

February 6, 2024

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

Sub: Notice of Postal Ballot under Section 110 of the Companies Act, 2013

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated January 30, 2024, along with the Explanatory Statement.

The Postal Ballot Notice is also uploaded on the Company's website at www.ndtv.com and on the website of NSDL at www.evoting.nsdl.com.

You are requested to take the aforesaid information on record.

Thanking you,

Yours sincerely,

For New Delhi Television Limited

Parinita Bhutani Duggal
Company Secretary and Compliance Officer

Encl.: a/a

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

**To,
The Members,
New Delhi Television Limited**

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) set out below is/are proposed to be passed by the Members of New Delhi Television Limited (“the Company”) by way of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

Item No. 1

Approval of Material Related Party Transactions with Adani Enterprise Limited for the financial year 2023-24

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

RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into /execute new contract(s)/ arrangement(s)/ transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with Adani Enterprises Limited (“AEL”), a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, during the financial year 2023-24 on such terms and conditions as may be agreed upon between the Company and AEL and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 2

Approval of Material Related Party Transactions with Adani Enterprises Limited for the financial year 2024-25

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

RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into /execute new contract(s)/ arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with Adani Enterprises Limited (“AEL”), a Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2024-25 on such terms and conditions as may be agreed upon between the Company and AEL and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 3

Approval of Material Related Party Transactions with NDTV Convergence Limited for the financial year 2024-25

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

RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into /execute new contract(s)/ arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with NDTV Convergence Limited (“NDTV Convergence”), a Material Subsidiary and Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2024-25 on such terms and conditions as may be agreed upon between the Company and NDTV Convergence and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 4

Approval of Material Related Party Transactions of Subsidiary of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction and basis the approval of the

Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to NDTV Convergence Limited (“NDTV Convergence”), a Material Subsidiary of the Company to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into /execute new contract(s)/ arrangement(s) / transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with Red Pixels Ventures Limited (RPVL), a Related Party of NDTV Convergence within the meaning of Regulation 2(1)(zb) of the SEBI LODR, for the financial year 2024-25 on such terms and conditions as may be agreed upon between NDTV Convergence and RPVL and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

Sd/-

January 30, 2024
New Delhi

**Parinita Bhutani Duggal
Company Secretary and Compliance Officer
ACS No.: 41270**

Registered Office: W-17, 2nd Floor,
Greater Kailash – 1, New Delhi – 110048

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions, as amended from time to time setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. The Board of Directors of the Company have appointed M/s. Vishal Arora and Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the postal ballot process including votes cast through remote e-voting in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories/ RTA as on the cut-off date i.e. Friday, January 19, 2024. The Members who have not registered their e-mail IDs are requested to follow the instructions given under Point No. 8.

4. In compliance with the provisions of Sections 108 & 110 and other applicable provisions of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI LODR and the Circulars issued by the Ministry of Corporate Affairs, the Company has engaged the National Securities Depository Limited (“NSDL”) as the authorised agency to provide the remote e-voting facility (i.e. the facility of casting votes by a Member by using an electronic voting system).
5. The Members, whose names appear in the Register of Members/ List of Beneficial Owners as on January 19, 2024, being the cut- off date, are entitled to vote on the Resolutions set forth in this Notice through remote e-voting only. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system. This Postal Ballot is being initiated in compliance with the MCA Circulars.
6. This Notice is also available on the Company’s website i.e. www.ndtv.com and also on the website of stock exchanges i.e. www.bseindia.com and www.nseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
7. The remote e-voting period will commence at 9.30 a.m. (IST) on Wednesday, February 7, 2024 and will end at 5:00 p.m. (IST) on Thursday, March 7, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Resolutions passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. March 7, 2024.
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the duly filled in Form ISR-1 (available on the Company’s website) along with relevant proof to the Company’s RTA, KFin Technologies Limited, Unit: New Delhi Television Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana or the scanned copies of the documents may alternatively be mailed to KFin Technologies Limited on the email id einward.ris@kfintech.com with all the forms and proofs duly e-signed. Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses.
9. On completion of the scrutiny of the Postal Ballot, the Scrutinizer will submit the report to the Company Secretary of the Company within prescribed timelines. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be displayed along with the Scrutinizer’s Report at the Registered Office of the Company after communication to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and The National Stock Exchange of India Limited (www.nseindia.com), where equity shares of the Company are listed, in accordance with the SEBI LODR and additionally be uploaded on the Company’s website www.ndtv.com and on the website of NSDL at www.evoting.nsdl.com. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

10. The instructions for Members for remote e-voting are as under:





E-VOTING PROCEDURE FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT FORM:

Step 1: Access to NSDL e-Voting system

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access the e-voting facility.

A. Method of Login for individual shareholders holding the securities in demat form:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing 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 the e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. By clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, 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 For example, 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 For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using 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.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and 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 NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 also take the printout of 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 with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids 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.
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. 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., E-voting procedure for individual shareholders holding securities in demat form:

3. Alternatively, Shareholder / Members may send a request to evoting@nsdl.co.in for procuring their user id and password for e-voting by providing above mentioned documents.
4. As per SEBI circular dated December 9, 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.

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

Sd/-

**Parinita Bhutani Duggal
Company Secretary and Compliance Officer
ACS No.: 41270**

January 30, 2024
New Delhi

Registered Office: W-17, 2nd Floor,
Greater Kailash – 1, New Delhi - 110048

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 (“**the Act**”), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR**”), the following Explanatory Statement setting out all material facts relating to the business mentioned at Item Nos. 1 to 4 of the accompanying Notice dated January 30, 2024 should be taken as forming part of this Notice.

Item Nos. 1 & 2

In accordance with the provisions of Regulation 23 of the SEBI LODR read with the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, the transactions involving transfer of resources, services or obligations between the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand, which either individually or taken together with previous transaction(s) during a financial year, exceed Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

The Company, in order to further its business interests and the business interest of the Group, enters into various transactions with Adani Enterprises Limited (“AEL”). The estimated value of related party transactions between the Company and AEL, during the financial year 2023-24 and 2024-25 are exceeding the materiality threshold as stated above.

Further, the Audit Committee and the Board at its meeting held on December 9, 2023, reviewed, and approved the material related party contracts / arrangements / transactions, for the financial years 2023-24 and 2024-25, as set out in Resolution nos. 1 & 2, subject to approval of the Members, while noting that such transaction shall be on arms’ length basis and in the ordinary course of business of the Company.

Accordingly, as per the SEBI LODR, approval of the Members is being sought for contracts /arrangements / transactions proposed to be undertaken by the Company with AEL during financial years 2023-24 and 2024-25.

As per the SEBI LODR, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolutions.

The Board recommends passing of the Ordinary Resolutions as set out in Item nos. 1 & 2 of this Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested financially or otherwise, in the said resolutions.

Information required under Regulation 23 of SEBI LODR read with SEBI Circular dated November 22, 2021, is provided below:

Sr. No.	Description	Details						
1	Name of the Related Party	Adani Enterprises Limited (“AEL”)						
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	AEL is the Ultimate Holding Company of the Company.						
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Nil						
4	Type, material terms and particulars of the proposed transaction	<p>The transactions involve Rendering of services, Inter-Corporate Loan, Interest Expense, Common Cost Allocation of Corporate Services and other transactions for business purposes during the financial years 2023-24 and 2024-25.</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates as per prevailing market price and commercial terms as on the date of entering into the contract(s).</p>						
5	Tenure of the proposed transaction	FY 2023-24 and 2024-25						
6	Value of Transaction	<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Amount (Rs. in crores)</th> </tr> </thead> <tbody> <tr> <td>2023-24</td> <td>145</td> </tr> <tr> <td>2024-25</td> <td>185</td> </tr> </tbody> </table>	Financial Year	Amount (Rs. in crores)	2023-24	145	2024-25	185
Financial Year	Amount (Rs. in crores)							
2023-24	145							
2024-25	185							
7	Value of RPT as percentage of the Company’s audited consolidated turnover of Rs. 385.86 crores for the immediately preceding financial year 2022-23.	<table border="1"> <thead> <tr> <th>Financial Year</th> <th>% of consolidated turnover</th> </tr> </thead> <tbody> <tr> <td>2023-24</td> <td>37.58</td> </tr> <tr> <td>2024-25</td> <td>47.95</td> </tr> </tbody> </table>	Financial Year	% of consolidated turnover	2023-24	37.58	2024-25	47.95
Financial Year	% of consolidated turnover							
2023-24	37.58							
2024-25	47.95							
8	Details of transaction relating to Inter-Corporate Loan to be availed by the Company from Adani Enterprises Limited:							
i	Details of the source of funds in connection with the proposed transaction.	The Company proposes to avail Inter-Corporate Loan in multiple tranches out of the funds of AEL.						
ii	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds and - tenure	Not Applicable since no financial indebtedness shall be incurred to provide such financial assistance.						
iii	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	The Inter- Corporate Loan availed by the Company is unsecured with repayment till March 31, 2025; however, the Company will have the right to make pre-payment, without any pre-payment penalty during the tenure of the said loan. The interest charged on the Inter-Corporate Loan will be at an appropriate market rate prevailing at the time						

		of disbursement and basis an arm's length report received from an independent valuer.
iv	Purpose for which funds will be utilized	The Company will utilize the funds towards incurring capital expenditure for expansion, working capital requirements, upgradation of equipment, renovation of studio, office space and other business purposes.
9	Justification as to why the Related Party Transactions are in the interest of the Company	<p>The Company is in its growth phase and is exploring various opportunities for expansion of its business. It is also working towards improving its infrastructure facility by upgradation of equipment, renovation of studio, office space etc. For funding of these requirements, the Company is availing an Inter-Corporate Loan from AEL. The terms and conditions of the said loan, including interest rate will be in tune with the prevailing market conditions and on an arm's length basis.</p> <p>Further the Company having its own media channels, procures, manages, and provides various advertising services to AEL on need basis. The transaction is carried out as part of the ordinary course of business and the rates charged to the related parties (i.e. AEL) are comparable to those charged to external parties.</p> <p>AEL also provides various support services to NDTV like procurement related services, manpower support services etc. The costs are being charged to the Company on actual cost allocated on a reasonable basis. The key criteria for allocation of the costs for such support services is based on the strength of manpower of each Company availing common services of IT, Admin, HR, Finance etc. Payment to AEL is made based on actual cost as allocated on reasonable basis and no extra revenue is earned by AEL. The transaction in view of this is at arm's length and in the ordinary course of business of the Company.</p>
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Transaction with respect to Inter-Corporate Loan with AEL is supported by Independent Valuation Report which confirms that the proposed transaction is in ordinary course of business and on arm's length basis.
11	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.

Item No. 3

In accordance with the provisions of Regulation 23 of the SEBI LODR read with the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, the transactions involving transfer of resources, services or obligations between the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand, which either individually or taken together with previous transaction(s) during a financial year, exceed Rs. 1,000 crores or 10% of the annual

consolidated turnover of the Company as per the last audited financial statements, whichever is lower requires approval of the Members of the Company.

The Company, in order to further its business interests and the business interest of the Group, enters into various transactions with NDTV Convergence Limited (“NDTV Convergence”), material subsidiary Company. The estimated value of related party transactions between the Company and NDTV Convergence, during the financial year 2024-25 are exceeding the materiality threshold as stated above.

Further, the Audit Committee and the Board at its meeting held on January 30, 2024, reviewed, and approved the material related party contracts / arrangements / transactions, for the financial year 2024-25, as set out in Resolution no. 3, subject to approval of the Members, while noting that such transaction shall be on arm’s length basis and in the ordinary course of business of the Company.

Accordingly, as per the SEBI LODR, approval of the Members is being sought for contracts /arrangements / transactions proposed to be undertaken by the Company with NDTV Convergence during the financial year 2024-25.

As per the SEBI LODR, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolutions.

The Board recommends passing of the Ordinary Resolutions as set out in Item no. 3 of this Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested financially or otherwise, in the said resolutions.

Information required under Regulation 23 of SEBI LODR read with SEBI Circular dated November 22, 2021, is provided below:

Sr. No.	Description	Details
1	Name of the Related Party	NDTV Convergence Limited (“NDTV Convergence”)
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	NDTV Convergence is a material Subsidiary of the Company.
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Following Directors of the Company are also a Director in NDTV Convergence: Mr. Sanjay Pugalia Mr. Viral Jagdish Doshi Ms. Dipali Goenka
4	Type, material terms and particulars of the proposed transaction	The transactions involve Rendering and availing of services (support services, advertisement, marketing, personnel, resources, etc.), Inter-Corporate Loan, and other transactions for business purposes during the financial year 2024-25. Material terms and conditions are based on the contracts which inter alia include the rates as per prevailing market price and commercial terms as on the date of entering into

		the contract(s).
5	Tenure of the proposed transaction	FY 2024-25
6	Value of Transaction	Rs. 211.68 crores
7	Value of RPT as percentage of the Company's audited consolidated turnover of Rs. 385.86 crores for the immediately preceding financial year 2022-23.	54.86%
8	Details of transaction relating to Inter-Corporate Loan to be availed by the Company from NDTV Convergence Limited:	
i	Details of the source of funds in connection with the proposed transaction.	The Company proposes to renew the Inter-Corporate Loan availed out of funds of NDTV Convergence.
ii	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds and - tenure	Not Applicable since no financial indebtedness shall be incurred to provide such financial assistance.
iii	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	The Inter- Corporate Loan availed by the Company is unsecured with repayment till March 31, 2025; however, the Company will have the right to make pre-payment, without any pre-payment penalty during the tenure of the said loan. The interest charged on the Inter-Corporate Loan will be at an appropriate market rate prevailing at the time of disbursement and basis an arm's length report received from an independent valuer.
iv	Purpose for which funds will be utilized	The Company will utilize the funds towards incurring capital expenditure for expansion, working capital requirements, upgradation of equipment and other business purposes.
9	Justification as to why the Related Party Transactions are in the interest of the Company	<p>The Company is in its growth phase and is exploring various opportunities for expansion of its business. It is also working towards improving its infrastructure facility by upgradation of equipment, renovation of studio, office space etc. For funding of these requirements, the Company is availing an Inter-Corporate Loan from NDTV Convergence. The terms and conditions of the said loan, including interest rate will be in tune with the prevailing market conditions and on arm's length basis.</p> <p>The Company's website is managed by NDTV Convergence and it also provides various marketing services to the Company. The Company has also entered into a trademark access agreement with NDTV Convergence for using the logo of NDTV. Further both the related parties also renders and avail various support services like</p>

		<p>procurement related services, manpower support services etc. These transactions are carried out as part of the ordinary course of business and the costs are being charged on actual cost allocated on a reasonable basis and no extra revenue is earned by the Company.</p> <p>The key criteria for allocation of the costs for such services are based on the strength of manpower of each company availing common services of IT, Admin, HR, Finance etc.</p> <p>The transaction in view of this is at arm's length and in the ordinary course of business of the Company.</p>
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Transaction with respect to Inter-Corporate Loan with NDTV Convergence is supported by an Independent Valuation Report which confirms that the proposed transaction is in an ordinary course of business and on arm's length basis.
11	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.

Item No. 4

In accordance with the provisions of Regulation 23 of the SEBI LODR read with the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions provides that transactions involving transfer of resources, services or obligations between any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand, which either individually or taken together with previous transaction(s) during a financial year, exceed Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower requires approval of the Members of the Company.

NDTV Convergence Limited, a Material Subsidiary of the Company, in order to further its business interests and the business interest of the Group, enters into various transactions with its related parties. The estimated value of related party transactions between the NDTV Convergence Limited (NDTV Convergence) and Red Pixels Ventures Limited (RPVL), a Related Party of NDTV Convergence, for the financial year 2024-25 is expected to exceed the materiality threshold as stated above.

Further, the Audit Committee and the Board at its meeting held on January 30, 2024, reviewed, and approved the material related party contracts / arrangements / transactions, for the financial year 2024-25, as set out in the Resolution no. 4, subject to approval of the Members, while noting that such transaction shall be on arm's length basis and in the ordinary course of business of the Company.

Accordingly, as per the SEBI LODR, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by NDTV Convergence with RPVL for the financial year 2024-25.

As per the SEBI LODR, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolutions.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 4 of this Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company, and their respective relatives, are in any way concerned or interested financially or otherwise in the Resolution, as set out in Item no. 5 of this Notice.

Information required under Regulation 23 of SEBI LODR read with SEBI Circular dated November 22, 2021, is provided below:

Sr. No.	Description	Details
1	Name of the Related Party	Red Pixels Ventures Limited (RPVL)
2	Nature of Relationship with the Company or its subsidiary including nature of its concern or interest (financial or otherwise)	NDTV Convergence Limited (NDTV Convergence) is a Material Subsidiary of the New Delhi Television Limited (NDTV). Red Pixels Ventures Limited is an Associate Company of NDTV.
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Following Directors of the Company / NDTV Convergence are also Directors in RPVL: Mr. Sanjay Pugalia Mr. Senthil Chengalvarayan
4	Type, material terms and particulars of the proposed transaction	The transactions involve rendering and availing of services (affiliate partnership, advertisement, marketing, personnel, resources, etc.) and other transactions for business purposes during the financial year 2024-25. Material terms and conditions are based on the contracts which inter alia include the rates as per the prevailing market price and commercial terms as on the date of entering into the contract(s).
5	Tenure of the proposed transaction	FY 2024-25
6	Value of Transaction	Rs. 42.6 crores
7	Value of RPT as percentage of the Company's audited consolidated turnover of Rs. 385.86 crores for the immediately preceding financial year 2022-23.	11.04%
8	Details of transaction relating to Inter-Corporate Loan:	
i	Details of the source of funds in connection with the proposed transaction.	NA
ii	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments - nature of indebtedness; - cost of funds and - tenure	NA

iii	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	NA
iv	Purpose for which funds will be utilized	NA
9	Justification as to why the Related Party Transactions are in the interest of the Company	<p>NDTV Convergence in its regular course of business provides marketing services, personnel services etc. to RPVL. The transactions are carried out as part of the ordinary course of business and the rates charged to the related parties are comparable to those charged to external parties.</p> <p>RPVL provides advertising sales services, affiliate partnership services to NDTV Convergence. The costs are being charged to the Company on actual cost allocated on a reasonable basis and as per the agreement between NDTV Convergence and RPVL.</p> <p>Payment to RPVL is made based on actual cost as allocated on reasonable basis and no extra revenue is earned by RPVL. The transaction in view of this is at arm's length and in the normal course of business.</p>
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
11	Any other information that may be relevant	All relevant information setting out material facts, forms part of this Notice.

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

Sd/-

**Parinita Bhutani Duggal
Company Secretary and Compliance Officer
ACS No.: 41270**

January 30, 2024
New Delhi

Registered Office: W-17, 2nd Floor,
Greater Kailash – 1, New Delhi - 110048