

NEW DELHI TELEVISION LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NEW DELHI TELEVISION LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, SEPTEMBER 21, 2017 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, 2017, 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, 2017 and the report of the Auditors thereon.
2. To appoint a Director in place of Mr. Pramod Bhasin (DIN: 01197009), 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 Mr. Pramod Bhasin (DIN: 01197009) 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 30th 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 Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014, remuneration payable to M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), appointed by the Board of Directors as Cost Auditors to conduct audit of cost records of the Company for financial year 2016-17 amounting to Rs. 4,50,000/- (Rupees Four Lacs Fifty Thousand only) excluding applicable taxes and reimbursement of out of pocket expenses, be and is hereby confirmed, ratified and approved."

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

"RESOLVED THAT pursuant to the provisions of Regulation 24 and other applicable regulations, if any, of

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act 2013, if any, and rules and regulations made thereunder (including any statutory modifications, amendments, or re-enactments of any of them for the time being in force), the Memorandum of Association and Articles of Association of the Company and subject to requisite approval(s), if any, of the concerned statutory and regulatory authorities and such other consents, permissions and sanctions, as may be required, 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") to: (a) enter into any agreement required to be executed to give effect to the additional infusion of capital in Fifth Gear Ventures Limited ("FGVL"), a material subsidiary of the Company, by Autobyte Private Limited ("ABPL") resulting in dilution of shareholding of the Company and NDTV Convergence Limited, another material subsidiary of the Company (collectively referred as "NDTV Group") in FGVL, and subsequent change in control of FGVL from the NDTV Group to ABPL; and (b) perform any other action, deeds, matters and things, as may be required to undertake the proposed subscription of shares by ABPL in FGVL and the resultant change in control of FGVL from the NDTV Group to ABPL.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board, including any committee constituted by the Board or any person(s) authorised by the Board in this regard, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto, on an ongoing basis, for the purpose of giving effect to the above resolution."

July 28, 2017
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 no. 4 & 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 Director seeking 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 **Thursday, September 7, 2017 to Wednesday, September 13, 2017 (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.
 - vii. The route map to the venue of the meeting forms part of this Notice.
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 all unpaid/ unclaimed dividend declared from time to time on due dates, to the Investor Education and Protection Fund (the Fund) of the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts on the website of the Company www.ndtv.com, as also on the website of 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 2016-17, 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 29th Annual General Meeting and the Annual Report for the financial year 2016-17 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. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company/RTA for registration of transfer of securities.

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 **Thursday, September 14, 2017, being the cut-off date** for the purpose of voting for / at the 29th Annual General Meeting (AGM) of the Company, on the resolutions mentioned in this notice.
2. The Company has engaged the services of Karvy Computershare Private Limited (KARVY) for the purpose of providing remote e-voting facility to all Members.
3. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date have the option either to cast their votes through remote e-voting (facility to cast vote from a place other than the venue of the AGM) for the AGM or through poll (ballot paper) at the AGM.
4. Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Thursday, September 14, 2017, 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 29th Annual General Meeting (AGM) of the Company, on the resolutions mentioned in this notice by electronic means through remote e-voting services provided by KARVY.

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

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

- 1. **A. In case a Member receives an email from Karvy** [for Members whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company/Depository Participant (s) unless he/she has requested for a hard copy of the documents]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and initial password) as provided in the e-mail

forwarding the Notice of AGM along with Annual Report of the Company. The E-voting Event Number + Your Folio Number (physical folio)/DP ID along with Client ID (For NSDL)/ 16 digit beneficiary ID (For CDSL), will be your user ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800 3454 001 for your existing password.

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu, wherein you are required to mandatorily change your initial password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVENT” i.e., “Name of the Company” for New Delhi Television Limited, as mentioned in the e-mail forwarding the Notice of AGM along with Annual Report of the Company, in case of members receiving the documents in electronic form and in the enclosed “Electronic Voting Particulars”, in case of a member receiving the documents in physical form.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Power of Attorney/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), who are authorized to vote, to the Scrutinizer at e-mail id: hemantsinghcs@gmail.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “NDTV_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 Shankar 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. 1-800-3454-001 for any further clarifications.

4. Facility to exercise vote by remote e-voting shall be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on September 17, 2017.

End of remote e-voting: At 5.00 p.m. (IST) on September 20, 2017. (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 29th Annual General Meeting (AGM) of the Company, on the resolutions mentioned in the notice. **PLEASE NOTE THAT THOSE MEMBERS, WHO HAVE NOT CAST THEIR VOTE ELECTRONICALLY, BY REMOTE E-VOTING, MAY ONLY CAST THEIR VOTE AT THE AGM THROUGH POLL.**

2. Members of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote through poll at the Meeting.

3. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairperson of the Meeting shall, with the assistance of the Scrutinizer, order for voting through poll for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

(E) Declaration of results of voting

1. The Scrutinizer(s) shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizers shall submit a consolidated Scrutinizer’s Report of the total votes cast in favor of or against, if any, invalid votes, not later than 48 hours of 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 04:00 P.M (IST) on Friday, September 22, 2017 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 September 21, 2017 subject to receipt of the requisite number of votes in favor of the resolution(s).

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

ITEM NO. 2

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

Presently, the Board of Directors of the Company comprises of six Directors including three Independent Directors, who are not liable to retire by rotation. Further, Mrs. Radhika Roy, Executive Co-Chairperson was also appointed as non-rotational Director of the Company. Out of the directors eligible to retire by rotation, Dr. Prannoy Roy was re-appointed at the previous Annual General Meeting (AGM) of the Company held on August 10, 2016. Therefore the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee had recommended the re-appointment of Mr. Pramod Bhasin as Director liable to retire by rotation at the forthcoming AGM of the Company. Mr. Pramod Bhasin being eligible, has offered himself for re-appointment.

Mr. Pramod Bhasin is interested in the resolution as set out at item no. 2 of the Notice, which pertains to his re-appointment. The relatives of Mr. Bhasin 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, promoters and Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise in the resolution set out at item no. 2 of the Notice, except as members to the extent of their shareholding in the Company.

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 NO. 4

The Ministry of Corporate Affairs, vide its notification dated July 14, 2016, had amended the Companies (Cost Records and Audit) Rules, 2014, mandating companies rendering telecommunication services to maintain and audit the cost records. Accordingly, the Board of Directors of the Company on recommendation of Audit Committee had appointed M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212) as the Cost Auditor of the Company to conduct audit of cost records of the Company for financial year 2016-17 and payment of remuneration amounting to Rs. 4,50,000/- excluding applicable taxes and reimbursement of out of pocket expenses, to them.

Pursuant to section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the remuneration of Cost Auditors, on the recommendation of the Audit committee, shall be considered and approved by the Board of Directors and subsequently be ratified by members of the Company. Therefore the members are requested to ratify the abovementioned remuneration payable to the Cost Auditors of the Company for financial year 2016-17.

None of the Directors, Promoters and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice, except as members to the extent of their shareholding in the Company.

The Board recommends the ordinary resolution as set forth at item no. 4 of the Notice for the approval of the members of the Company.

ITEM NO. 5

The Company and NDTV Convergence Limited (“Convergence”), a public limited company incorporated under the Companies Act, 1956 and a material subsidiary of the Company, hold and own a certain number of equity shares of face value Rs. 10/- per share, respectively, in Fifth Gear Ventures Limited (“FGVL”), a public limited company incorporated under the Companies Act, 2013, another material subsidiary of the Company, aggregating to approximately 78.74% (Seventy Eight point Seven Four Percent) of the total subscribed and fully equity paid up share capital of FGVL.

Regulation 24 (5) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 states as follows:

“a listed entity shall not, dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty per cent or cease the exercise of control over the subsidiary, without the prior approval by a special resolution passed at the general meeting”.

Due to the infusion of capital into FGVL by Autobyte Private Limited (“ABPL”), the consolidated shareholding of the Company and Convergence shall be diluted resulting in the change of control of FGVL.

In view of the substantial additional funds necessary for the growth of FGVL, the Board of Directors of the Company (hereinafter referred to as the “Board”), at its meeting held on July 28, 2017, has agreed to the proposed subscription of equity shares of FGVL (in several tranches) by ABPL. This, alongwith subscription of equity shares by other existing investor(s) will result in the dilution of the equity stake held by the Company and Convergence (“NDTV Shareholders”) in FGVL (material subsidiary of the Company), in the first tranche, from 39.37% each (of the total subscribed and paid up equity share capital) in FGVL, to 21.67% each (of the total subscribed and paid up equity share capital) in FGVL.

Though NDTV Shareholders would not be disposing off their shareholding in FGVL, however due to proposed subscription of shares by ABPL, NDTV Shareholders will cease to exercise control over FGVL.

With the completion of the first tranche of subscription of the equity shares of FGVL by ABPL, the control and management of FGVL will be transferred to ABPL and FGVL will cease to be a subsidiary of the Company.

In terms of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company, would be required to seek approval of its members for diluting its consolidated shareholding in FGVL given the fact that FGVL is a material subsidiary of the Company in terms of the ‘Policy for Determining “Material Subsidiaries”’.

ABPL is not related to any Director/Key Managerial Personnel/Promoters of the Company, or any of their relatives, or otherwise connected with them, directly or indirectly; nor is it a shareholder of the Company or Convergence; except that ABPL, upon completion of its subscription to the equity shares of FGVL, will become a controlling shareholder of FGVL. Further, two of the Directors of ABPL are shareholders of FGVL.

None of the Promoters, Directors and Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item no. 5 of the Notice, except as members to the extent of their shareholding in the Company and its subsidiaries.

The Board recommends the special resolution as set forth at item no. 5 of the Notice for the approval of the members of the Company.

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

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

Mr. Pramod Bhasin

Mr. Pramod Bhasin's career spans an entrepreneurial and professional career across the globe in the US, UK and Asia. He has built global businesses in Financial Services, Business process Management and Skills Training. Mr. Bhasin is the founder of Genpact starting in 1997 and considered the pioneer of the Business Process Management industry in India today, which employs over a million people in India. Under his leadership, Genpact has also been the pioneer of this industry in China, Eastern Europe and Latin America. Genpact is acknowledged today as the leader in its industry with over 65,000 employees across 17 countries and over \$2b in revenues, and is a public company listed on NYSE. Mr. Pramod Bhasin built the company from inception till 2011 when he stepped down as CEO.

Prior to Genpact, Mr. Bhasin's career with GE spanned 25 years across Europe, US and Asia. He started GE Capital's initial operations in India as the CEO in 1994 and was also the President of GE Capital Asia from 1999. During this time, he was the architect of GE Capital's businesses in Commercial and Consumer Finance and joint ventures with SBI in credit cards and HDFC in Consumer Finance. Prior to that he worked with GE Capital in Corporate Finance in New York and Stamford, CT., as well as with GE in London and New York.

Currently Mr. Bhasin is focused on building "The Skills Academy" a scalable, high quality skills training business focused on enhancing employability for our youth at the grassroots level. The Skills Academy focuses on lower income youth and operates multiple training centres across Odisha, Bihar, UP, Rajasthan, MP, Maharashtra and other States, and has trained nearly 50,000 youth until now. He is also engaged in Social Impact Investing and Advocacy through Asha Impact, a "virtual" fund in partnership with Vikram Gandhi, formerly of Credit Suisse and Morgan Stanley. Mr. Bhasin is also currently promoting a number of different companies in Analytics, Financial Services, and Housing Finance, as well as Healthcare and Education.

Mr. Pramod Bhasin serves on the boards of NDTV, ICRIER, DLF Ltd and SRF Ltd, and is on the Governing Boards of IIM Lucknow, Shri Ram School, Help Age India and IFMR Rural Channels. He is also on the advisory Board of CISCO in India, and is also a Strategic Advisor to Private Equity firms, Kedaara in India and CVC in Asia. He also works with a number of NGOs focused on Eco-tourism and schooling for handicapped children.

Mr. Bhasin has been the Chairman of NASSCOM and was voted IT Man of the Year. He is currently the President of TIE-NCR. Mr. Pramod Bhasin is a UK Chartered Accountant and has a B.com degree from Delhi University.

THE OTHER DETAILS OF MR. PRAMOD BHASIN ARE AS UNDER:

Name of the Director	Mr. Pramod Bhasin
DIN	01197009
Age (in years)	65 years
Experience (in years)	More than 40 years
Remuneration sought to be paid	Mr. Pramod Bhasin 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)	Mr. Pramod Bhasin is eligible to be appointed as Non – Executive Non-Independent Director of the Company, liable to retire by rotation.
Justification for choosing the appointee as Independent Director	N.A
Remuneration last drawn from the Company	Please refer the details of sitting fees provided in Corporate Governance Report.
Date of first appointment on the Board of Directors of the Company	April 30, 2010
Shareholding in the Company (as on the date of AGM Notice)	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	N.A
Number of Board meetings attended during the financial year 2016-17	3
List of Directorships held in other companies, as on March 31, 2017*	<ul style="list-style-type: none"> • SRF Limited • DLF Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2017**	<ul style="list-style-type: none"> • DLF Limited Audit Committee - Member

*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.

July 28, 2017
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 **29TH ANNUAL GENERAL MEETING** of the Company held on Thursday, September 21, 2017 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

*Applicable for members holding shares in electronic form.

PROXY FORM

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

NEW DELHI TELEVISION LIMITED

CIN: L92111DL1988PLC033099

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

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

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

1) Address having e-mail id or failing him

2) Address having e-mail id or failing him

3) Address having e-mail id

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **29TH Annual General Meeting** of the Company, to be held on Thursday, September 21, 2017 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 description	FOR	AGAINST
1	Adoption of financial statements (standalone and consolidated) for the financial year ended March 31, 2017 and the reports of Board of Directors and Auditors thereon.		
2	Re-appointment of Mr. Pramod Bhasin (DIN: 01197009), who retires by rotation and being eligible, offers himself for re-appointment.		
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.	Ratification of remuneration payable to M/s Sanjay Gupta & Associates, Cost Auditors of the Company for financial year 2016-17.		
5.	Approval for subscription of equity shares by Autobyte Private Limited in Fifth Gear Ventures Limited resulting in change of control of Fifth Gear Ventures Limited from New Delhi Television Limited and NDTV Convergence Limited to Autobyte Private Limited.		

*Applicable for members holding shares in electronic form.

Please affix
Re. 1/-
Revenue
Stamp here

Signed this..... day of.....2017

.....

Signature of member

.....
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.**
- (1) **Please affix Re. 1 revenue stamp on this form and the member should sign across the stamp.**
- (2) 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.
- (3) 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.
- (4) ****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.**
- (5) Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
- (6) 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.
- (7) A Proxy form which does not state the name of the Proxy shall not be considered valid.
- (8) 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.
- (9) Undated Proxy shall not be considered valid.
- (10) 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.
- (11) When a Member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.

ROUTE MAP

