

SUPPLEMENTARY NOTICE

This Supplementary Notice of the 17th Annual General Meeting of the Members of News Broadcasters & Digital Association is given to transact the following Additional Ordinary Business at the AGM scheduled on Friday, the 20th September, 2024, at 12.00 Noon in the Multipurpose Hall, Kamaladevi Complex, India International Centre, 40, Max Mueller Marg, New Delhi – 110 003 and shall form part of the Notice of the aforesaid AGM, issued on 2.9.2024.

The following Items are being placed for approval of members of the Association in continuation of **Item No. 5** of the Original Notice of AGM relating to the Nomination of Directors in terms of Article 24 of the Articles of Association:

Ordinary Business

5A. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Anuradha Prasad Shukla who was appointed as Director liable to retire at every AGM, and who holds office up to the date of this Annual General Meeting and offers herself for re-appointment as Director of the Association be and is hereby appointed as Director of the Association, liable to retire by rotation at the next Ordinary General Body Meeting in terms of the provision of Article 22 of the Articles of Association.”

5B. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. M.V. Shreyams Kumar who was appointed as Director liable to retire at every AGM, and who holds office up to the date of this Annual General Meeting and offers himself for re-appointment as Director of the Association be and is hereby appointed as Director of the Association, liable to retire by rotation at the next Ordinary General Body Meeting in terms of the provision of Article 22 of the Articles of Association.”

5C. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. I. Venkat who was appointed as Director liable to retire at every AGM, and who holds office up to the date of this Annual General Meeting and offers himself for re-appointment as Director of the Association be and is hereby appointed as Director of the Association, liable to retire by rotation at the next Ordinary General Body Meeting in terms of the provision of Article 22 of the Articles of Association.”

5D. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. R. Mahesh Kumar who was appointed as Director liable to retire at every AGM, and who holds office up to the date of this Annual General Meeting and offers himself for re-appointment as Director of the Association be and is hereby appointed as Director of the Association, liable to retire by rotation at the next Ordinary General Body Meeting in terms of the provision of Article 22 of the Articles of Association.”

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

“RESOLVED THAT Pursuant to Section 152 of the Companies Act, 2013 , Mr. Varun Kohli, who has been nominated by the Bennett Coleman & Co. Ltd, the promoter member of the NBDA and in respect of whom the Association has received a notice in writing from a Member proposing his candidature for the office of Directorship duly seconded by another Member, be and is hereby appointed as a Permanent Director of the Association, not liable to retire by rotation, in terms of the provisions of Article 17 of the Articles of Association.”

**By Order of the Board of Directors
of News Broadcasters & Digital Association**



**Annie Joseph
Secretary General**

**Place: New Delhi
Date: 7.9.2024**

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No.5 of the original Notice of the AGM dated 20th September 2024 issued on 2.9.2024 states that for the Ordinary Business regarding the “election of a representative of any member eligible for appointment to the office of Director in General Body Meeting on five posts under Article 24 of the Articles of Association shall be held in the following manner:

A nomination under Article 24 of Articles of Association from a representative of any member eligible for appointment to the office of Director, who is willing to contest the Election on the five posts of the Board of Directors will be invited and after receiving the nomination, members of the association will be duly informed about the persons who have filed the nomination and eligible for contesting the election on the said post of Directors and such election shall be held by the method of voting as prescribed under Article 38 of the Articles of Association”.

NBDA issued a general intimation on 14.6.2024 to all Full Members of NBDA inviting them to contest the election of the Board of Directors of NBDA in the 17th AGM to be held on Friday, 20th September 2024, on the five posts of the Board and submit the nomination under Article 24 of the Articles of Association 14 days before the AGM, which is on 20th September 2024, i.e., on or before 6th September 2024.

In response to the above, the following four members representative have submitted the Nomination Forms to the NBDA for election of the Director:

1. Mrs. Anuradha Prasad Shukla, representing News24 Broadcast India Ltd.
2. Mr. M.V. Shreyams Kumar, representing Mathrubhumi Printing & Publishing Co. Ltd.
3. Mr. I. Venkat, representing Eenadu Television Pvt. Ltd.
4. Mr. R. Mahesh Kumar representing Sun TV Network Ltd

Accordingly, the supplementary Notice is being issued intimating all Members of the Association regarding the nomination of the above representative for election of the Board by seeking their approval through resolutions under Article 24 of the Articles of Association.

The details of above said nominees have been given below:

Item No. 5A

Mrs. Anuradha Prasad Shukla, who was appointed as Director liable to retire at every AGM, and who holds office up to the date of this Annual General Meeting, offers herself for re-appointment as Director of the Association liable to retire by rotation at the next Ordinary General Body Meeting in terms of the provision of Article 22 of the Articles of Association.

The Association has received her consent for appointment as Director, liable to retire at the next Ordinary General Body Meeting under Article 22 of the Articles of Association of NBDA. It is recommended that the Resolution be passed by the members as an Ordinary Resolution.

Relevant documents relating to said item are available for inspection by members at the Registered Office of the Company. None of the Directors, except Mrs. Anuradha Prasad Shukla in respect of whom the Resolution is being moved, is concerned or interested, financially or otherwise, in the Resolution set out at Item No.5A of this Notice.

Item No. 5B

Mr. M.V. Shreyams Kumar, who was appointed as Director liable to retire at every AGM, and who holds office up to the date of this Annual General Meeting, offers himself for re-appointment as Director of the Association liable to retire by rotation at the next Ordinary General Body Meeting in terms of the provision of Article 22 of the Articles of Association.

The Association has received his consent for appointment as Director, liable to retire at the next Ordinary General Body Meeting under Article 22 of the Articles of Association of NBDA. It is recommended that the Resolution be passed by the members as an Ordinary Resolution.

Relevant documents relating to said item are available for inspection by members at the Registered Office of the Company. None of the Directors, except Mr. M. V. Shreyams Kumar, in respect of whom the Resolution is being moved, is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5B of this Notice.

Item No. 5C

Mr. I. Venkat, who was appointed as Director liable to retire at every AGM, and who holds office up to the date of this Annual General Meeting, offers himself for re-appointment as Director of the Association liable to retire by rotation at the next Ordinary General Body Meeting in terms of the provision of Article 22 of the Articles of Association.

The Association has received his consent for appointment as Director, liable to retire at the next Ordinary General Body Meeting under Article 22 of the Articles of Association of NBDA. It is recommended that the Resolution be passed by the members as an Ordinary Resolution.

Relevant documents relating to said item are available for inspection by members at the Registered Office of the Company. None of the Directors, except Mr. I. Venkat, in respect of whom the Resolution is being moved, is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5C of this Notice.

Item No. 5D

Mr. R. Mahesh Kumar, who was appointed as Director liable to retire at every AGM, and who holds office up to the date of this Annual General Meeting, offers himself for re-appointment as Director of the Association liable to retire by rotation at the next Ordinary General Body Meeting in terms of the provision of Article 22 of the Articles of Association.

The Association has received his consent for appointment as Director, liable to retire at the next Ordinary General Body Meeting under Article 22 of the Articles of Association of NBDA. It is recommended that the Resolution be passed by the members as an Ordinary Resolution.

Relevant documents relating to said item are available for inspection by members at the Registered Office of the Company. None of the Directors, except Mr. R. Mahesh Kumar, in respect of whom the Resolution is being moved, is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5D of this Notice.

Item No. 6

The office of NBDA has received the Board Resolution and other documents including Form MBP-1 and DIR-2 from the Bennett Coleman & Co. Ltd, the promoter member of the Association requesting nomination of Mr. Varun Kohli as Permanent Director within the NBDA Board on behalf of the promoter member and in respect of whom, the Association has

received a notice in writing from a Member proposing his candidature for the office of Directorship duly seconded by another Member.

Accordingly, the ordinary resolution is proposed relating to the appointment of Mr. Varun Kohli as a Permanent Director of the Association, not liable to retire by rotation, in terms of the provisions of Article 17 of the Articles of Association. In this additional item, the resolution of appointment of Mr. Varun Kohli as a Permanent Director of the Association is proposed under Section 152 of the Companies Act, 2013. The Board of Directors, therefore, recommends the Resolution to be passed by the Members as an Ordinary Resolution.

Relevant documents relating to said item is available for inspection by Members at the Registered Office of the Company. None of the Directors, except Mr. Varun Kohli in respect of whom the Resolution is being moved, is concerned, or interested, financially or otherwise, in the Resolution set out at Item No.6 of this Notice.

**By Order of the Board of Directors
of News Broadcasters & Digital Association**



**Annie Joseph
Secretary General**

Place: New Delhi

Date: 7.9.2024

NOTES

1. This Supplementary Notice is issued in terms of Item 5 read with Note 10 of the Original Notice of AGM dated Sept 2,2024 issued on same date and the Explanatory Statement forms part of this Notice.

2.The Item Nos 5A, 5B, 5C, 5D and 6 of Supplementary Notice shall be placed for approval of the members of the NBDA in continuation of after item No. 4 of the Original Notice of the AGM.