November 16, 2026

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 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated October 26, 2026, 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 above on record.

Thanking you,

Yours sincerely,

For New Delhi Television Limited

PARINITA BHUTANI DUGGAL
Digitally signed by PARINITA BHUTANI DUGGAL
Date: 2026.11.16 17:50:33 +05'30'

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 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, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 9/2024 dated 19th 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

Approval for increase in overall borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013

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

"**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company through Postal Ballot on October 6, 2024 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and concurring with the recommendation(s) of the Audit Committee and 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), the approval of the Members be and is hereby accorded to the Board, to borrow from time to time, such sum or sums of money, on such terms and conditions as deemed appropriate for the business of the Company, which, together with the money/(ies) already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the Company's paid-up share capital, free reserves and securities premium amount, provided that the total outstanding amount of such borrowing shall not, at any time, exceed Rs. 2,500 Crores (Rupees Two Thousand and Five Hundred Crores only).

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to take all such actions as may be necessary, desirable or expedient and to do all such acts, deeds and things as may be incidental or pertinent to give effect to the aforesaid resolution."

Item No. 2

Approval to sell, lease or dispose of the undertaking(s) or substantially whole of undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company through Postal Ballot on March 22, 2025 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any, and Regulation 37A of the SEBI Listing Regulations, as amended from time to time, and in terms of the provisions of the Memorandum and Articles of Association of the Company, and concurring with the recommendation(s) of the Audit Committee and 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), the consent of the Members be and is hereby accorded to authorize the Board, to sell, lease, transfer or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings of the Company, including but not limited to creation of charge/ mortgage/ pledge/ hypothecation/ security in addition to existing charge/ mortgage/ pledge/ hypothecation/ security on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future, in such form and manner and with such ranking and at such time and on such terms and conditions as the Board may determine, in favour of lenders, financial institutions, banks, trustees for debenture holders or any other persons/entities, for securing the borrowings, financial assistance or obligations of the Company, provided that the aggregate value of

such undertaking(s) shall not exceed Rs. 2,500 Crores (Rupees Two Thousand and Five Hundred Crores only) at any point in time.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized to take all such actions as may be necessary, desirable or expedient and to do all such acts, deeds and things as may be incidental or pertinent to give effect to the aforesaid resolution."

Item No. 3

Approval for Raising of Funds through the issuance of 9% Unsecured, Unlisted, Non-Convertible Perpetual Debentures on Private Placement Basis

To consider and if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder, including Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as applicable, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Indian Accounting Standards, the Company's Policy on Related Party Transactions, the provisions of the Memorandum and Articles of Association of the Company and other applicable laws, rules, regulations, guidelines, circulars and notifications issued from time to time, and subject to such approvals, permissions, sanctions and consents as may be required in this regard, and pursuant to the recommendations of the Audit Committee and the approval of the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof duly authorised by the Board), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, invite subscriptions to and allot, on a private placement basis, in one or more tranches, 9% Unsecured, Unlisted, Cumulative, Non-Convertible, Perpetual Debentures **("Debentures")**, aggregating up to Rs.800 Crores (Rupees Eight Hundred Crores only), for cash consideration, to Adani Enterprises Limited ("AEL"), the Ultimate Holding Company and a Related Party of the Company, on such terms and conditions, including the detailed terms set out as in the term sheet placed before the Members and as may be finalised by the Board, subject to the applicable provisions of the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded, pursuant to Regulation 23(4) of the SEBI Listing Regulations, for entering into the aforesaid Related Party Transaction with AEL, being a Material Related Party Transaction, on the terms and conditions as set out in the explanatory statement annexed to the Notice and the term sheet placed before the Members.

RESOLVED FURTHER THAT the proceeds of the issue of Debentures shall be utilized by the Company, *inter-alia* for (a) providing long-term stability to the Company's funding arrangements; (b) strengthening the Company's balance sheet and liquidity position; (c) meeting the Company's working capital and business requirements.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to:

a) place before the Board for its consideration and approval the final terms and conditions of the issue of Debentures, provided that such terms shall remain within the scope, limits and principal terms approved by the Members and that no material variation shall be made without obtaining such further approval as may be required under applicable law;

b) make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt;

c) negotiate, finalize, settle, sign and execute all documents, papers, agreements, instruments, declaration, undertakings and writings as they may deem necessary and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required;

d) finalize, negotiate, execute and deliver the private placement offer cum application letter in form PAS-4, and related documents, addressed and issued only to AEL as the identified person, and, upon approval of the same by the Board, make the applicable filings with the Registrar of Companies, National Capital Territory of Delhi and Haryana ("RoC"), the Ministry of Corporate Affairs and other concerned authorities;

e) issue and allot the Debentures in one or more tranches including maintenance of a complete record of the private placement offers;

f) take all necessary steps for issuance of the Debentures in dematerialised form and completion of all related formalities with the depositories and other intermediaries, as may be applicable;

g) settle any question, difficulty or doubt that may arise in connection with the Issue.

h) do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable."

Item No. 4

Approval of material modification in the approved Material Related Party Transaction(s) with Adani Enterprises Limited for the financial year 2026-27

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 applicable provisions of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Company's Policy on dealing with Related Party Transactions and basis the recommendation of the Audit Committee and approval of the Board of Directors of the Company and in partial modification of the approval accorded by the Members of the Company through postal ballot on March 27, 2026, approving the material related party transaction(s) with Adani Enterprises Limited ("AEL"), the Ultimate Holding Company of the Company and a related party, aggregating up to Rs. 529.50 Crores for the financial year 2026-27, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing any and all material related party transactions/contracts/arrangements with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with AEL and increase the overall transaction limit by Rs. 800 Crores, thereby aggregating to Rs.1329.50 Crores (Rupees One Thousand Three Hundred Twenty-Nine Crores and Fifty Lakh Only) to be entered during the financial year 2026-27 on the terms and conditions set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, may exceed the prescribed thresholds as per the provisions of the SEBI Listing Regulations as applicable from time to time, provided, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the above resolutions and matters connected therewith or incidental thereto including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settling all such issues, questions, difficulties or doubts whatsoever that may arise in this regard."

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

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

Date: October 26, 2026
Place: New Delhi

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the 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 13, 2026. 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 13, 2026, 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 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.

7. The remote e-voting period will commence at 9:30 a.m. (IST) on Tuesday, November 17, 2026, and will end at 5:00 p.m. (IST) on Wednesday, December 16, 2026. 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 16, 2026.

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 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 Listing Regulations 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	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 **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. 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 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. 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 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.

	Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play  
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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. 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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.com 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 helpdesk.evoting@cdslindia.com 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:

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 1*****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.

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.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 with a copy marked to 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 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: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL by e-mail on 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.

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. 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 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

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

Date: October 26, 2026
Place: 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 Act, the Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the SEBI Listing Regulations, the following Explanatory Statement sets out the material facts relating to the business mentioned under Item No. 1 to 4 of the accompanying Notice dated October 26, 2026, and should be taken as forming part of this Notice.

Item No. 1

Pursuant to the provisions of Section 180(1)(c) of the Act, if a Company desires to borrow money and the total amount to be borrowed, along with the existing borrowed amount, exceeds the aggregate of Company's paid-up share capital, free reserves, and securities premium (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), then the Company must obtain the approval of the Members by passing a Special Resolution.

The Members of the Company had, through Postal Ballot on October 06, 2024, approved a borrowing limit of Rs.1000 Crores (Rupees One Thousand Crores only). Considering the Company's present and projected funding requirements, the existing borrowing limit is anticipated to be exhausted soon. In order to meet the Company's financial requirements for both short-term and long-term purposes, it may be necessary to borrow additional funds or issue bonds, debentures, or other securities.

In view of the above and to provide greater financial flexibility to the Company, the Board of Directors, on the basis of the recommendation of the Audit Committee, at its meeting held on October 26, 2026, approved, subject to the approval of the Members, enhancement of the borrowing limit under Section 180(1)(c) of the Act from Rs. 1000 Crores to Rs. 2500 Crores (Rupees Two Thousand and Five Hundred Crores only).

The Board recommends passing of the Special Resolution as set out in Item no. 1 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 resolution.

Item No. 2

The Company proposes to enhance the existing limit for creation of charge, mortgage, pledge, hypothecation or other security interest over its movable and/or immovable properties and assets, tangible or intangible, present and future, from Rs. 1,000 Crores to Rs. 2,500 Crores. The proposed enhancement is intended to align the security creation limit with the enhanced borrowing limit proposed under Item No. 1 of this Notice and to provide the Company with adequate flexibility to secure its borrowings and other financial obligations.

The Members, through postal ballot on March 22, 2025, had approved the limit for creation of charge /mortgage /pledge /hypothecation /security in addition to existing charge /mortgage /pledge /hypothecation /security on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future, from Rs. 500 Crores to Rs. 1000 Crores.

In order to support the proposed enhancement of the borrowing powers of the Company and to facilitate raising of additional financial resources, it may be necessary for the Company to create charge/ mortgage/ pledge/hypothecation/other security interest over its movable and/or immovable properties and assets, both present and future, in favour of various external agencies like banks, financial institutions, bodies corporate etc. for securing the repayment of such borrowings together with interest costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings.

Accordingly, on the basis of the recommendation of the Audit Committee and the Board at their meeting held on October 26, 2026, approval of the Members is being sought for enhancing the limit for creation of charges or provision of security by creation of mortgages, pledge, hypothecations or otherwise on the assets and properties of the Company from Rs. 1000 Crores to Rs. 2500 Crores (Rupees Two Thousand and Five Hundred Crores only).

The proposed authorization will provide the Company with adequate flexibility to secure its borrowings and financial obligations from time to time and align the security creation limit with the enhanced borrowing limit proposed under Item No. 1 of this Notice.

The Board recommends passing of the Special Resolution as set out in item no. 2 of this Notice, for approval by the Members of the Company.

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

Item No. 3

In accordance with the provisions of Sections 42, 71 and other applicable provisions of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the SEBI Listing Regulations, the Company proposes to raise funds through the issuance of 9% Unsecured, Unlisted, Cumulative, Non-Convertible Perpetual Debentures ("Debentures") for an amount not exceeding Rs. 800 Crores (Rupees Eight Hundred Crores Only) on a private placement basis to AEL, subject to necessary regulatory approvals and compliance with applicable laws.

The proposed issuance is intended to provide the Company with long-term funding flexibility and strengthen its financial position. The proceeds of the issue shall be utilized by the Company, *inter alia,* for: (a) providing long-term stability to the Company's funding arrangements; (b) strengthening the Company's balance sheet and liquidity position; (c) meeting the Company's working capital and business requirements.

Since AEL is the Ultimate Holding Company of the Company, it is a Related Party under the applicable provisions of the Act and SEBI LODR Regulations. Accordingly, the proposed issuance of Debentures to AEL constitutes a Related Party Transaction.

The proposed transaction has been reviewed and approved by the Audit Committee and the Board of Directors of the Company, at their respective meetings held on October 26, 2026, subject to the approval of the Members and such statutory and regulatory approvals as may be required.

The Debentures are proposed to be issued on an unsecured, unlisted, cumulative, non-convertible and perpetual basis carrying a coupon rate of 9% per annum. The principal terms and conditions of the proposed issuance, including coupon rate, tenure and other conditions, are set out in the term sheet in accordance with applicable law, and is annexed to this Notice as **Annexure-I**.

Since the proposed Debentures are intended to be issued on a private placement basis exclusively to the identified investor, i.e. AEL, the Company does not propose to list the Debentures on any recognized Stock Exchange.

The proposed issuance shall be undertaken in compliance with the applicable provisions of the Act and the rules made thereunder. The proposed non-listing of the Debentures is subject to the Company's confirmation of the applicability of the relevant statutory and regulatory requirements to the proposed instrument and issue structure. The proposed non-listing shall not dispense with any statutory, regulatory, disclosure, filing or approval requirement otherwise applicable to the Company or the proposed issuance.

The aggregate amount proposed to be raised shall remain within the overall borrowing limit, as may be approved by the members of the Company under Section 180(1)(c) of the Act.

Disclosure pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

S. No.	Particular	Information
a)	Particulars of the offer including date of passing of Board resolution;	The Board of Directors of the Company, at their meeting held on October 26, 2026, approved the issuance of 9% Unsecured, Unlisted, Cumulative, Non-Convertible Perpetual Debentures aggregating up to Rs. 800 Crores on a private placement basis, subject to approval of the Members.
b)	Kinds of securities offered and the price at which security is being offered:	9% Unsecured, Unlisted, Cumulative, Non-Convertible, Perpetual Debentures at an issue price of Rs. 1,00,000 per Debenture, as detailed in the term sheet annexed as **Annexure – I.**

c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	The pricing and coupon rate of the Debentures have been determined taking into consideration the nature and terms of the instrument, prevailing market conditions, the Company's financial position, applicable market benchmarks and the valuation undertaken by BDO India Services Private Limited.
d)	Name and address of valuer who performed valuation;	BDO India Services Private Limited Add: Windsor IT Park, Plot No: A-1, Floor 2, Tower B, Sector 125, Noida 201301
e)	Amount which the company intends to raise by way of such securities;	Up to Rs.800,00,00,000/- (Rupees Eight Hundred Crores Only)
f)	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities:	The detailed terms are set out in the term sheet annexed as **Annexure – I.** The proposed issuance is intended to be completed within the applicable statutory timelines, subject to receipt of necessary approvals. No security or charge is proposed to be created over the assets of the Company, as the Debentures are unsecured.

The Board is of the opinion that the proposed issuance is in the best interests of the Company and its stakeholders and will provide the Company with an efficient source of long-term capital.

Accordingly, the approval of the Members is sought by way of a Special Resolution, as set out at Item No.3 of this Notice.

The Board recommends the passing of the Special Resolution as set out at Item No. 3 of this Notice, for the approval of the Members.

Except to the extent of their respective shareholding, directorship or other interest, if any, in AEL or its related parties, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except as disclosed herein.

Further, in accordance with Regulation 23(4) of the SEBI LODR Regulations, no Related Party of the Company shall vote to approve the resolution, whether or not such Related Party is a party to the particular transaction.

Item No. 4

In accordance with the provisions of Regulation 23 of the SEBI Listing Regulations 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, either individually or taken together with previous transaction(s) during a financial year, exceeding the applicable materiality threshold prescribed under Schedule XII of the SEBI Listing Regulations, require prior approval of the Members of the Company by way of a resolution. Accordingly, the materiality threshold applicable to the Company is Rs. 52.83 Crores, being 10% of the annual consolidated turnover of the Company, as per its last audited financial statements.

The Members of the Company had, through Postal Ballot on March 27, 2026, had approved material Related Party Transaction(s) with AEL aggregating up to Rs.529.50 Crores for the financial year 2026-27. The approved transaction limit includes the Inter-Corporate Loan already availed by the Company from AEL.

Subsequently, owing to proposed raising of funds through issuance of 9% Unsecured, Non-Convertible Perpetual Debentures as explained in Item No. 3, for an amount not exceeding Rs. 800 Crores (Rupees Eight Hundred Crores Only) on a private placement basis to AEL, would result in an increase in the aggregate value of the approved Related Party Transaction(s) with AEL from Rs. 529.50 Crores to Rs. 1329.50 Crores during the financial year 2026-27. The said increase constitutes a material modification to the existing shareholder-approved Related Party Transaction(s), in terms of the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, read with Regulation 23 of the SEBI Listing Regulations. Accordingly, separate approval of shareholders is being sought for the proposed material modification.

The Independent Directors of the Audit Committee at its meeting held on October 26, 2026, reviewed the proposal and the information placed before the Audit Committee by the management in accordance with the applicable provisions of the SEBI Listing Regulations, SEBI Circulars dated June 26, 2025 and October 13, 2025 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"). The Audit Committee also noted that the proposed transaction and the modification thereto are in the best interest of the Company and are proposed to be undertaken on an arms' length basis and in the ordinary course of business of the Company.

Further, the Board of Directors of the Company, based on the recommendations of the Audit Committee, at its meeting held on October 26, 2026, approved and recommended the proposed material modification to the existing shareholder-approved Related Party Transaction(s) with AEL, as set out in item no. 4 of this Notice, for approval of the Members by way of Ordinary Resolution.

The minimum information required to be provided to the Members for approval of the proposed Related party Transactions is set out in **"Annexure-II**", forming part of this Notice.

Except to the extent of their respective shareholding, directorship or other interest, if any, in AEL or its related parties, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution, except as disclosed herein.

Further, in accordance with Regulation 23(4) of the SEBI LODR Regulations, no Related Party of the Company shall vote to approve the resolution, whether or not such Related Party is a party to the particular transaction.

Annexure-I

Term Sheet of the 9% Unsecured, Non-Convertible Perpetual Debentures

Term sheet containing the principal commercial, financial and legal terms of the proposed instruments is as follows:

Sr. No.	Particulars	Proposed Terms
1	Issuer	New Delhi Television Limited
2	Investor	Adani Enterprises Limited, Ultimate Holding Company
3	Nature of Instrument	9% Unsecured, Non-Convertible Perpetual Debentures
4	Issue Size	Aggregate amount not exceeding Rs. 800 Crores (Rupees Eight Hundred Crores only) to be issued in one or more tranche(s)
5	Mode of Issue	Private placement basis
6	Purpose of Issue	The proposed issuance of said debentures is intended to provide the Issuer with a longer-term funding structure and greater flexibility in managing its financial obligations. The key objectives are: • to provide long-term stability to the Company's funding arrangements; • to strengthen the Company's balance sheet and liquidity position; • to meet the Company's working capital and business requirements.
7	Face Value and Number of Debentures	80,000 debentures at a face value of Rs. 1,00,000 per debenture
8	Tenure	Perpetual, with no fixed maturity date
9	Coupon	9% p.a. cumulative; payable if and when declared by the Board of NDTV at its sole discretion. Non-payment or deferral of coupon shall not constitute an event of default.
10	Deferred Coupon	Any coupon not paid shall accumulate. NDTV may, at its sole option, satisfy accumulated coupon by the issue of further debentures, subject to the overall Rs. 800 Crores limit and applicable statutory/regulatory requirements.
11	Call option	Exercisable at the option of the Issuer, in whole or in part, subject to applicable law.
12	Security	The Perpetual Debentures shall be unsecured. No mortgage, charge, pledge, lien or other security interest

		over the assets of the Company shall be created in favour of the Subscriber.
13	Ranking	Unsecured and subordinated to all present and future creditors of the Issuer; ranking senior only to the share capital of the Issuer.
14	Dividend Stopper	So long as any coupon remains deferred, the Issuer shall not declare or pay any dividend on its equity shares.
15	Listing	The proposed issue is not intended to be listed unless otherwise decided by the Company.
16	Form of Holding	Dematerialized form

Annexure-II

Details as required under the SEBI Circulars dated June 26, 2025, and October 13, 2025, in connection with the Material Related Party Transactions are given below:

Basic details of the related party:

S. No.	Particulars	Details
1	Name of the Related Party	**Adani Enterprises Limited ("AEL")**
2	Country of incorporation of the related party	India
3	Nature of business of the related party	AEL is engaged in integrated resources management, mining services and other trading activities. It also operates as an incubator, establishing businesses in areas including the new energy ecosystem, data centers, airports, roads, copper, digital space and others.

Relationship and ownership of the related party:

S. No.	Particulars	Details
1	Relationship between the listed entity and the related party	AEL is the Ultimate Holding Company of the Company
	Nature of its concern (financial or otherwise) and the following:	Financial
	Shareholding of the listed entity, whether direct or indirect, in the related party.	None
	Where the related party is a partnership firm or a sole proprietorship concern or a Body Corporate without Share capital, then capital contribution, if any, made by the listed entity.	Not Applicable

	Shareholding of the related party, whether direct or indirect, in the listed entity.	AEL is the holding company of AMG Media Networks Limited (AMNL); AMNL is the holding company of Vishvapradhan Commercial Private Limited (VCPL); VCPL is the holding company of RRPR Holdings Private Limited (RRPR). RRPR and VCPL holds 59.80% and 9.22% shareholding of the Company.

Details of previous transactions with the related party:

S. No.	Particulars	Details
1	Total amount of all the transactions undertaken by the listed entity ~~or subsidiary~~ with the related party during the last financial year	Rs. 602.17 Crores.
2	Total amount of all the transactions undertaken by the listed entity ~~or subsidiary~~ with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs.198.24 Crores up to the quarter ended September 30, 2026.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or ~~its~~ ~~subsidiary~~ during the last financial year.	None

Amount of the proposed transaction(s):

S. No.	Particulars	Details
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee.	Rs. 800 Crores (Rupees Eight Hundred Crores Only)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during	Yes. Transactions with AEL are already material, and shareholder approval was obtained through postal ballot on March 27, 2026.

	the current financial year would render the proposed transaction a material RPT?	The current transaction taken together with the previous transactions crosses the threshold limit of material RPT. Hence, Shareholder approval for the proposed transaction is required.
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	151.43%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.796%
6	Financial performance of the related party for the immediately preceding financial year:	**Particulars** / **FY 2025-26 (Rs. in Crores)** Turnover: 1,00,468.61 Profit After Tax: 9,950.69 Net Worth: 80,925.95

Basic details of the proposed transaction:

S. No.	Particulars	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Raising of funds through issuance of unsecured perpetual debentures to AEL.
2	Details of each type of the proposed transaction	Issuance of unsecured perpetual debentures aggregating up to Rs. 800 Crores to AEL on a private placement basis.

3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Perpetual, with no fixed maturity date. Exercisable at the option of the Issuer, in whole or in part.
4	Whether omnibus approval is being sought	No
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 800 Crores NA
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction is intended to repayment of existing loan availed from AEL, provide long-term funding stability, strengthen the Company's balance sheet and improve financial flexibility. The transaction is also intended to support the Company's working capital requirements and business operations. The proposed transaction carries a coupon rate of 9% that is competitive with prevailing market rates, ensuring financial prudence. Further, the raising of funds from a related party entity helps optimize the utilization of group resources, strengthen liquidity management within the group, and reduce dependence on external borrowings.
7	Details of the promoter(s)/ director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	NIL
8	A copy of the valuation or other external party report, if any.	Members desirous of inspecting the Interest rate benchmarking report issued by BDO India Services Private Limited may send their requests to secretarial@ndtv.com from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-

		voting of this Postal Ballot. Further, the weblink for accessing the external report is Valuation Report and the QR code is provided below:

Disclosure relating to borrowings by the listed entity or its subsidiary:

Sr. No.	Particulars	Information provided by the management
1.	Material covenants	The Company shall issue 80,000 unsecured perpetual debentures of face value Rs. 1,00,000 each, aggregating to Rs. 800 crores, to AEL by way of private placement. The debentures shall carry a cumulative coupon of 9% p.a., subject to the terms of the agreement and the term sheet.
2.	Interest rate	9% p.a. cumulative; payable if and when declared by the Board of NDTV at its sole discretion. Non-payment or deferral of coupon shall not constitute an event of default.
3.	Cost of borrowing	9% cumulative coupon per annum on the amount subscribed and outstanding, together with applicable issuance expenses and other associated costs.
4.	Maturity / due date	Perpetual in nature, with no fixed maturity date
5.	Repayment schedule and terms	No fixed maturity or scheduled repayment. Redemption shall be at the Company's discretion by exercising the call option in accordance with the term sheet.
6.	Whether secured or unsecured	Unsecured.
7.	Nature of security and coverage ratio	Not applicable, as the debentures are unsecured.
8.	Purpose of utilisation	The proceeds shall be utilised for the purposes specified in the Term Sheet.