Shiv Ram Singh
Company Secretary
M. No.: F8457

Registered Office:

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

CIN: L92111DL1988PLC033099

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

Fax: (91-11) 4986 2990

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

- a. Open your web browser during the voting period by typing the URL <https://evoting.karvy.com>
- b. Enter the login credentials (i.e. User ID and password as mentioned in the email provided by the Company on the Notice of the AGM. The login credentials shall be valid only in case you continue to hold shares as of the cut-off date). Your Folio No. /DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with KFin for remote e-voting, you shall use your existing User ID and password for casting your vote.
- c. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and who holds shares as of the cut-off date i.e. September 16, 2020 may obtain User ID and password as mentioned below:
 - If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD <space> DP ID Client ID to 9212993399
 - Example for NSDL: MYEPWD <SPACE> IN12345612345678
 - Example for CDSL: MYEPWD <SPACE> 1402345612345678
 - If the mobile number of the member is registered against shares held in physical form, the member may send SMS: MYEPWD <space> Event number+Folio No. to 9212993399
 - Example for Physical: MYEPWD <SPACE> XXXX1234567
 - If the e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - Members may call KFin's toll free number 1-800-3454-001.
 - Members may send an e-mail request to evoting@kfintech.com.

If the member is already registered with KFin for remote e-voting, she can use her existing User ID and password for casting the vote without any need for obtaining a new User ID and password.

- d. After entering these details appropriately, click on "LOGIN".
- e. You will now reach the password change menu, you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case character (A-Z), one lower case character (a-z), one numeric character (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. You will also be required to enter a secret question and answer of your choice to enable you 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 keep your password confidential.
- f. You then need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the Event Number for New Delhi Television Limited.
- h. On the voting page, you will see the Resolution Description and the options "FOR/AGAINST/ABSTAIN" for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST". Alternatively, you may partially enter any number in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as of the cut-off date. You may also choose the option "ABSTAIN" in case you do not want to cast your vote.
- i. You may cast your vote by selecting an appropriate option and clicking on "Submit".
- j. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- k. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- l. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it. Further, members who have cast their vote through remote e-voting shall not be allowed to vote again at the Meeting.

- m. For queries, please contact KFin's toll free no. 1-800-3454-001 or visit the FAQs section at KFin's website <https://evoting.karvy.com>.
- n. For grievances about remote e-voting, please contact Mr. Ravuri Vijay, Deputy Manager at KFin Technologies Private Limited, Selenium Building, Tower B, Plot 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 at email id inward.ris@kfintech.com, contact no. - 040-6716 2222.

INSTRUCTIONS FOR MEMBERS ATTENDING THE E-AGM THROUGH VIDEO CONFERENCING

- a. Members can attend the e-AGM through video conferencing platform provided by **M/s KFin Technologies Private Limited**. Members may access the same at <https://emeetings.kfintech.com> and click on "**video conference**" and access the shareholders/members login by using remote e-voting credentials. The link for the e-AGM will be available at the shareholder/member's login where the EVENT and the name of the company can be selected.
- b. Please note that 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 instructions mentioned in the Notice.
- c. Members are encouraged to join the Meeting through laptops with Google Chrome.
- d. Please note that Members connecting with Mobile Devices or Tablets or through Laptops using a Mobile Hotspot may experience Audio/Video loss due to fluctuation in their network. Please use a use stable Wi-Fi or LAN Connection.
- e. **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 21, 2020 from 9:00 am (IST) till Monday, September 21, 2020 5:00 P.M. (IST).
- f. Speaker Registration during e-AGM session: In case a Q&A session is allowed at the meeting, Members may log onto <https://emeetings.kfintech.com/> and click on "**Speaker Registration**" by mentioning the demat account number/folio number, city, email ID, mobile number and "submit it". Speaker registration shall commence on 9.00 AM and close on at 5.00 P.M.

INSTRUCTIONS FOR MEMBERS E-VOTING DURING THE E-AGM SESSION:

- a. The e-Voting "Thumb sign" on the left-hand corner of the video screen shall be activated upon the instructions of the Chairperson during the e-AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page
- b. Members should click on the "Instapoll" icon to reach the Resolution page and follow the instructions to vote on the Resolutions.
- c. Only those shareholders who log-in at the e-AGM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so shall be eligible to vote through the e-Voting system available during the e-AGM.