

**MINISTRY OF CORPORATE AFFAIRS****RECEIPT****G.A.R.7**

SRN : F64372394

Service Request Date : 14/09/2023

Payment made into : ICICI Bank

**Received From :**

Name : SECRETARIAL NDTV

Address : B-50 A,2nd Floor Archana Complex Greater Kailash I

Delhi, Delhi

IN - 110048

**Entity on whose behalf money is paid**

CIN: L92111DL1988PLC033099

Name : NEW DELHI TELEVISION LIMITED

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

Greater Kailash I

New Delhi, Delhi

India - 110048

**Full Particulars of Remittance**

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2023	Normal	600.00
<b>Total</b>		600.00

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L92111DL1988PLC033099

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACN0865D

(ii) (a) Name of the company

NEW DELHI TELEVISION LIMITE

(b) Registered office address

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

(c) \*e-mail ID of the company

secretarial@ndtv.com

(d) \*Telephone number with STD code

01141577777

(e) Website

www.ndtv.com

(iii) Date of Incorporation

08/09/1988

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 20/07/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J4	Broadcasting and programming activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 11

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	RRPR Holding Private Limited	U65993DL2005PTC139803	Holding	56.45
2	NDTV Convergence Limited	U64201DL2006PLC156531	Subsidiary	92

3	NDTV Labs Limited	U72200DL2006PLC156530	Subsidiary	99.97
4	NDTV Networks Limited	U74140DL2010PLC203965	Subsidiary	85
5	NDTV Media Limited	U72900DL2002PLC117669	Subsidiary	74
6	NDTV Worldwide Limited	U51109DL2008PLC180773	Subsidiary	96.25
7	Red Pixels Ventures Limited	U74999DL2015PLC284755	Associate	44.16
8	Astro Awani Network Sdn Bhd		Associate	20
9	On Demand Transportation Te	U74900DL2015PLC286002	Subsidiary	100
10	Lifestyle & Media Holdings Lim	U74900DL2010PLC203968	Joint Venture	49
11	Onart Quest Limited	U74999TN2015PLC142862	Joint Venture	31.8

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	433,250,000	64,482,517	64,471,267	64,471,267
Total amount of equity shares (in Rupees)	1,733,000,000	257,930,068	257,885,068	257,885,068

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	433,250,000	64,482,517	64,471,267	64,471,267
Nominal value per share (in rupees)	4	4	4	4
Total amount of equity shares (in rupees)	1,733,000,000	257,930,068	257,885,068	257,885,068

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	35,552	64,435,715	64471267	257,885,068	257,885,068	
<b>Increase during the year</b>	0	3,622	3622	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	3,622	3622			
Dematerialization						
<b>Decrease during the year</b>	3,622	0	3622	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	3,622		3622			
Dematerialization						
<b>At the end of the year</b>	<b>31,930</b>	<b>64,439,337</b>	<b>64471267</b>	<b>257,885,068</b>	<b>257,885,068</b>	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>Increase during the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
NIL						
<b>Decrease during the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NIL						
<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	

ISIN of the equity shares of the company

INE155G01029

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 50%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 50%;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 50%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 50%;" type="text"/>

Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**



(i) Turnover

2,206,499,152

(ii) Net worth of the Company

3,736,694,061

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,223,564	5	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	41,722,396	64.71	0	
10.	Others NIL	0	0	0	
	<b>Total</b>	44,945,960	69.71	0	0

**Total number of shareholders (promoters)**

4

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	14,621,673	22.68	0	
	(ii) Non-resident Indian (NRI)	161,698	0.25	0	
	(iii) Foreign national (other than NRI)	91,923	0.14	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	56	0	0	
5.	Financial institutions	2,025	0	0	
6.	Foreign institutional investors	1,935,695	3	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,665,488	4.13	0	
10.	Others Trust and Clearing Member	46,749	0.07	0	
	<b>Total</b>	19,525,307	30.27	0	0

**Total number of shareholders (other than promoters)** 102,233

**Total number of shareholders (Promoters+Public/  
Other than promoters)** 102,237

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
VIKASA INDIA EIF I FUI	L4th Floor Bank Street Cybercity E			895,009	1.39
LTS INVESTMENT FUN	LES CASCADES EDITH CAVELL STR			824,437	1.28
MCKINLEY CAPITAL M	HSBC SECURITIES SERVICES 11TH F			205,720	0.32
AMERICAN CENTURY I	DEUTSCHE BANK AG, DB HOUSE, F			5,178	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AMERICAN CENTURY I	DEUTSCHE BANK AG, DB HOUSE, F			4,487	0
AMERICAN CENTURY I	DEUTSCHE BANK AG, DB HOUSE H			834	0
COPTHALL MAURITIUS	C/O CIM CORPORATE SERVICES LT			30	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	4
Members (other than promoters)	53,518	102,233
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	0	0	0	0	0
<b>B. Non-Promoter</b>	0	4	0	6	0	0
(i) Non-Independent	0	1	0	3	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	0	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sanjay Pugalia	08360398	Director	0	
Senthil Chengalvarayan	02330757	Director	0	
Aman Kumar Singh	02860208	Director	0	01/04/2023
Viral Jagdish Doshi	00583487	Director	0	
Upendra Kumar Sinha	00010336	Additional director	0	
Dipali Balkrishan Goenk	00007199	Additional director	0	
Anup Dutta	AAHPD2944D	CFO	0	
Parinita Bhutani	BXJPB8243B	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Prannoy Roy	00025576	Whole-time director	30/12/2022	Cessation
Radhika Roy	00025625	Whole-time director	30/12/2022	Cessation
Darius Taraporvala	02077326	Director	30/12/2022	Cessation
Indrani Roy	01033399	Director	30/12/2022	Cessation
Kaushik Dutta	03328890	Director	30/12/2022	Cessation
John Martin O Loan	07322343	Director	30/12/2022	Cessation
Rajneesh Gupta	ADTPK7623D	CFO	15/02/2023	Cessation
Anup Dutta	AAHPD2944D	CFO	16/02/2023	Appointment
Sanjay Pugalia	08360398	Additional director	23/12/2022	Appointment
Senthil Chengalvarayan	02330757	Additional director	23/12/2022	Appointment
Aman Kumar Singh	02860208	Additional director	30/12/2022	Appointment
Sunil Kumar	07379007	Additional director	30/12/2022	Appointment
Upendra Kumar Sinha	00010336	Additional director	27/03/2023	Appointment
Dipali Balkrishan Goenk	00007199	Additional director	27/03/2023	Appointment
Sunil Kumar	07379007	Additional director	09/03/2023	Cessation
Sanjay Pugalia	08360398	Director	20/03/2023	Change in Designation
Senthil Chengalvarayan	02330757	Director	20/03/2023	Change in Designation
Aman Kumar Singh	02860208	Director	20/03/2023	Change in Designation
Viral Jagdish Doshi	00583487	Director	20/03/2023	Change in Designation

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/09/2022	81,507	74	61.72

## B. BOARD MEETINGS

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/04/2022	6	6	100
2	18/05/2022	6	6	100
3	04/08/2022	6	5	83.33
4	09/11/2022	6	6	100
5	09/12/2022	6	6	100
6	23/12/2022	8	8	100
7	30/12/2022	8	8	100
8	30/12/2022	4	4	100
9	07/02/2023	5	5	100
10	28/03/2023	6	4	66.67

## C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	19/04/2022	3	3	100
2	Audit Committee	18/05/2022	3	3	100
3	Audit Committee	04/08/2022	3	2	66.67
4	Audit Committee	09/11/2022	3	3	100
5	Audit Committee	07/02/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	Audit Committee	28/03/2023	4	3	75
7	Nomination and	18/05/2022	4	4	100
8	Nomination and	04/08/2022	4	3	75
9	Nomination and	23/12/2022	4	4	100
10	Nomination and	30/12/2022	4	4	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	20/07/2023
								(Y/N/NA)
1	Sanjay Pugalia	5	5	100	4	4	100	Yes
2	Senthil Cheng	5	5	100	0	0	0	Yes
3	Aman Kumar S	3	2	66.67	0	0	0	Not Applicable
4	Viral Jagdish D	2	2	100	4	4	100	Yes
5	Upendra Kum	0	0	0	2	0	0	Yes
6	Dipali Balkrish	1	1	100	2	2	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Prannoy Roy	Whole-time Dire	9,399,698	0	0	1,187,046	10,586,744
2	Radhika Roy	Whole-time Dire	13,147,319	0	0	1,817,046	14,964,365
	Total		22,547,017	0	0	3,004,092	25,551,109

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajneesh Gupta	Chief Financial C	12,258,490	0	0	1,078,644	13,337,134
2	Anup Dutta	Chief Financial C	1,280,566	0	0	58,700	1,339,266
3	Parinita Bhutani	Company Secre	1,448,962	0	0	352,399	1,801,361
	Total		14,988,018	0	0	1,489,743	16,477,761

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Indrani Roy	Independent Dir	0	0	0	1,100,000	1,100,000
2	Kaushik Dutta	Independent Dir	0	0	0	1,200,000	1,200,000
3	John Martin O Loan	Independent Dir	0	0	0	1,250,000	1,250,000
4	Darius Taraporvala	Non-Executive C	0	0	0	950,000	950,000
5	Sunil Kumar	Independent Dir	0	0	0	350,000	350,000
6	Viral Jagdish Doshi	Independent Dir	0	0	0	450,000	450,000
7	Upendra Kumar Sin	Independent Dir	0	0	0	50,000	50,000
8	Dipali Balkrishan G	Independent Dir	0	0	0	250,000	250,000
	Total		0	0	0	5,600,000	5,600,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status



(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

Sanjay Pugalia  
Digitally signed by Sanjay Pugalia  
Date: 2023.09.14 19:32:58 +05'30'

DIN of the director

**To be digitally signed by**

PARINITA BHUTANI  
Digitally signed by PARINITA BHUTANI  
Date: 2023.09.14 19:33:13 +05'30'

- Company Secretary  
 Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

NDTV Form MGT-8 FY 2022-23.pdf Details of Transfers.pdf Clarificatory Notes.pdf
---

**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

# VISHAL ARORA & ASSOCIATES

## COMPANY SECRETARIES

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of M/S NEW DELHI TELEVISION LIMITED (the Company) having CIN- L92111DL1988PLC033099, having its registered office at B-50A, 2<sup>nd</sup> Floor Archana Complex Greater Kailash I, New Delhi -110048 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its status under the Act is Active.
2. maintenance of registers/records & making entries therein within the time prescribed therefore;
3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court or other authorities~~ within/beyond the prescribed time;
4. calling/ convening/ holding meetings of Board of Directors or its committees, ~~if any~~, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, ~~if any~~, have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed;
5. Closure of Register of Members / Security holders, as the case may be.
6. ~~advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;~~
7. contracts/arrangements with related parties as specified in section 188 of the Act;



B-10, Second Floor, Sector-1, Noida-201301

Tel.: +91 120 4398 950;

e-mail: [info@legumamicuss.com](mailto:info@legumamicuss.com) ; Website : [www.legumamicuss.com](http://www.legumamicuss.com)

- ~~8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;~~
- ~~9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act~~
- ~~10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;~~
- ~~11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;~~
- ~~12. constitution\*\*/appointment/re-appointments/ retirement/ filling up casual vacancies; disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;~~  

\*\*The Company has duly filled the vacancies of Directors as per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as on March 31, 2023, which arose on account of change of control of the Company, subject to the approval of the Ministry of Information & Broadcasting ("MIB"). The necessary approval from MIB was received for their appointment.
- ~~13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;~~
- ~~14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;~~
- ~~15. acceptance/ renewal/ repayment of deposits;~~
- ~~16. borrowings from its directors, members, public financial institutions, banks and others and creation/modification/ satisfaction of charges in that respect, wherever applicable;~~
- ~~17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;~~
- ~~18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;~~

**For Vishal Arora & Associates**  
**Company Secretaries**



**C.P. No: 5992**

**UDIN: F005958E001001370**

Place: New Delhi

Date: 13.09.2023

Note: The qualification, reservation or adverse remarks; if any, may be stated at the relevant place(s).



**DETAILS OF PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES OF NEW DELHI TELEVISION LIMITED  
(THE "COMPANY")**

Sr.No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	RRPR Holding Private Limited	U65993DL2005PTC139803	Holding	56.45%	Section 2(46)
2.	NDTV Convergence Limited	U64201DL2006PLC156531	Subsidiary	17% held by the Company and 75% held by NDTV Networks Ltd., subsidiary of the Company	Section 2(87)
3.	NDTV Labs Limited	U72200DL2006PLC156530	Subsidiary	99.97% held by NDTV Networks Ltd., subsidiary of the Company	Section 2(87)
4.	NDTV Networks Limited	U74140DL2010PLC203965	Subsidiary	85% held by the Company	Section 2(87)
5.	NDTV Media Limited	U72900DL2002PLC117669	Subsidiary	74% held by the Company	Section 2(87)
6.	NDTV Worldwide Limited	U51109DL2008PLC180773	Subsidiary	92% held by the Company and 4.25 % held by NDTV Media Limited, subsidiary of the Company	Section 2(87)
7.	Red Pixels Ventures Limited	U74999DL2015PLC284755	Associate	44.16% held by NDTV Convergence Ltd., subsidiary of the Company	Section 2(6)
8.	Astro Awani Network Sdn Bhd, Malaysia	N.A.	Associate	10% held by the Company, 10% held by NDTV Networks Ltd., subsidiary of the Company	Section 2(6)
9.	Delta Softpro Private Limited*	U72200DL2006PTC153008	Subsidiary	100% held by Company	Section 2(87)
10.	On Demand Transportation Technologies Limited **	U74900DL2015PLC286002	Subsidiary	50% held by the Company, 50% held by NDTV Convergence Ltd., subsidiary of the Company	Section 2(87)
11.	Lifestyle & Media Holdings Limited (formerly known as NDTV Lifestyle Holdings Limited)***	U74900DL2010PLC203968	Joint Venture	49% held by NDTV Networks Limited, a subsidiary of the Company	Section 2(6)

new delhi television limited, b 50a, 2<sup>nd</sup> floor, archana complex, greater Kailash-1, new delhi-110048, india, tel: (+91-11) 2644 6666, 4157 7777, fax: (+91-11) 49862990, www.ndtv.com, e-mail: corporate@ndtv.com, CIN L52111DL1988PLC033099



**NDTV**

12.	OnArt Quest Limited	U74999TN2015PLC142862	Joint Venture	15.90% held by Company, 15.90% held by NDTV Convergence Ltd., subsidiary of the Company	Section 2(6)
13.	SmartCooky Internet Limited ****	U74999DL2015PLC284768	Subsidiary	39.78% held by the Company, 58.22% held by NDTV Convergence Ltd., subsidiary of the Company	Section 2(87)
14.	IndianRoots Shopping Limited (Formerly NDTV Ethnic Retail Limited)*****	U74900DL2013PLC248812	Joint Venture	99.257% held by Lifestyle & Media Holdings Ltd., Joint Venture of the Company	Section 2(6)

**Notes:**

\*On March 28, 2023 New Delhi Television Limited (Holding Company) has sold the entire stake held in Delta Softpro Private Limited to M/s Bathla Teletech Private Limited and its affiliates, Hence Delta Softpro ceased to be the subsidiary of New Delhi Television Limited;

\*\* The Company was dissolved via NCLT order under section 59(7) of Insolvency and Bankruptcy Code, 2016 (Voluntary Liquidation Process), Regulation 2017 dated April 19, 2023;

\*\*\* The Company was revived via NCLT order dated May 6, 2022;

\*\*\*\* The Company was dissolved via NCLT order under section 59(7) of Insolvency and Bankruptcy Code, 2016 (Voluntary Liquidation Process), Regulation 2017 dated February 3, 2023;

\*\*\*\*\* The Company is under liquidation.



**NOTE FOR COMMITTEE MEETINGS HELD DURING THE FINANCIAL YEAR 2022-23**

In continuation of Committee Meetings details given under Point IX C, it may be noted that during the year under review, 18 Committee meetings were held. However, due to space constraint, the details of 8 meetings are given herein below:

Sr.No.	Type of meeting	Date of meeting	Total Number of members as on the date of meeting	Number of members attended	% of attendance
11.	Nomination and Remuneration Committee	30/12/2022	4	4	100
12.	Nomination and Remuneration Committee	07/02/2023	3	3	100
13.	Nomination and Remuneration Committee	28/03/2023	3	2	66.67
14.	Corporate Social Responsibility Committee	04/08/2022	3	2	66.67
15.	Corporate Social Responsibility Committee	09/11/2022	3	3	100
16.	Risk Management Committee	04/08/2022	3	3	100
17.	Risk Management Committee	30/01/2023	3	2	66.67
18.	Stakeholders Relationship Committee	18/05/2022	4	4	100



**NOTE FOR SHAREHOLDING PATTERN OF PROMOTER AS ON MARCH 31, 2023**

With reference to Point No. VI(a) Shareholding Pattern of Promoters, the detailed bifurcation of Shareholding Pattern of Promoter is given herein below:

Sr.No,	Name of the Promoter	Demat / Folio No.	Number of Shares	Percentage of Holding
1.	Dr. Prannoy Roy	IN30021427270784	1611782	2.5%
2.	Mrs. Radhika Roy	IN30021427270792	1611782	2.5%
3.	RRPR Holding Private Limited	1203500001938747	17577676	27.26%
4.	RRPR Holding Private Limited	IN30036022640804	18813928	29.18%
5.	Vishvapradhan Commercial Private Limited	IN30292710374201	5327989	8.26%
6.	Vishvapradhan Commercial Private Limited	NDT4444444	2803	0.01%
<b>Total</b>			<b>44945960</b>	<b>69.71</b>





**VIII (B) (ii): Particulars of change in director(s) and Key managerial personnel during the year:**

The details of changes made in the appointment of Mr. Viral Jagdish Doshi during the year is given below:

Sl. No.	Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment /change in Designation / cessation	Nature of Change (Appointment / Change in Designation / Cessation)
1.	Viral Jagdish Doshi	00583487	Additional Director	24/01/2023	Appointment
2.	Viral Jagdish Doshi	00583487	Independent Director	20/03/2023	Change in Designation

