

NEW DELHI TELEVISION LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF NEW DELHI TELEVISION LIMITED ("THE COMPANY") WILL BE HELD ON TUESDAY, SEPTEMBER 25, 2018 AT 3.30 P.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR, BHISHAM PITAMAH MARG, LODHI ROAD, DELHI – 110003 TO TRANSACT THE FOLLOWING BUSINESSES:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon.
2. To appoint a Director in place of Dr. Prannoy Roy (DIN: 00025576), who retires by rotation and being eligible, offers himself for re-appointment, by considering and if thought fit, passing, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to re-appoint Dr. Prannoy Roy (DIN: 00025576) as Director of the Company with immediate effect and who shall be liable to retire by rotation."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company, be and is hereby accorded to ratify the remuneration of Rs. 4,50,000/- (Rupees Four Lacs Fifty Thousand only), excluding applicable taxes and reimbursement of out of pocket expenses, payable to M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), Cost Auditors of the Company, for the financial year 2017-18.

RESOLVED FURTHER THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company, be and is hereby accorded to ratify the remuneration of Rs. 4,50,000/- (Rupees Four Lacs Fifty Thousand only), excluding applicable taxes and reimbursement of out of pocket expenses, payable to M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), re-appointed by the Board of Directors of the Company as Cost Auditors of the Company, for the financial year 2018-19.

RESOLVED FURTHER THAT Ms. Suparna Singh, CEO, NDTV Group, Mr. Saurav Banerjee, Co-CEO, NDTV Group, Mr. Ravi Asawa, CFO, NDTV Group, Mr. Ranbir Singh, Head of Legal, NDTV Group and Mr. Hemant Kumar Gupta, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, things and matters as may be considered necessary or incidental for the purpose of giving effect to this resolution."

August 8, 2018
New Delhi

By Order of the Board
For New Delhi Television Limited

Registered Office:

207, Okhla Industrial Estate, Phase III,
New Delhi-110020, India
CIN - L92111DL1988PLC033099
Tel: (91-11) 4157 7777, 2644 6666
Fax: (91-11) 4986 2990
Email: corporate@ndtv.com
Web: www.ndtv.com

Hemant Kumar Gupta
Company Secretary & Compliance Officer
M. No.: A19501

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED, STAMPED AND SIGNED PROXY FORM, TO BE EFFECTIVE, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. BLANK PROXY FORM IS ATTACHED.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR A MEMBER.

THE INSTRUMENT APPOINTING A PROXY SHALL BE IN WRITING AND BE SIGNED BY THE APPOINTER OR HIS/ HER ATTORNEY DULY AUTHORIZED IN WRITING OR, IF THE APPOINTER IS A BODY CORPORATE, BE UNDER ITS SEAL OR BE SIGNED BY AN OFFICER OR AN ATTORNEY DULY AUTHORIZED BY IT.

PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE, ISSUED BY THE MEMBER.

- 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts, in respect of the businesses under Item no. 2 of Ordinary business and Item no. 3 of Special business, respectively, as set out above and details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India in respect of Director seeking re-appointment at the Annual General Meeting is annexed hereto and form part of the Notice.**
- 3. The requirement to place the matter relating to ratification of appointment of Statutory Auditors by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the Annual General Meeting, held on August 7, 2015.**
- 4. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday**, September 15, 2018 to Monday, September 17, 2018 (both days inclusive) Annual General Meeting.**
- 5. i. Members are requested to quote their folio number / DP ID & client ID no. in all correspondence with the Company.**
ii. Members holding shares in physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agent (RTA):
 - a. Changes, if any, in their address with pin code numbers.**
 - b. Quote their ledger folio no. in all their correspondence.**
 - c. Members who hold shares in single name and physical form are advised to make nomination as per Section 72 of the Companies Act, 2013, in respect of their shareholding in the Company.****iii. Members holding shares in dematerialized form are requested to contact their respective Depository Participants for updation of their addresses and email ID etc.**
iv. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith, at the entrance for attending the meeting.
v. Note that no gift or gift coupons will be distributed at the meeting.
vi. Requisite registers/ documents shall be open for inspection by members at the registered office of the Company, during the office hours between 1.00 p.m and 3.00 p.m on all working days, excluding Saturdays, prior to the date of the Annual General Meeting and also at the venue of the meeting.

- vii. The route map to the venue of the meeting forms part of this Notice.
6. In case Members have any queries about financial statements or operations of the Company, they are requested to send their queries in writing at least 7 working days before the date of the meeting.
 7. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their attendance slip along with a copy of the Annual Report to the meeting.
 8. **Due to security reasons bags and other accessories are not allowed to be carried inside the Auditorium.**
 9. Relevant documents referred to in the accompanying Notice and Explanatory Statement are available for inspection by the members at the registered office of the Company during the office hours between 1.00 p.m. and 3.00 p.m. on all working days, excluding Saturday, prior to the date of the Annual General Meeting and also at the venue of the meeting.
 10. The Securities and Exchange Board of India vide Gazette notification dated June 8, 2018, has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to transfer/transmission of securities in physical form. As per the amendment, transfer of shares in physical form will not be allowed effective December 5, 2018. Accordingly the Members are advised to dematerialise shares held by them in physical form to avail various benefits of dematerialization. Members may please note that the trading of the Company's shares on BSE Limited and The National Stock Exchange of India Limited, is in compulsory demat mode.
 11. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
 12. The Company has transferred all unpaid/unclaimed dividend declared from time to time on due dates, to the Investor Education and Protection Fund ("IEPF") of the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts on the website of the Company www.ndtv.com, as also on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
 13. In compliance with the provisions of Companies Act, 2013 and rules made thereunder and earlier communications from the Company, the Company shall send the Notice of this Annual General Meeting, instructions for remote e-voting, along with the attendance slip, Proxy Form and Annual Report for the financial year 2017-18, through electronic mode, to those members who have registered their e-mail addresses with the Company or with their respective depository participant and have opted to receive the aforesaid documents in electronic form. For members who have not registered their e-mail addresses and have opted to receive the aforesaid documents in physical form, physical copies of the aforesaid documents are being sent by the permitted mode.
 14. **Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all future communication(s) including Annual Report, Notices, Circulars etc. from the Company electronically.**
 15. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website www.ndtv.com and KARVY's website <https://evoting.karvy.com> for their download. Even after registering for e-communication, members are entitled to receive such communications in physical form, upon making a request for the same, by the permitted mode, free of cost.
 16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.

The Members may kindly note that as per the amended Regulation 40 of SEBI (LODR) Regulations, 2015, w.e.f. December 5, 2018, transfer of securities would be carried out in dematerialized form only. Accordingly, members holding shares in physical mode are advised to demat their physical share holdings at the earliest.

17. VOTING FOR ANNUAL GENERAL MEETING (AGM)

(A) General Instructions

1. The voting rights of the members / beneficiary owners shall be reckoned in proportion to their shares in the paid up equity share capital of the Company as on **Tuesday, September 18, 2018, being the cut-off date** for the purpose of voting for / at the 30th Annual General Meeting (AGM) of the Company, on the resolutions mentioned in this notice.
2. The Company has engaged the services of Karvy Computershare Private Limited (KARVY) for the purpose of providing remote e-voting facility to all Members.
3. Only those members whose names are recorded in the Register of members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date have the option either to cast their votes through remote e-voting (facility to cast vote from a place other than the venue of the AGM) for the AGM or through poll (ballot paper) at the AGM.
4. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 18, 2018, may obtain the User ID and password in the manner as mentioned below:

- a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD<space> E-Voting Event Number+Folio No.or DP ID Client ID to 9212993399.

Example for NSDL:

MYEPWD <SPACE> E-Voting Event Number+IN12345612345678

Example for CDSL:

MYEPWD <SPACE> E-Voting Event Number+1402345612345678

Example for Physical:

MYEPWD <SPACE> E-Voting Event Number+XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID along with Client ID (For NSDL) / 16 digits beneficiary ID (For CDSL) and PAN to generate a password.

- c) Member may call Karvy's toll free number 1800-3454-001.

- d) Member may send an e-mail request to evoting@karvy.com.

If a member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

5. **THE MEMBERS CAN OPT FOR ONLY ONE MODE OF VOTING, I.E., EITHER BY REMOTE E – VOTING OR VOTING BY POLL. IN CASE MEMBERS CAST THEIR VOTES THROUGH BOTH THE MODES, VOTING DONE BY REMOTE E-VOTING SHALL PREVAIL AND VOTES CAST THROUGH PHYSICAL POLLING WILL BE TREATED AS INVALID.**
6. Every Client ID No. / Folio No. will be entitled to vote once, irrespective of the number of joint holders.

(B) Scrutinizers appointed for voting process

1. Mr. Hemant Kumar Singh, Practicing Company Secretary (Membership No: FCS - 6033) has been appointed as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.
2. Poll at the AGM will be conducted under the supervision of Mr. Prashant Kumar Balodia, Practicing Company Secretary (Membership No: FCS - 6047), Scrutinizer appointed for scrutinizing the voting process in a fair and transparent manner.

(C) Remote E-voting

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and all other applicable provisions of the Companies Act,

2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its members facility to exercise their right to vote for the 30th Annual General Meeting (AGM) of the Company, on the resolutions mentioned in this notice by electronic means through remote e-voting services provided by KARVY.

Remote E-Voting is optional. Members of the Company holding shares either in physical or in dematerialized form, as on the cut-off date, may cast their vote electronically during the remote e-voting period. A person who is not member as on cut-off date should treat this Notice for information purpose only.

The detailed procedure and instructions for remote e-voting are as under:

1. **A. In case a Member receives an email from Karvy** [for members whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company/Depository Participant (s) unless he/she has requested for a hard copy of the documents]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and initial password) as provided in the e-mail forwarding the Notice of AGM along with Annual Report of the Company. The E-voting Event Number + Your Folio Number (physical folio)/ DP ID along with Client ID (For NSDL)/ 16 digit beneficiary ID (For CDSL), will be your user ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800 3454 001 for your existing password.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu, wherein you are required to mandatorily change your initial password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., "Name of the Company" for New Delhi Television Limited, as mentioned in the e-mail forwarding the Notice of AGM along with Annual Report of the Company, in case of members receiving the documents in electronic form and in the enclosed "Electronic Voting Particulars", in case of a member receiving the documents in physical form.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Power of Attorney/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), who are authorized to vote, to the Scrutinizer at e-mail id: **hemantsinghcs@gmail.com** with a copy marked to **evoting@karvy.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “NDTV_4090”.
- xiii. Once you have cast your remote e-vote on resolutions you will not be allowed to modify it subsequently or vote on such resolutions on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.

B. In case a Member receives physical copy of Notice of AGM along with Annual Report of the Company by Courier [for Members whose e-mail addresses are not registered with the Registrar and Share Transfer Agent of the Company/Depository Participants or in case of a Member having requested for a hard copy of the documents]:

- i. **User ID and initial password** are provided in the “Electronic Voting Particulars” as enclosed.
 - ii. Please follow all steps from Sl. No. (i) to (xiii) as mentioned in (A) above to cast your vote.
2. **Once the vote on resolution is cast by a member, the member shall not be allowed to change it subsequently.**
 3. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) for shareholders’ and ‘e-voting user manual for shareholders’, available at the download section of <https://evoting.karvy.com> or contact Company Secretary and/or Mr. Ramesh Desai, Unit: New Delhi Television Limited of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or at evoting@karvy.com or phone no. 040 - 6716 2222 or call Karvy’s toll free No. 1800-3454-001 for any further clarifications.
 4. **Facility to exercise vote by remote e-voting shall be available during the following period:**
Commencement of remote e-voting: From 9.00 a.m. (IST) on September 21, 2018.
End of remote e-voting: At 5.00 p.m. (IST) on September 24, 2018. (Both days inclusive)
(The facility for remote e-voting shall be disabled for voting by Karvy upon expiry of the aforesaid voting period.)

(D) Poll at the Meeting

1. The facility for voting through poll will also be made available at the 30th Annual General Meeting (AGM) of the Company, on the resolutions mentioned in the notice. **PLEASE NOTE THAT THOSE MEMBERS, WHO HAVE NOT CAST THEIR VOTE ELECTRONICALLY, BY REMOTE E-VOTING, MAY ONLY CAST THEIR VOTE AT THE AGM THROUGH POLL.**
2. Members of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote through poll at the Meeting.
3. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairperson of the Meeting shall, with the assistance of the Scrutinizer, order for voting through poll for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

(E) Declaration of results of voting

1. The Scrutinizer(s) shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizers shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, invalid votes, not later than 48 hours after the conclusion of the AGM to the Chairman of the meeting or any other Director of the Company authorized by him in writing who shall countersign the same. The Chairman or any other Director of the Company authorized by the Chairman in writing shall declare the results of the voting forthwith.
2. The results of the poll conducted at the AGM aggregated with the results of remote e-voting along with the Scrutinizer's Report shall be announced by the Company on its **website: www.ndtv.com** within 48 hours of the conclusion of the AGM of the Company and on the website of Karvy **<https://evoting.karvy.com>**. The said results shall be declared at 03:00 P.M (IST) on Thursday, September 27, 2018 at the registered office of the Company and displayed on the Notice board of the Company at its registered office and corporate office besides being informed to the stock exchanges where the securities of the Company are listed within 48 hours of the conclusion of the AGM.

18. The resolution(s) shall be deemed to be passed on September 25, 2018 subject to receipt of the requisite number of votes in favor of the resolution(s).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

ITEM NO. 2

The explanatory statement for this item is being provided voluntarily though strictly not required as per Section 102 of the Companies Act, 2013 ("**the Act**").

Presently, the Board of Directors of the Company comprises of six Directors including three Independent Directors, who are not liable to retire by rotation. Further, Mrs. Radhika Roy, Executive Co-Chairperson was also appointed as non-rotational Director of the Company. Out of the directors eligible to retire by rotation, Mr. Pramod Bhasin was re-appointed at the previous Annual General Meeting ("**AGM**") of the Company held on September 21, 2017. Therefore, the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee has recommended the re-appointment of Dr. Prannoy Roy, Executive Co-Chairperson as Director liable to retire by rotation at the forthcoming AGM of the Company. Dr. Prannoy Roy being eligible, has offered himself for re-appointment. The re-appointment of Dr. Prannoy Roy shall not be deemed to constitute as break in his tenure of Executive Co-Chairperson and he will be eligible to continue as Executive Co-Chairperson of the Company.

Dr. Prannoy Roy and Mrs. Radhika Roy are interested in the resolution set out at item no. 2 of the Notice, which pertain to the re-appointment of Dr. Roy. The relatives of Dr. Roy may be deemed to be interested in the resolution as set out at item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 2 of the Notice, except as members to the extent of their shareholding, if any, in the Company.

The Board recommends the ordinary resolution as set out at item no. 2 of the Notice for the approval of the members of the Company.

ITEM NO. 3

The Board of Directors of the Company on recommendation of the Audit Committee had appointed M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212) as Cost Auditor of the Company, for financial year 2017-18 along with remuneration of Rs. 4,50,000/-, excluding applicable taxes and reimbursement of out of pocket expenses.

Further, on recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on August 8, 2018 has re-appointed M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212) as the Cost Auditor of the Company, for financial year 2018-19 along with

remuneration of Rs. 4,50,000/-, excluding applicable taxes and reimbursement of out of pocket expenses. As per the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Cost Records and Audit Rules) 2014 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the remuneration of Cost Auditors, as approved by the Board of Directors of the Company, on the recommendation of its Audit Committee, is required to be ratified by the members of the Company.

In view of above, the members are requested to ratify the above mention remuneration payable for services rendered / to be rendered, by the Cost Auditor of the Company, for the financial years 2017-18 and 2018-19.

None of the Directors, Promoters and Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 3 of the Notice, except as members to the extent of their shareholding, if any, in the Company.

The Board recommends the ordinary resolution as set out at item no. 3 of the Notice for the approval of the members of the Company.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT FORTHCOMING ANNUAL GENERAL MEETING

(In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India)

Dr. Prannoy Roy

Recognised as a pioneer of India's news television, Prannoy Roy has moved from qualifying as a professional Chartered Accountant and Economist to being India's most well-known TV Anchor. Known for his interviews with major political leaders and other personalities, his interviewing style is firm but never rude. He works deftly, proving that things don't have to get ugly to get real. Among the global leaders and Heads of State that Prannoy has interviewed have been Boris Yeltsin, Bill Gates, Gordon Brown, Tony Blair, David Cameron, Colin Powell, Parvez Musharraf, the Dalai Lama, Amartya Sen, David Frost, India's Prime Ministers and almost every politician, and celebrity stars like Richard Gere, Ashley Judd, Bon Jovi, Amitabh Bachchan, Shah Rukh Khan and Aamir Khan.

Graduating with First Class Honours from Queen Mary College, London, Prannoy then continued his academic career to earn a PhD from the Delhi School of Economics. His academic awards include the Leverhulme Trust (UK) Fellowship, Queen Mary College Prize for results at B Sc and an OPOS Scholarship at the Doon School to study at Haiyleybury (UK).

He has been an Economic Advisor in the Finance Ministry, Govt of India, and an Associate Professor at the Delhi School of Economics, during which period he developed the first macro-econometric forecasting model for the Indian economy. He has also been a Consultant to the accountancy firm Price Waterhouse, India.

But Prannoy Roy's heart has been with the Television Industry since 1988 when he, joined his journalist wife Radhika and they launched a television production house called New Delhi Television. A trained Psephologist, Prannoy started television as the new centre point of televised coverage of India's General Elections. His predictions of the results proved to be uncannily accurate. But it was his ability to translate complicated facts into simple analysis that turned him into the journalist that India would depend on, night after night, for its news. Since then he has anchored thousands of hours of news, live coverage of elections and the Government's annual budget.

In addition to winning numerous international and national awards for his programmes, he has been adjudged the Television Personality of the Millennium by the Indian Express poll and has contributed to various national and international publications. He has been the lead Anchor for Election Analysis and Budget Specials on India's national television network Doordarshan and lead Anchor for BBC World's Question Time India.

From the path-breaking The World This Week (nominated as one of India's 5 best television programmes since Independence) to the first private news on Doordarshan The News Tonight, and producing India's first 24-hour news channel, Prannoy Roy, with Radhika, has taken NDTV to being in the forefront of every single news revolution.

Over the years Radhika and Prannoy, have ensured that NDTV is always keenly aware of the need to focus on a number of social issues through innovative CSR campaigns like the Greenathon (a full day of television devoted to the environment), Save Our Tigers Campaign, which won the Best Public Service Campaign for a Brand by a News Channel in 2011, encouraging Organ Donation, supporting University

Cricket, a Cleaner India, Protecting India's Coastline from degradation, and many others. All of these have gained massive public support and are an attempt at preserving the environment and India's natural heritage. In 2010 and 2011 in the field of education he spearheaded the Support My School and Marks for Sports campaigns. The Jeene ki Aasha Campaign which focuses on Maternal and Childcare issues around the country was launched in 2011 with the Gates Foundation, and its impact has already been felt with some improvement in healthcare services. NDTV was the first to recognize that deserving people from all walks of life need to be honoured, with the successful Indian of The Year Awards.

Led by Prannoy and Radhika Roy as its Co-Founders and Co-Chairpersons, NDTV today has expanded into a multiple channel network with some of the most watched and most respected news and lifestyle channels, which continue to raise the standards of journalism with their innovative programming and uncompromising integrity. Incisive and creative, these channels target the global Indian with news that is credible, true and fast. NDTV 24x7 is the only English News Channel from India which is beamed in the UK, USA, Canada, South Africa, Middle East, Australia, New Zealand, Mauritius and most of the SAARC countries to reach out to the Indian Diaspora.

NDTV has once again in 2017 been awarded the Most Trusted News Channel in Asia – a major honour in a world that currently suffers from a global-trust-deficit.

THE OTHER DETAILS OF DR. PRANNOY ROY ARE AS UNDER:

Name of the Director	Dr. Prannoy Roy
DIN	00025576
Age (in years)	68 years
Experience (in years)	40 years
Qualification and expertise	As mentioned in the profile above.
Remuneration sought to be paid	Dr. Prannoy Roy had been appointed as Executive Co-Chairperson of the Company, for a period of three years commencing from July 1, 2017, along with remuneration, by the members of the Company by passing resolution through postal ballot on June 21, 2017. No increase has been proposed in the remuneration payable to Dr. Roy. He will continue to draw the current remuneration as approved by the members of the Company earlier.
Terms and Conditions of appointment(s)	Dr. Prannoy Roy is eligible to be re-appointed as Director liable to retire by rotation, as per the provisions of the Companies Act, 2013, subject to the approval of the members of the Company in this AGM. The other terms and conditions of re-appointment of Dr. Prannoy Roy as Executive Co-Chairperson of the Company will remain the same as approved by the members of the Company by passing resolution through postal ballot on June 21, 2017.
Remuneration last drawn from the Company	Please refer the details provided in Corporate Governance Report.
Date of first appointment on the Board of Directors of the Company	September 8, 1988
Shareholding in the Company (as on the date of AGM Notice)	1,02,76,991 equity shares*
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Dr. Prannoy Roy is relative of Mrs. Radhika Roy. Further he is not related with any other Director and Key Managerial Personnel of the Company.
Number of Board meetings attended during the financial year 2017-18	8

List of Directorships held in other companies, as on March 31, 2018**	NDTV Labs Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2018***	NDTV Labs Limited - Audit Committee- Member
Justification for choosing the appointee as Independent Director	N.A.

*Dr. Pranjoy Roy is Promoter of the Company and details of shareholding of the promoter group has been provided in the Corporate Governance Report.

**Directorships in all other public limited companies, whether listed or not, have been considered and directorships in all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 have been excluded.

***Only includes membership / Chairmanship of Audit Committee and Stakeholders' Relationship Committee of other public limited companies.

August 8, 2018
New Delhi

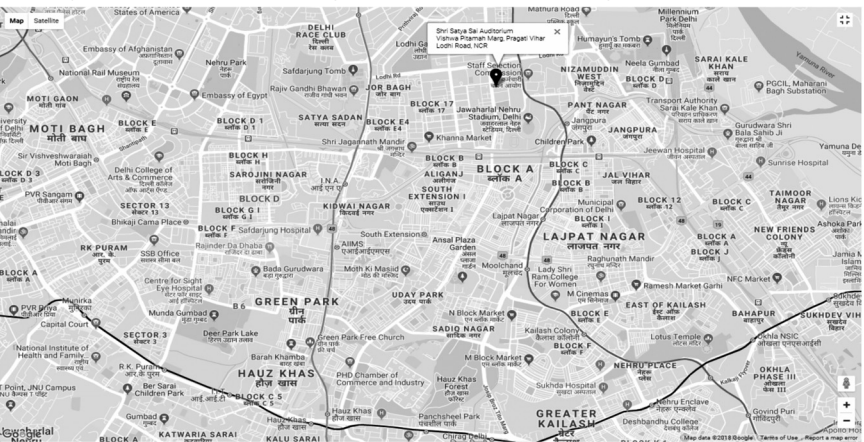
By Order of the Board
For New Delhi Television Limited

Registered Office:
207, Okhla Industrial Estate, Phase III,
New Delhi-110020, India
CIN - L92111DL1988PLC033099
Tel: (91-11) 4157 7777, 2644 6666
Fax: (91-11) 4986 2990
Email: corporate@ndtv.com
Web: www.ndtv.com

Hemant Kumar Gupta
Company Secretary & Compliance Officer
M. No.: A19501

ROUTE MAP

Sri Sathya Sai International Centre, Pragati Vihar, Bhisam Pitamah Marg, Lodhi Road, Delhi – 110003



NEW DELHI TELEVISION LIMITED

CIN: L92111DL1988PLC033099

Registered Office: 207, Okhla Industrial Estate, Phase III, New Delhi – 110 020

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE MEETING VENUE.

*DP Id Client Id Folio No.....

NUMBER OF SHARES HELD

NAME OF THE MEMBER /PROXY (IN BLOCK LETTERS)

ADDRESS OF THE MEMBER /PROXY (IN BLOCK LETTERS)

I certify that I am a member / proxy for the member, of the Company.

I hereby record my presence at the **30th ANNUAL GENERAL MEETING** of the Company held on Tuesday, September 25, 2018 at 3.30 p.m. at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, Delhi – 110003.

Signature of the Member/Proxy/Representative*

*Strike out whichever is not applicable

*Applicable for members holding shares in electronic form.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

NEW DELHI TELEVISION LIMITED

CIN: L92111DL1988PLC033099

Registered Office: 207, Okhla Industrial Estate, Phase III, New Delhi – 110 020

Name of the member(s):		e-mail id:	
Registered Address:		Folio No./ *Client Id:*DP Id:	

I/We, being the member(s) of shares of New Delhi Television Limited, hereby appoint:

- 1) Address having e-mail id or failing him
- 2) Address having e-mail id or failing him
- 3) Address having e-mail id

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **30th Annual General Meeting** of the Company, to be held on Tuesday, September 25, 2018 at 3.30 p.m. at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, Delhi – 110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolutions description	FOR	AGAINST
1.	Adoption of financial statements (standalone and consolidated) for the financial year ended March 31, 2018 and the reports of Board of Directors and Auditors thereon.		
2.	Re-appointment of Dr. Prannoy Roy (DIN: 00025576), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of remuneration of M/s Sanjay Gupta & Associates, Cost Auditors of the Company for financial years 2017-18 and 2018-19		

*Applicable for members holding shares in electronic form.

Signed this day of 2018

Signature of member

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Please
affix Re.
1/- Revenue
Stamp here

Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company. The Proxy-holder shall prove his identity at the time of attending the Meeting.**
- (3) **Please affix Re. 1 revenue stamp on this form and the member should sign across the stamp.**
- (4) The Proxy form shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- (5) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- (6) ****This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
- (7) Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
- (8) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- (9) A Proxy form which does not state the name of the Proxy shall not be considered valid.
- (10) This form of Proxy is valid only if it is properly stamped as per the applicable law. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
- (11) Undated Proxy shall not be considered valid.
- (12) If Company receives multiple Proxies for the same holdings of a Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.
- (13) When a Member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.