

NEW DELHI TELEVISION LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NEW DELHI TELEVISION LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 10, 2016 AT 3.30 P.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, DHAULA KUAN, NEW DELHI – 110010 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, 2016, 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, 2016 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.”

3. To ratify the appointment of M/s. B S R & Associates LLP (FRN: 116231W/W-100024), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration, 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 139 and 142 of the Companies Act, 2013 and the Rules framed thereunder or any amendment thereto or modification thereof and subject to all the applicable laws and regulations, the appointment of M/s. B S R & Associates, LLP, Chartered Accountants (Registration No. 116231W/W-100024), as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of 29th AGM of the Company be and is hereby ratified on the remuneration including out of pocket expenses (collectively "Auditors' Remuneration") as may be recommended by the Audit Committee of the Board, in consultation with the Statutory Auditors and such Auditors' Remuneration may be paid on a progressive billing basis, in one or more installments.”

SPECIAL BUSINESS:

4. **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 Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), including any statutory amendment thereto or modification(s) or re-enactment thereof, Mr. Kaushik Dutta (DIN: 03328890), who was appointed as an Additional Director of the Company by the Board of Directors, w.e.f. January 15, 2016 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature as Independent Director and who being eligible for appointment, be and is hereby appointed as Independent Director of the Company, to hold office for a term of 5 (five) consecutive years up to January 14, 2021, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director, Mr. Ajay Mankotia, President-Corporate Planning and Operations and Mr. Navneet Raghuvanshi, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient including to sign, execute, submit application(s), agreement(s), document(s) and letter(s) as may be required to give effect to this resolution.”

5. 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 Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), including any statutory amendment thereto or modification(s) or re-enactment thereof, Mr. John Martin O’Loan (DIN: 07322343), who was appointed as an Additional Director of the Company by the Board of Directors, w.e.f. February 15, 2016 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature as Independent Director and who being eligible for appointment, be and is hereby appointed as Independent Director of the Company, to hold office for a term of 5 (five) consecutive years up to February 14, 2021, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director, Mr. Ajay Mankotia, President-Corporate Planning and Operations and Mr. Navneet Raghuvanshi, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient including to sign, execute, submit application(s), agreement(s), document(s) and letter(s) as may be required to give effect to this resolution.”

June 24, 2016
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

**Navneet Raghuvanshi
Company Secretary
M. No.: A14657**

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 nos. 4 and 5 of Special businesses, 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 Directors seeking appointment/re-appointment at the Annual General Meeting is annexed hereto and form part of the Notice.**

3. The Register of Members and Share Transfer Books of the Company will remain closed **from Wednesday, July 27, 2016 to Tuesday, August 2, 2016 (both days inclusive)** in connection with the Annual General Meeting.
4.
 - 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.
5. 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.
6. 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.
7. **Due to security reasons Mobile phones, bags and other accessories are not allowed to be carried inside the Auditorium.**
8. 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.
9. Members are advised to hold the shares in dematerialized form, as the trading of the Company's shares on BSE Limited and National Stock Exchange of India Limited, is in compulsory demat mode.
10. 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.
11. The Company has transferred unpaid/ unclaimed dividend declared up to the financial years 2007-08, from time to time on due dates, to the Investor Education and Protection Fund (the Fund) of the Central Government.

Please note that no claim shall lie against the Fund or the Company, in respect of unpaid or unclaimed dividend after its transfer to the Fund.

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 lying with the Company on the website of the Company www.ndtv.com, as also on the website of the Ministry of Corporate Affairs.
12. 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 2015-16, through electronic mode, to those members who have registered their e-mail address 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.

13. **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.**
14. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for the financial year 2015-16 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 communication in physical form, upon making a request for the same, by the permitted mode, free of cost.
15. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA of the Company.

16. 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 **Wednesday, August 3, 2016, being the cut-off date** for the purpose of voting for / at the 28th 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 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. Wednesday, August 3, 2016, 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 1-800-3454-001.
 - 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 28th 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 alongwith 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, you will see resolution's description and against the same the option "FOR/ AGAINST" for voting. Enter the number of shares (which represent the number of votes) as held by the Member as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on the Cut-off Date.
 - 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_EVENT No”.
 - 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. Ravi Shukla 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 August 6, 2016.***
- End of remote e-voting: At 5.00 p.m. (IST) on August 9, 2016. (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 28th 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 two days 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 Friday, August 12, 2016 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.
17. The resolution(s) shall be deemed to be passed on August 10, 2016 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 ten Directors including five 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. As per the present terms of appointment, Dr. Prannoy Roy was appointed as Executive Co-Chairperson of the Company, liable to retire by rotation, by the members of the Company in their 26th Annual General Meeting (AGM) held on September 8, 2014.

As the term of Dr. Prannoy Roy is longest out of remaining four Directors for the purpose of determining directors liable to retire by rotation at the forthcoming Annual General Meeting of the Company (AGM), the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee had recommended the re-appointment of Dr. Prannoy Roy as Director liable to retire by rotation at the forthcoming AGM. Dr. Roy being eligible, has offered himself for re-appointment.

All the relevant 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.

Dr. Prannoy Roy and Mrs. Radhika Roy are interested in the resolution as set out at item no. 2 of the Notice, which pertain to Dr. Roy's re- appointment. The relatives of Dr. Roy may be deemed to be interested in the resolution 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 / their relatives, are, in any way, concerned or interested, financially or otherwise in the resolution set out at item no. 2 of the Notice.

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

ITEM NOS. 4 & 5

As per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), since the Chairperson of the Company is an Executive Director, the Board of Directors of the Company ("Board") should comprise of at least half of the Board Members as Independent Directors.

Accordingly, the Board on the recommendation of the Nomination & Remuneration Committee, and after receipt of approval from Ministry of Information and Broadcasting, Government of India (MIB) approved the appointment of Mr. Kaushik Dutta

and Mr. John Martin O'Loan, as Additional Directors of the Company to hold office as Independent Directors, subject to the approval of the Members of the Company, with effect from January 15, 2016 and February 15, 2016 respectively. In terms of the provisions of the Companies Act 2013 (the Act), the term of both the Independent Directors will be for a period of five years from their respective date of appointment and shall also not be liable to retire by rotation.

In view of their domain knowledge and vast experience, the association of Mr. Kaushik Dutta and Mr. John Martin O'Loan will be beneficial for the Company.

The above Independent Directors have given a declaration to the Board that they meet with the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16(1)(b) of Listing Regulations and have also given their consent to act as Independent Directors.

The Company has received notice(s) in writing under Section 160 of the Act from member(s) along with a deposit of Rs. 1,00,000/- each proposing their candidature for the office of Independent Director(s) of the Company.

Brief resume of Mr. Kaushik Dutta and Mr. John Martin O'Loan, nature of their expertise in specific functional areas and name of other companies in which they holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations is annexed to the Notice.

Copy of the draft letter containing the terms and conditions of appointment of above Director(s) as Independent Director and all the relevant 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.

Mr. Kaushik Dutta and Mr. John Martin O'Loan do not hold any share in the Company in either their individual capacity or as beneficiary. Additional information of both the Independent Directors, pursuant to the Listing Regulations and the Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India, has also been provided in the Notice.

Mr. Dutta and Mr. O'Loan are interested in the resolution(s) as set out at item nos. 4 and 5 respectively of the Notice, which pertain to their appointment. The respective relatives of Mr. Dutta and Mr. O'Loan may be deemed to be interested in the resolution(s) set out at item nos. 4 and 5 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 / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution(s) set out at item nos. 4 and 5 of the Notice.

The Board recommends the ordinary resolution(s) as set forth at item nos. 4 and 5 of the Notice for the approval of the members of the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT OR 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

Dr. Roy is a graduate with First Class Honours from Queen Mary College, London. He 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 Haiileybury (UK).

He was an Economic Advisor in the Finance Ministry, Government of India, and an Associate Professor at the Delhi School of Economics, where he developed a macro-econometric forecasting model for the Indian economy. He was also a consultant to the accountancy firm Price Waterhouse, India. Recognised as a pioneer of India's news television, Dr.Prannoy Roy has moved with ease from qualifying as a professional Chartered Accountant and Economist to being India's most well-known TV Anchor.

Dr. Roy's heart has been with the Television Industry since 1984 when he, along with his journalist wife Radhika, launched a television production house called New Delhi Television. A trained Psephologist, Prannoy debuted 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 had 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, Dr. Roy with Mrs. Radhika Roy, has taken NDTV to being in the forefront of every single news revolution.

Over the years Dr. Roy has been keenly aware of the need to focus on a number of social issues through innovative CSR campaigns like the Greenathon, 7 Wonders of India and the Save Our Tigers campaign, which won the Best Public Service Campaign for a Brand by a News Channel in 2011. He spearheaded various campaigns for social cause viz. 'Support My School', 'Marks for Sports' and 'Jeene ki Aasha'. Dr. Roy was the first to recognize that deserving people from all walks of life need to be honoured, which he does with the 'Indian of The Year' Awards.

Led by Dr. Prannoy Roy as its Co-Chairperson, Co-Founder and mentor, 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.

Dr. Prannoy Roy does not hold the directorship/ membership of committees thereof in any other listed company as on March 31, 2016.

Mr. Kaushik Dutta

Mr. Kaushik Dutta is a fellow member of the Institute of Chartered Accountants of India with over 26 years of experience. He retired from PricewaterhouseCoopers after spending over 22 years in the practice out of which 17 years were as a partner. He was earlier a partner with the Global Capital Markets Group of PwC International where he was extensively involved with work relating to cross border transactions including privatisation and listing of shares in the New York Stock Exchange and European stock exchanges.

Since retiring, he has worked as an expert on Corporate Governance with the Indian Institute of Corporate Affairs of the Ministry of Corporate Affairs in matters relating to future of corporate governance in India.

He has been a member of the Committee for Developing a Fraud Prediction Model set up by Ministry of Corporate Affairs under the Serious Fraud Investigation Office of India.

He has also been a member of the Aatre Committee and its follow on subcommittee of the Defence Ministry constituted for setting the criteria for private sector participation in defence manufacturing as strategic partners.

Mr. Dutta, along with some of his ex-colleagues have founded 'Thought Arbitrage Research Institute', an independent not-for-profit research think tank working in areas of corporate governance, public policy and sustainability.

He has worked with Conference Board of the U.S.A., Asian Development Bank, Institute of Directors UK, Asian Institute of Corporate Governance, IICA, SFIO, Office of the Comptroller and Auditor General of India, CII, Assocham, FICCI, Department of Public Enterprises, National Foundation for Corporate Governance, IIM Calcutta, Asian Institute of Technology, Thailand etc. on governance and Board matters.

He has been a founding member of CII's National Council on Corporate Governance. He has worked with some of the top Boards of Directors of Indian and multi-national companies on Corporate Governance initiatives and processes.

He had co-authored a book titled 'Corporate Governance: Myth to Reality' published by Lexis-Nexis Butterworths, which has been highly rated by the Global Forum of Corporate Governance, USA and by the Indian media. Another book on history of Indian business titled 'India Means Business: How the Elephant Earned Its Stripes' has been published by Oxford University Press. In 2015, he had authored a handbook for Independent directors along with his colleagues in Thought Arbitrage.

Mr. Kaushik Dutta holds directorship and membership of Audit Committee of one listed entity i.e. HCL Infosystems Limited as on March 31, 2016.

Mr. John Martin O'Loan

Mr. John Martin O'Loan is one of the renowned personalities in the field of satellite television. For more than 26 years, he has been helping to lead media operators into changing their culture and their content, to take advantage of new efficiencies,

markets and opportunities. He is a founding partner in the iO Media Group independent consultancy. Responsible for the launch of the Sky News service in the UK, Europe, Africa and Asia, he has since gone on to lead the development of more than 30 different media brands and digital platforms.

Beginning his career in journalism and television production, Mr. John has held senior positions in media businesses spanning the globe. He has maintained long running associations with the world's largest media companies including the Company; BSKyB; Sky Italia; VOX Germany; chellomedia in Europe advising on strategy and the reorganisation of a number of Liberty channel brands including sports interests in Europe; MBC and Al Arabiya in the Middle East where he advised on strategy, the launch and operations of a number of the Middle East's most successful channel brands; Setanta Sports with Virgin Media and ITN in the UK; the North American Sports Network, now part of ESPN; Kingdom Holdings and Rotana in the Middle East; Oliver Wyman; Wasserman Media Group; Sport Five based in Switzerland, as well as the Interax digital technology solutions company.

Mr. John is member of the University of Oxford and HEC Paris alumni and is a recipient the Royal Television Society Judges Award for "services to journalism".

Mr. John does not hold the directorship/ membership of committees thereof in any other Indian listed company as on March 31, 2016.

THE OTHER DETAILS OF THE ABOVE MENTIONED DIRECTORS ARE AS UNDER:

| Name of the Director | Dr. Prannoy Roy | Mr. Kaushik Dutta | Mr. John Martin O'Loan |
|---|--|--|--|
| DIN | 00025576 | 03328890 | 07322343 |
| Age (in years) | 66 | 54 | 67 |
| Remuneration sought to be paid | Dr. Prannoy Roy had been earlier appointed as Executive Co- Chairperson of the Company, for a period of three years commencing from July 1, 2014, along with remuneration, by the members of the Company in their 26 th Annual General Meeting (AGM) held on September 8, 2014. Dr. Prannoy Roy will continue to draw the remuneration as approved by the members in above mentioned AGM. | Mr. Kaushik Dutta will receive remuneration by way of sitting fee and reimbursement of expenses for attending the Board / Committee meetings, as provided under the provisions of Companies Act, 2013. | Mr. John Martin O'Loan will receive remuneration by way of sitting fee and reimbursement of expenses for attending the Board / Committee meetings, as provided under the provisions of Companies Act, 2013. |
| 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 and Articles of Association of the Company, subject to the approval of the members of the Company in this AGM. The terms and conditions of appointment of Dr. Prannoy Roy as Executive Co-Chairperson of the Company will remain the same as approved by the members of the Company in their AGM held on September 8, 2014. | Mr. Kaushik Dutta is eligible to be appointed as Non – Executive Independent Director of the Company, not liable to retire by rotation, for a period of five years w.e.f. January 15, 2016, subject to the approval of the members of the Company in this AGM. The draft terms and conditions of appointment of Independent Directors is available under the investor section on the Company's website – www.ndtv.com . | Mr. John Martin O'Loan is eligible to be appointed as Non – Executive Independent Director of the Company, not liable to retire by rotation, for a period of five years w.e.f. February 15, 2016, subject to the approval of the members of the Company in this AGM. The draft terms and conditions of appointment of Independent Directors is available under the investor section on the Company's website – www.ndtv.com . |

| Name of the Director | Dr. Prannoy Roy | Mr. Kaushik Dutta | Mr. John Martin O'Loan |
|---|---|--|--|
| Justification for choosing the appointees as Independent Director | N.A. | Please refer the profile of appointee as provided above. | Please refer the profile of appointee as provided above. |
| Remuneration last drawn from the Company | Please refer the details provided in Corporate Governance Report. | Please refer the details of sitting fee provided in Corporate Governance Report. | NIL |
| Date of first appointment on the Board of Directors of the Company | September 08, 1988 | January 15, 2016 | February 15, 2016 |
| Shareholding in the Company (as on the date of AGM Notice) | 1,02,76,991 equity shares* | NIL | NIL |
| Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company | Dr. Prannoy Roy is the husband of Mrs. Radhika Roy | NIL | NIL |
| Number of Board meetings attended during the financial year 2015-16 | 5 | 1** | NIL** |
| List of Directorships held in other companies, as on March 31, 2016*** | <ul style="list-style-type: none"> • NDTV Convergence Limited • NDTV Labs Limited • NDTV Worldwide Limited • NDTV Lifestyle Holdings Limited • NDTV Ethnic Retail Limited • Fifth Gear Ventures Limited • SmartCooky Internet Limited • Red Pixels Ventures Limited • BrickbuyBrick Projects Limited | <ul style="list-style-type: none"> • HCL Infosystems Limited • Newgen Software Technologies Limited • Digilife Distribution and Marketing Services Limited • HCL Services Limited • NDTV Networks Limited • NDTV Lifestyle Holdings Limited • NDTV Labs Limited • NDTV Convergence Limited | NIL |

| Name of the Director | Dr. Prannoy Roy | Mr. Kaushik Dutta | Mr. John Martin O'Loan |
|--|---|---|------------------------|
| Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2016**** | <ul style="list-style-type: none"> • NDTV Convergence Limited Audit Committee - Chairman • NDTV Lifestyle Holdings Limited Audit Committee - Chairman | <ul style="list-style-type: none"> • NDTV Convergence Limited Audit Committee - Member • NDTV Lifestyle Holdings Limited Audit Committee - Member • HCL Infosystems Limited Audit Committee - Chairman • Digilife Distribution and Marketing Services Limited Audit Committee – Member • HCL Services Limited Audit Committee - Member | NIL |

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

** Mr. Kaushik Dutta and Mr. John Martin O'Loan were appointed as Non-Executive Independent Directors by the Board of Directors of the Company, on August 27, 2015 and September 10, 2015, respectively, subject to the approvals of Ministry of Information and Broadcasting, Government of India (MIB). After the receipt of MIB approvals, both the Directors were formally inducted on Board w.e.f. January 15, 2016 and February 15, 2016, respectively. During this period, they both attended the Board and / or its Committee meetings as invitees. However for the purpose of above attendance summary, the meetings attended by them after their formal induction as Board members have been taken into consideration.

*** 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.

June 24, 2016
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

**Navneet Raghuvanshi
Company Secretary
M. No.: A14657**

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 **28TH ANNUAL GENERAL MEETING** of the Company held on Wednesday, August 10, 2016 at 3.30 p.m. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110 010.

.....
Signature of the Member/Proxy/Representative*

* Strike out whichever is not applicable

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 **28TH ANNUAL GENERAL MEETING** of the Company, to be held on Wednesday, August 10, 2016 at 3.30 p.m. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110 010 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 | FOR | AGAINST |
|---------|--|-----|---------|
| 1. | Adoption of financial statements (standalone and consolidated) for the financial year ended March 31, 2016 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. | | |

* Applicable for members holding shares in electronic form.

| Sl. No. | Resolutions | FOR | AGAINST |
|---------|--|-----|---------|
| 3. | Ratification of appointment of M/s. B S R & Associates LLP (FRN: 116231W/W-100024), Chartered Accountants, as Statutory Auditors of the Company. | | |
| 4. | Appointment of Mr. Kaushik Dutta (DIN: 03328890) as a Non-Executive Independent Director | | |
| 5. | Appointment of Mr. John Martin O'Loan (DIN: 07322343) as a Non-Executive Independent Director | | |

Signed this..... day of.....2016

.....
Signature of member

Please affix
Re. 1/-
Revenue
Stamp here

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

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.

ROUTE MAP

