



NEW DELHI TELEVISION LIMITED

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, for transacting the following special businesses:

- (i) Approval of borrowing limits under Section 180(1)(c) of the Companies Act, 2013;
- (ii) Re-appointment and payment of remuneration to Mr. K.V.L. Narayan Rao as Executive Vice-Chairperson of the Company; and
- (iii) Re-appointment and payment of remuneration to Mr. Vikramaditya Chandra as Group CEO & Executive Director of the Company.

by the members of the Company by approving proposed special resolutions through postal ballot/ electronic voting (e-voting). The explanatory statement pertaining to the below mentioned resolutions setting out the material facts concerning such resolutions and the reasons thereof are annexed hereto with Postal Ballot Notice for your consideration.

The Board of Directors of the Company have appointed Mr. Hemant Kumar Singh and Mr. Prashant Kumar Balodia, Practicing Company Secretaries, as the Scrutinizer(s) for conducting the postal ballot (including e-voting) process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form, record their assent (for) or dissent (against) therein by filling necessary details and return the same in original duly completed and signed in the enclosed postage-prepaid self-addressed Business Reply Envelope (if posted in India). Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the postage-prepaid self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) along with necessary documents, if any, should reach the Scrutinizer(s) not later than 5:00 P.M. (IST) on March 21, 2016 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the member.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and the provisions of Section 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of depositing/dispatching Postal Ballot Form(s). Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'E - Voting'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer(s) will submit their report(s) to Executive Co-Chairperson(s) / any other Director of the Company after completion of the scrutiny of the postal ballot forms (including e-voting). The results of the postal ballot shall be declared at 04:00 P.M. (IST) on Wednesday, March 23, 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 communicated to the Stock Exchanges. The results shall also be displayed on the website of the Company, i.e. www.ndtv.com and on the website of Registrar and Share Transfer Agent – Karvy Computershare Private Limited (**"KARVY"**).

ITEM NO. 1

APPROVAL OF BORROWING LIMITS UNDER SECTION 180 (1)(c) OF THE COMPANIES ACT, 2013 AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of the Articles of Association of the Company, the consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to borrow, from time to time, such sums of monies on such terms and conditions and with or without security as may be considered fit for the purpose of the business of the Company, notwithstanding that the monies to be so borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital and free reserves of the Company provided however, that the total borrowings outstanding at any one time shall not exceed Rs. 500 crores.

RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Ajay Mankotia, President - Corporate Planning and Operations, Mr. Saurav Banerjee, Director, Finance and Group CFO and Mr. Navneet Raghuvanshi, Company Secretary of the Company be and are hereby severally authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.”

ITEM NO. 2

RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO MR. K.V.L. NARAYAN RAO AS EXECUTIVE VICE-CHAIRPERSON OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 200 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval(s) of Central Government, if necessary, and such other approvals as may be required, the consent of the members of the Company, be and is hereby accorded to the re-appointment and payment of remuneration to Mr. K.V.L. Narayan Rao (DIN: 00028711), as Executive Vice - Chairperson of the Company, liable to retire by rotation, for a period of three years commencing from April 1, 2016, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:

Basic Salary: Rs. 63,88,392/- per annum, to be paid on monthly basis.

Perquisites, Allowances, Bonus etc : All perquisites, allowances, bonus etc shall be restricted to a sum of Rs. 20,11,608/- per annum, to be paid on monthly basis.

Provident Fund: As per rules of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. K.V.L. Narayan Rao as Executive Vice-Chairperson of the Company, the above mentioned remuneration be paid to Mr. K.V.L. Narayan Rao, as minimum remuneration, subject to the approval of Central Government, if necessary.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto, for the time being in force or any statutory modification or re-enactment thereof and settle any question or difficulty in connection therewith and incidental thereto.

RESOLVED FURTHER THAT Dr. Prannoy Roy and Mrs. Radhika Roy, Executive Co-Chairpersons, 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 inform all concerned of the aforesaid re-appointment including remuneration, if required and to present/file necessary intimation, application, notice, papers, forms, or any other document/

deeds etc. before the Competent Authorities, in such form and manner as may be required or necessary and also to do all acts, deeds, things and matters as may be required or necessary to give effect to this resolution or as otherwise considered to be in the best interest of the Company, as they may deem fit.”

ITEM NO. 3

RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO MR. VIKRAMADITYA CHANDRA AS GROUP CEO & EXECUTIVE DIRECTOR OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 200 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval(s) of Central Government, if necessary, and such other approvals as may be required, the consent of the members of the Company, be and is hereby accorded to the re-appointment and payment of remuneration to Mr. Vikramaditya Chandra (DIN: 01179738), as Group CEO & Executive Director of the Company, liable to retire by rotation, for a period of three years commencing from April 1, 2016, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:

Basic Salary: Rs. 61,80,000/- per annum, to be paid on monthly basis.

Perquisites, Allowances, Bonus etc: All perquisites, allowances, bonus etc. shall be restricted to a sum of Rs. 22,20,000/- per annum, to be paid on monthly basis.

Provident Fund: As per rules of the Company.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the cost of share of subsidiary companies of the Company, for any monetary value attached thereto, be accounted for any financial year(s), towards the managerial remuneration payable to Mr. Vikramaditya Chandra, Group CEO & Executive Director and the consequent enhancement of his remuneration, subject to necessary approvals from members of the Company and the Central Government, if necessary.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Vikramaditya Chandra as Executive Director of the Company, the above mentioned remuneration be paid to Mr. Vikramaditya Chandra, as minimum remuneration, subject to the approval of Central Government, if necessary.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto, for the time being in force or any statutory modification or re-enactment thereof and settle any question or difficulty in connection therewith and incidental thereto.

RESOLVED FURTHER THAT Dr. Prannoy Roy and Mrs. Radhika Roy, Executive Co-Chairpersons, Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson, Mr. Ajay Mankotia, President-Corporate Planning and Operations and Mr. Navneet Raghuvanshi, Company Secretary of the Company, be and are hereby severally authorized to inform all concerned of the aforesaid re-appointment including remuneration, if required and to present/file necessary intimation, application, notice, papers, forms, or any other document/deeds etc. before the Competent Authorities, in such form and manner as may be required or necessary and also to do all acts, deeds, things and matters as may be required or necessary to give effect to this resolution or as otherwise considered to be in the best interest of the Company, as they may deem fit.”

February 15, 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. The Company is providing the facility for voting by electronic means and the businesses may be transacted through such e-voting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts and the reasons for the proposed special resolutions, in respect of the special businesses under Item No. 1, 2 and 3 as set out above and details required under Regulation 36 of the Listing Regulations in respect of Directors seeking re-appointment through postal ballot/ electronic voting (e-voting), are annexed hereto and form part of the Notice.
3. The Postal Ballot Notice, the Postal Ballot Form along with postage-prepaid self-addressed Business Reply Envelope is being sent to all the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. Friday, February 5, 2016.
4. The Postal Ballot Notice along with the Postal Ballot Form is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent – Karvy Computershare Private Limited ("KARVY") (in case of physical shareholding) unless he / she has requested for a hard copy of documents. For members whose email addresses are not registered or in case of a member having requested for hard copy of documents, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 5, 2016 will be considered for the purpose of voting.
6. Resolutions approved by the members through postal ballot (including e-voting) shall be deemed to have been passed as if these have been passed at a General Meeting of the members convened in that behalf.
7. **The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms shall be treated as invalid.**
8. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
9. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to corporate@ndtv.com. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the member.
10. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form from the web link: <https://evoting.karvy.com> or from the "Postal Ballot" under "Investor Section" on the Company's website: www.ndtv.com, where the Postal Ballot Notice along with form is displayed and send the duly completed and signed Postal Ballot Form along with necessary documents, if any, so as to reach the Scrutinizer before 05:00 P.M. (IST) on March 21, 2016.
11. **Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, February 5, 2016. Please note that a person who is not a member as on the said cut-off date shall treat this Notice for information purposes only.**
12. In compliance with Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of Listing Regulations, the Company has provided facility to all the members to exercise their votes through electronic means as an option and have engaged the services of KARVY as the Authorized Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are annexed to the Notice.

13. A member cannot exercise his vote by proxy on postal ballot.
14. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage-prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 P.M. IST) on March 21, 2016. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members will also be accepted. If any postal ballot is received after 5:00 P.M. (IST) on March 21, 2016, it will be considered that no reply from the member has been received.
15. The Scrutinizer(s) will submit their report(s) to Executive Co-Chairperson(s)/ any other Director of the Company after completion of the scrutiny of the Postal Ballot Forms (including e-voting). The results of the postal ballot shall be declared at 04:00 P.M on Wednesday, March 23, 2016 at the registered office of the Company and displayed on the Notice Board of the Company at its registered office and its corporate office beside being communicated to the Stock Exchanges. The results shall be displayed on the website of the Company, i.e. www.ndtv.com and on the website of KARVY, on the same Date.
16. The resolution(s), if approved by the requisite majority, shall be deemed to have been passed on the last date of voting i.e. March 21, 2016.
17. All the material documents referred to in the notice and explanatory statements will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till March 21, 2016.
18. **Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.**

19. E-Voting

In compliance with Regulation 44 of Listing Regulations and Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of KARVY for the purpose of providing e-voting facility to all its members.

E-voting is optional. The e-voting rights of the members / beneficiary owners shall be reckoned in proportion to their shares of the paid up share capital of the Company as on Friday, February 5, 2016, being the cut-off date for the purpose. 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 e-voting period.

The detailed procedure and instruction for e-voting is as under:

1. A. **In case a member receives an e-mail from KARVY** [for members whose e-mail addresses are registered with the Company / Depository Participant(s) unless he / she has requested for a hard copy of 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 Postal Ballot Notice along with Postal Ballot Form. Your Folio No. /DP ID along with Client ID (For NSDL) / 16 digits beneficiary ID (For CDSL), will be your User ID. However, if you are already registered with KARVY for 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 password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 E-Voting Event Number for New Delhi Television Limited.
- (vii) On the voting page, you will see resolutions description and against the same the option 'FOR/AGAINST' for voting. Enter the number of shares (which represents the number of votes) as held by 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 should not exceed your total shareholding as mentioned in the Postal Ballot Form or in the e-mail sent to you.
- (viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (x) 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 resolutions.**
- (xi) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: hemantsinghcs@gmail.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_2246"

B. In case a member receives physical copy of the Postal Ballot Notice along with Postal Ballot Form by courier [for members whose e-mail addresses are not registered with the Company / Depository Participant(s) or in case of a member having requested for a hard copy of documents]:

- (i) User ID and initial password are provided at the bottom of the enclosed Postal Ballot Form.
- (ii) Please follow all steps from sr. no. (i) to (xi) as mentioned in (A) above, to cast your vote.

2. Once the vote on resolution(s) is cast by a member, the member shall not be allowed to change it subsequently.

20. Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 9.00 a.m. (IST) on February 21, 2016

End of voting : At 5.00 p.m. (IST) on March 21, 2016 (both days inclusive)

(The facility for voting through electronic means will be disabled for voting by KARVY upon expiry of the aforesaid voting period.)

21. In case of any queries/grievances relating to postal ballot (including e-voting), the members of the Company may contact Mr. Navneet Raghuvanshi, Company Secretary, New Delhi Television Limited, 207, Okhla Industrial Estate, Phase III, New Delhi – 110020, Contact No: 011 - 41577777 and may write an e-mail to corporate@ndtv.com

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 1

As per section 180(1)(c) of the Companies Act, 2013, the members' approval by way of special resolution is required to borrow monies (excluding temporary loans obtained from the Company's bankers in the ordinary

course of its business) in excess of the aggregate of the paid-up share capital of the Company and its free reserves.

Anticipating the need of additional funds that may be required by the Company for its business operations in the near future, it is proposed to authorize the Board of Directors of the Company to borrow monies in excess of aggregate of the paid-up share capital and free reserves of the Company, in addition to funds already borrowed by the Company, subject to a ceiling of Rs. 500 crores, under the provisions of Companies Act, 2013.

Your Directors recommend the above resolution for approval of the members to be passed as Special Resolution in the best interest of the Company.

None of the Promoters/ Directors/ Key Managerial Personnel of the Company/ their respective relatives are in, anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval by the members of the Company through postal ballot as per the provisions of the Act.

Items No. 2 and 3

The Company at its Annual General Meeting (AGM) held on September 27, 2012, had approved the appointment and payment of remuneration to Mr. K.V.L. Narayan Rao, as Executive Vice – Chairperson and Mr. Vikramaditya Chandra, as Group CEO and Executive Director of the Company, for a period of five years with effect from July 29, 2011 and November 1, 2011, respectively. Further, another approval of members of the Company was obtained in AGM held on September 8, 2014 w.r.t. latest revision in their remuneration, for a period of three years, w.e.f. April 1, 2013.

As the present terms of payment of remuneration for which the approvals had been granted by the members of the Company under the Companies Act, 2013 (“the Act”) is expiring on March 31, 2016, it is required to obtain the approval of members again before March 31, 2016. Further, it is also proposed to re-appoint Mr. Rao and Mr. Chandra on the same designations for a period of three years w.e.f. April 1, 2016, to align the period of appointment and remuneration.

In view of above and considering the valuable contributions made by Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra, in managing the affairs of the Company and contribution made towards the growth of the Company and on the recommendation by the Nomination and Remuneration Committee of the Board (NRC), the Board of Directors of the Company, at their meeting held on November 5, 2015 have approved the re-appointment including payment of remuneration to Mr. K.V.L. Narayan Rao as Executive Vice – Chairperson and Mr. Vikramaditya Chandra as Group CEO & Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from April 1, 2016, on their presently drawn remuneration and as per the terms and conditions as set out in the resolution(s), as per the provisions of the Act read with Schedule V of the said Act and rules made thereunder and other applicable provisions, if any, of the Act. These re-appointments including payment of remuneration are subject to the approval of members of the Company by way of Special Resolutions and Central Government, if necessary.

Further, the Board of Directors of the Company, on the recommendation of NRC, in their meeting held on November 5, 2015 have approved the accounting of the cost of shares (ESOP) granted, if any, to Mr. Chandra in the subsidiaries of the Company, which may be charged to the Company as Mr. Chandra’s managerial remuneration. The ESOP cost is a notional cost which is required to be accounted for in the books in accordance with the applicable laws and provisions of the Act.

In the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of above mentioned Directors, the remuneration as mentioned in the resolution(s), shall be paid to them, as minimum remuneration, subject to the approval of Central Government, if necessary.

The remuneration shall be subject to such revisions, as NRC and the Board of Directors of the Company may approve from time to time, subject to the approval of the members of the Company and the Central Government, if required.

The re-appointments and payment of remuneration, as aforesaid, to the Directors is subject to the approval of members of the Company by way of Special Resolutions and the Central Government, if necessary, in accordance with the relevant provisions of the Act read with Schedule V to the said Act. The resolution(s) set out in the notice are intended for this purpose.

The particulars required to be disclosed in the explanatory statement in accordance with provisions of Section II of Part II of Schedule V of the Act are enclosed in a separate statement and forms a part of this notice.

Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra are interested in the resolutions set out respectively at Item Nos. 2 and 3 of the Notice, which pertain to their respective re-appointment and remuneration payable to each of them.

The relatives of Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra may be deemed to be interested in the resolutions set out respectively at Item Nos. 2 and 3 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 these resolutions.

The Board recommends the special resolution(s) set forth at item nos. 2 and 3 of the Notice for the approval of the members of the Company.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 AND DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN PURSUANCE OF REGULATION 36 OF LISTING REGULATIONS

I. General Information

1. *Nature of Industry:*

Broadcast Industry. The Company is operating three Channels namely NDTV 24X7, NDTV India and NDTV Prime.

2. *Date or expected date of commencement of commercial production:*

The Company commenced business from the date of its incorporation on September 08, 1988.

3. *In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:*

Not Applicable

4. *Financial performance based on given indicators:*

The financial performance of the Company in last three years is as under:

(Rs. In million)

Financial Parameter	Years ended		
	2012-2013	2013-2014	2014 - 2015
Revenue	4018.56	3631.64	4339.30
Net Profits / (Loss) (before exceptional and extra-ordinary items and tax)	(274.72)	(531.04)	(58.82)
Dividend %	-	-	-

5. *Foreign investments or collaborators, if any:*

The Company has investment in Astro Awani Network Sdn Bhd and holding 1,712,250 Equity Shares of RM 1/- each Fully Paid Up. Further, the Company had investment in NDTV (Mauritius) Multimedia Limited, a subsidiary, which was liquidated on May 8, 2015.

II. Information about the appointee(s)

1. *Background details*

Mr. K.V.L. Narayan Rao

Mr. K. V. L. Narayan Rao, Executive Vice-Chairperson joined the Company as General Manager in January 1995, looking after Human Resources, Administration and Operations of the Company. Previously, Mr. Rao started his career as a journalist with the Indian Express, before joining the Indian Revenue Service where he held several important positions during his tenure from 1979-1994.

Mr. Rao was invited to join the Board of the Company in 1998 and has been its Executive Director since then. He was appointed as Group CEO in 2007 and Executive Vice-Chairperson in July 2011.

Mr. K.V.L. Narayan Rao is an English literature graduate from the Madras University and masters in English literature from Himachal Pradesh University. He is also a graduate of the National Academy of Direct Taxes and has a Management Diploma in Public Finance from IAP, Paris.

Mr. Vikramaditya Chandra

Mr. Vikramaditya Chandra has been associated with NDTV Group since 1994. Mr. Chandra is one of India's leading news personalities and anchors and has also taken on corporate responsibility of the Company for several years.

He did his Bachelors in Economics from St. Stephen's College in Delhi and went on to study at Oxford on an Inlaks Scholarship. He honed his media skills at Stanford University.

As Chief Executive Officer, NDTV Group and Executive Director of the Company, Mr. Chandra has the overall authority and responsibility for all aspects of the Company; corporate, operational and channel performance. He became a member of the Company's Board w.e.f. November 1, 2011.

As one of India's best known anchorpersons, he presents 'The Big Fight', which has long been one of India's top rated news and current affairs programmes. He also anchors 'Gadget Guru', which is the country's leading show on technology and gadgets, together with big events like elections or the Budget.

Mr. Vikramaditya Chandra is also the face of NDTV's social programming for public interest. He has anchored all editions of the NDTV Greenathon, and the Save our Tigers campaign. In addition, he is associated with the Support my School, Our Girls our Pride and Banega Swacch India campaigns.

2. *Past Remuneration*

The details of past remuneration are given below:

Particulars: Remuneration paid during financial year 2014 – 15:

(Amount in Rs.)

Name of the Directors	Salary*	Perquisites	Total
Mr. K.V.L. Narayan Rao	96,75,792	39,600	97,15,392
Mr. Vikramaditya Chandra	1,24,90,511	32,400	1,25,22,911

*Salary includes allowances, bonus and contribution towards provident fund.

During the financial year 2014-15, Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra were paid professional fee from Company and remuneration from subsidiaries of the Company, as per detail below:

(Amount in Rs.)

Name of Directors	Professional fee paid from Company	Remuneration from subsidiaries
Mr. K.V.L. Narayan Rao	27,50,010	75,00,011
Mr. Vikramaditya Chandra	65,43,723	1,12,50,004

3. *Recognition or awards*

Mr. K.V.L. Narayan Rao

Mr. Rao is the Past President of the News Broadcasters Association (NBA), a body that represents private news and current affairs broadcasters in India. He is also on the Board of the Indian Broadcasting Foundation (IBF). He has been Vice President of the Commonwealth Broadcasting Association (CBA). In addition to these he is also a member of the FICCI-Media & Entertainment Committee as well as member of the CII Services Council.

Mr. Vikramaditya Chandra

Mr. Vikramaditya Chandra was named the “Global Leader for Tomorrow”, and then a ‘Young Global Leader’ by the World Economic Forum in Davos. He has won the Hero Honda Award for Best Anchorperson, the Teacher’s Achievement Award for Communication and the Indian Television Academy Award for “Best Anchor for a Talk Show” amongst other coveted recognitions.

4. *Job profile and suitability*

Mr. K.V.L. Narayan Rao

Mr. K. V. L. Narayan Rao, Executive Vice-Chairperson joined the company as General Manager in January 1995, looking after Human Resources, Administration and Operations of the Company. Mr. Rao was invited to join the Board of the Company in 1998 and has been its Executive Director since then. He was appointed as Group CEO in 2007 and Executive Vice- Chairperson in July 2011.

Along with Dr. Prannoy Roy and Mrs. Radhika Roy, Executive Co – Chairpersons of the Company, he has played a vital role in the transition and growth of the Company from a production house to a broadcaster. As Chief Executive Officer, he has guided the Company admirably, seeing it through difficult, competitive times and ensuring that the Company is on an even keel with a brand and a reputation as India's leading media company.

Being the Executive Vice - Chairperson, he is overall in-charge of the affairs of the Company, subject to superintendence, control and direction of the Board of Directors and accordingly, the day to day management and administration is vested in him. Taking into account, Mr. K.V.L. Narayan Rao's qualifications and prior experience and the responsibilities placed on him as the Executive Vice – Chairperson of the Company and in view of his contribution to the Company since his appointment, the Board considers his re-appointment including remuneration to be in the best interests of the Company. The Board is confident that Mr. K.V.L. Narayan Rao's management capabilities will enable the Company to progress further.

Mr. Vikramaditya Chandra

Mr. Vikramaditya Chandra has been associated with NDTV Group since 1994. Mr. Chandra is one of India’s leading news personalities and anchors and has also taken on corporate responsibility of the Company for several years.

As Chief Executive Officer, NDTV Group and Executive Director of the Company, Mr. Chandra has the overall authority and responsibility for all aspects of the Company; corporate, operational and channel performance . He became a member of the Company’s Board w.e.f. November 1, 2011.

Keeping in view of his contribution to the Company since his appointment, the Board considers his re-appointment including remuneration to be in the best interests of the Company. The Board is confident that Mr. Chandra’s experience will enable the Company to progress further.

5. *Remuneration proposed*

As set out above in the Notice. The remuneration of Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra has the approval of the Board and Nomination and Remuneration Committee of the Board.

6. *Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details with reference to the country of his origin)*

The remuneration paid to above mentioned Directors for the financial year 2014-15 was as follows:

(Amount in Rs.)

Name of the Directors	Salary*	Perquisites	Total
Mr. K.V.L. Narayan Rao	96,75,792	39,600	97,15,392
Mr. Vikramaditya Chandra	1,24,90,511	32,400	1,25,22,911

*Salary includes allowances, bonus and contribution towards provident fund.

During the financial year 2014-15, Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra were paid professional fee from Company and remuneration from subsidiaries of the Company, as per detail below:

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Mr. K.V.L. Narayan Rao	27,50,010	75,00,011
Mr. Vikramaditya Chandra	65,43,723	1,12,50,004

The aforesaid remuneration is in line with the industry standards.

7. *Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:*

Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra are not related to any Director or managerial personnel of the Company.

III. Other Information

1. *Reasons for loss or inadequate profits*

During the financial year 2014 - 2015, the Company incurred a loss of Rs. 255.75 million. Summary of the Statement of Profit and Loss for the year ended 31st March 2015 is given below:

Rs. in million

Particulars	For the year ended March 31,	
	2015	2014
Profit & Loss Account at the beginning of the year	-1,737.62	-1,202.12
Add: Profit/(Loss) for the year	-255.75	-535.50
Profit/ (Loss) Carried forward to balance sheet	-1,993.37	-1,737.62

The reduction in the loss during the financial year 2014 – 2015 is mainly attributable to higher advertisement revenue primarily driven by NDTV Profit / Prime. The loss for the year ended 31st March 2015 includes an amount of Rs 112.39 million for write down of deferred tax and Rs 78.08 million provided for impairment representing the diminution in the value of a quoted investment.

2. *Steps taken or proposed to be taken for improvement*

The Board believes that the Company is well positioned to capture significant growth opportunities and profitability because of its following principal competitive strengths:

- Focus on News
- Renowned team of journalists and quality employee base;
- Fix, restructure or sale non-core businesses while accelerating growth in core businesses;
- Further investment in online assets to accelerate the Company's leadership position to benefit from the digital revolution;
- Explore all options to unlock and maximize Shareholders value.
- Brand name recognition ; and
- Extensive reach and market share.

The Company in pursuit of creating higher shareholder value continuously leverages it's strengths in various electronic and traditional platforms through new ventures on its own or with third parties, who invest into such entities at fair values. Over a period of time the Company believes that these ventures will create higher value and lower the overall business risks of the NDTV Group.

3. *Expected increase in productivity and profits in measurable terms*

The Company has taken initiatives to improve the position of NDTV as against competing channels and will continue in its endeavor to increase the viewership of the channels of the Company to improve profitability.

IV. Disclosures

The disclosures in respect of remuneration package and other details of all the Directors for financial year 2014–2015 were provided at appropriate places in the Corporate Governance Report annexed to the Directors' Report of financial year 2014–2015.

Further, the disclosures in respect of remuneration package and other details of all the Directors for financial year 2015–2016 will be provided at appropriate places in the Corporate Governance Report and will be annexed to the Directors' Report of the ensuing Annual General Meeting of the Company, to be held for financial year 2015-2016.

V. Disclosure of relationships between directors inter-se

Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra are not related to any Director of the Company.

VI. Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board

Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra do not hold directorship in any other listed entity except for New Delhi Television Limited.

February 15, 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

Regd. Office: 207, Okhla Industrial Estate, Phase III, New Delhi – 110 020, India

CIN: L92111DL1988PLC033099

Tel: (91-11) 4157 7777, 2644 6666 , Fax: (91-11) 4986 2990

Website: www.ndtv.com , E-mail: corporate@ndtv.com

POSTAL BALLOT FORM

Sr No.:

1. Name and Registered Address of the Sole / first :
named member

2. Name(s) of the joint-holder(s), if any :

3. Folio No./DP ID*/Client ID* :
(*applicable only to members holding
Equity Shares in dematerialized form).

4. Number of equity share(s) held as on February :
5, 2016

5. I / we hereby exercise my / our vote(s) in respect of the following special resolution(s) as at item no. 1, 2 and 3 to be approved through postal ballot for the business stated in the Postal Ballot Notice of the Company by conveying my / our assent or dissent to these resolutions by placing the tick (✓) mark in the appropriate box below:

Item Nos.	Description of Resolutions	Number of Equity Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
1.	Approval of borrowing limits under Section 180 (1) (c) of the Companies Act, 2013.			
2.	Re-appointment and payment of remuneration to Mr. K.V.L. Narayan Rao as Executive Vice-Chairperson of the Company			
3.	Re-appointment and payment of remuneration to Mr. Vikramaditya Chandra as Group CEO & Executive Director of the Company			

Place :

Date :

Signature of the member / Authorized Representative
(Strike out whichever is NOT applicable)

Particulars for voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: <https://evoting.karvy.com>. Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 9.00 a.m. (IST) on February 21, 2016

End of voting : At 5.00 p.m. (IST) on March 21, 2016 (both days inclusive)

The facility for voting through electronic means will be disabled for voting by Karvy upon expiry of the aforesaid voting period.

P.T.O

INSTRUCTIONS

1. There will be one Postal Ballot Form / e-voting, for every Client ID No. / Folio No., irrespective of the number of joint holders.
2. The members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
3. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.
4. A member desiring to exercise vote by Postal Ballot may complete and sign this Postal Ballot Form (in original) and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
5. Alternatively, a member may vote through electronic means as per "E-voting Instructions" in the Postal Ballot Notice sent herewith.
6. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first-named member and in his / her absence, by the next-named member.
7. The votes of a member will be considered invalid on any of the following grounds:
 - a. if the member's signature does not match the specimen signatures available with the Company;
 - b. if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
 - c. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds;
 - e. A form other than one issued by the Company has been used;
 - f. Neither assent nor dissent is mentioned;
 - g. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the member;
 - h. The envelope containing the Postal Ballot Form is received after 5.00 p.m. (IST) on March 21, 2016;
 - i. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - j. Member has made any amendment to the Resolution(s) or imposed any condition while exercising his vote.
8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
9. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. (IST) on March 21, 2016. If any Postal Ballot Form is received after this time and date, it will be strictly treated as if reply from such member has not been received.
10. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on Friday, February 5, 2016 (cut-off date).
11. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to corporate@ndtv.com. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the member. However, the duly filled in Postal Ballot Forms should reach the Scrutinizer not later than the date specified in item (9) above.
12. Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send scanned certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) (necessary documents) to the Scrutinizer along with completed and signed Postal Ballot Form. In case of E-voting, they may send the above mentioned necessary documents (in PDF Format), to the Scrutinizer at e-mail ID: hemantsinghcs@gmail.com. In case of voting through electronic means, 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_2246."
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right, on cut-off date, should treat the Notice as intimation only.