

**November 25, 2025**

**To,**

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001

**Scrip Code: 532529**

**National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G, Bandra Kurla  
Complex, Bandra (East) Mumbai - 400 051

**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 October 29, 2025, along with the Explanatory Statement.

The Postal Ballot Notice is also uploaded on the Company's website at [www.ndtv.com](http://www.ndtv.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to kindly take the above information on record.

Thanking you,

Yours sincerely,

**For New Delhi Television Limited**

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**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 Listing Regulations**”), General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022, 09/2023 dated 25<sup>th</sup> September, 2023, 9/2024 dated 19<sup>th</sup> September, 2024 and 03/2025 dated September 22, 2025 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 are proposed to be passed by the Members of New Delhi Television Limited (“**the Company**”) by means of Postal Ballot, only by way of remote e-voting (“**e-voting**”) process.

### **Item No. 1**

**Re-appointment of Mr. Viral Jagdish Doshi (DIN: 00583487) as Independent Director of the Company (Second Term of 3 years)**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV, and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and any other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), and the Articles of Association of the Company, Mr. Viral Jagdish Doshi (DIN: 00583487), an Independent Director of the Company, who is eligible for re-appointment and has given his consent along with a declaration that he meets the criteria for independence as provided under Section 149(6) the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (three) consecutive years commencing from January 24, 2026 up to January 23, 2029, on such remuneration as may be determined by the Board of Directors from time to time within the limits approved by the Members.

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in this regard.”

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

**Sd/-**

Date: October 29, 2025

Place: New Delhi

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

**Registered Office:** W-17, 2<sup>nd</sup> 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 resolution 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 Secretary 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, November 21, 2025. Those 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 Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs, and SS -2 issued by the Institute of Company Secretaries of India on General Meeting, as amended from time to time, the Company has engaged the National Securities Depository Limited (“NSDL”) as the authorised agency for facilitating 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 Friday, November 21, 2025, being the cut- off date, are entitled to vote on the Resolution 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. A person who is not a member as on the

cut-off date should treat this Notice of Postal Ballot for information purposes only.

6. This Notice is also available on the Company's website i.e. [www.ndtv.com](http://www.ndtv.com) and also on the website of stock exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The remote e-voting period will commence at 9:30 a.m. (IST) on Thursday, November 27, 2025, and will end at 5:00 p.m. (IST) on Friday, December 26, 2025. 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. Resolution 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. December 26, 2025
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 emailed to KFin Technologies Limited on the email id [inward.ris@kfintech.com](mailto:inward.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](http://www.bseindia.com)) and The National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website [www.ndtv.com](http://www.ndtv.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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"> <li data-bbox="485 285 1495 596">1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="485 638 1495 1031">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="485 1073 1495 1187">3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="485 1228 1495 1622">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="485 1663 1495 1777">5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 company. On 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 is 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 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:**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**A. 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 e-services 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID 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 137795 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 ask 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 in 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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](mailto:vishhal@legumamicuss.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their board resolution / power of attorney / authority letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts with entering the password. In such an event, you will need to go through the “Forgot User Details / Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL by e-mail on [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **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 resolution set out in this notice:**

1. Members whose shares are held in physical form are requested to provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [secretarial@ndtv.com](mailto:secretarial@ndtv.com).
2. Members whose shares are held in demat mode are requested to provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [secretarial@ndtv.com](mailto:secretarial@ndtv.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., E-voting procedure for individual shareholders holding

securities in demat form:

3. Alternatively, Shareholder / Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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 Depository Participants. 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**

Date: October 29, 2025

Place: New Delhi

**Registered Office:** W-17, 2<sup>nd</sup> Floor,  
Greater Kailash – 1, New Delhi - 110048

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

## **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 Listing Regulations"), the following Explanatory Statement setting out all material facts relating to the business mentioned at Item Nos. 1 of the accompanying Notice dated October 29, 2025 should be taken as forming part of this Notice.

### **Item No. 1**

The Board of Directors, with the approval of the Members, had appointed Mr. Viral Jagdish Doshi (DIN: 00583487) as Independent Director of the Company for an initial term of 3 (three) consecutive years. The tenure of Mr. Doshi will conclude on January 23, 2026.

Pursuant to the progressive governance practice adopted across the Adani Group, all Independent Directors are being appointed / re-appointed, as the case may be, for two terms, each lasting up to 3 (three) years. This approach allows for a periodic refreshment of the board's composition, bringing in new perspectives and expertise while maintaining stability and continuity. The specified term limits also serve to reinforce the independence and objectivity of the directors, ensuring that they can contribute effectively without being influenced by prolonged tenure.

The Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee, considers that, given his skills, integrity, expertise, experience, as well as the valuable contribution made by him during his tenure, his continuance as Independent Director would be beneficial to the Company and it is desirable to continue availing his services as Independent Director of the Company.

Accordingly, it is proposed to re-appoint Mr. Doshi for a second term of 3 (three) consecutive years effective from January 24, 2026 up to January 23, 2029 (both days inclusive), subject to the approval of the Members of the Company. His re-appointment shall not be liable to retire by rotation in terms of Section 152(6) of the Act.

The detailed profile of Mr. Doshi, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, is enclosed herewith as **Annexure A**, which forms part of this Notice.

Mr. Doshi has given his consent for being re-appointed as Independent Director of the Company as well as declarations to the effect that he meet the criteria of independence as provided under Section 149(6) and other applicable provisions of the Act and rules framed thereunder, and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of the SEBI Listing Regulations. He has also confirmed that he is not in any way disqualified from being appointed as Directors in terms of Section 164 of the Act and the Company has received notice under Section 160 of the Act proposing his candidature for appointment as Independent Director. Mr. Doshi has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority.

In the opinion of the Board, Mr. Doshi fulfils the conditions for re-appointment as Independent Director as specified in the Act and the SEBI Listing Regulations. He is independent of the management and possess the appropriate skills, experience, knowledge, and capabilities required for the role of Independent Director. Considering his extensive knowledge and experience, the Board believes that Mr. Doshi's continued association as Independent Director will be in the interest of the Company.

The draft letter of re-appointment of the Independent Director setting out the terms and conditions of his re-appointment, will be available for electronic inspection. Members who wish to inspect the same may send an email to [secretarial@ndtv.com](mailto:secretarial@ndtv.com). The same is also available on the website of the Company at: <https://www.ndtv.com/convergence/ndtv/corporatepage/images/TermsandconditionsofappointmentofIndependentDirectors.pdf>

A brief profile and other details of Mr. Doshi is provided in **Annexure A**, in accordance with the provisions of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India.

The Board recommends the passing of the Special Resolution set out in Item No. 1 of this Notice, for your approval.

Except for Mr. Doshi and his respective relatives, none of the other Directors, Key Managerial Personnel of the Company, or their relatives, are in any manner, financially or otherwise, concerned or interested in the Resolution set out at Item No. 1 of this Notice, except to the extent of their shareholding, if any, in the Company.

**Annexure A****Details of Director seeking re-appointment pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ('SS-2) issued by the Institute of Company Secretaries of India**

<b>Sr. No.</b>	<b>Description</b>	<b>Details</b>
1	Name of Director and DIN	Mr. Viral Jagdish Doshi DIN: 00583487
2	Age, Date of Birth	September 8, 1958 67 Years
3	Nationality	Indian
4	Qualification	'A' levels education from England and graduated in engineering from Cornell University, USA.
5	Brief Profile	Mr. Doshi is an advisor to several educational institutes in India and overseas and writes regularly on career and education for magazines, newspapers and online portals. He is also a regular speaker at schools, colleges, conferences and conducts workshops and seminars at YPO, FICCI and EO chapters nationwide. An active member and ex-President of the Cathedral Alumni Association, he also coauthored a coffee table book - "Undefined Heritage - a History of the 150 years of Cathedral School, Mumbai" and most recently a National Bestseller - "Indian Roots Ivy Admits - 85 Essays that got Indian Students into the Ivy League and Stanford".
6	Skills and capabilities required for the role and manner in which the proposed person meets such requirements	<p>The Board has identified key skills and competencies required for Directors, including leadership capability, Journalism and Mass Communication, financial and risk-management, sound corporate governance understanding, insight into sales and marketing, technological awareness, and a considered approach to health, safety, environment and sustainability matters, along with sector-relevant knowledge.</p> <p>The proposed Independent Director possesses a well-rounded blend of these competencies, demonstrated through his extensive professional experience, strategic thinking, independent judgement and proven ability to contribute meaningfully to board deliberations.</p>
7	Nature of Expertise in specific functional areas	Mr. Doshi possesses expertise in leadership skills, education consulting, financial and risk management, corporate governance and health, safety, environment and sustainability matters.

8	Relationship with other Directors, Manager and None other Key Managerial Personnel of the Company	Not related to any other Directors or Key Managerial Personnel of the Company
9	Date of First Appointment on the Board	January 24, 2023
10	Terms and conditions of appointment / re-appointment	Re-appointment for a second term of 3 (three) consecutive years, effective from January 24, 2026, till January 23, 2029 (both days inclusive), not liable to retire by rotation.
11	Remuneration (including sitting fees, if any) last drawn (FY 2025-26)	Sitting fees: Rs. 10,00,000/-
12	Details of remuneration sought to be paid	Sitting fee for attending the meetings of the Board or Committees thereof and remuneration as per the approved limits under Section 197 of the Companies Act, 2013.
13	Shareholding in the Company including shareholding as a beneficial owner	NIL
14	Number of Meetings of the Board attended during the financial year	6 of 7
15	List of Directorships held in other companies	<ul style="list-style-type: none"> <li>• NDTV Convergence Limited</li> <li>• The Western India Automobile Association</li> </ul>
16	Name of Listed Companies from which the Director has resigned in the past three years	NIL
17	Memberships/ Chairmanships across Listed Entities	<p><b><u>New Delhi Television Limited:</u></b></p> <p>Member – Audit Committee  Chairperson – Nomination &amp; Remuneration Committee  Member – Stakeholders Relationship Committee  Member – Corporate Social Responsibility Committee</p>