

# NEW DELHI TELEVISION LIMITED

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NEW DELHI TELEVISION LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 4, 2010 AT 3.30 P.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, DHAULA KUAN, NEW DELHI - 110010 TO TRANSACT THE FOLLOWING BUSINESS:-**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Profit and Loss Account of the Company for the financial year ended March 31, 2010 and the Balance Sheet as at that date together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Vijaya Bhaskar Menon, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Indrani Roy, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint M/s. Price Waterhouse, 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.

**"RESOLVED THAT** M/s. Price Waterhouse, Chartered Accountants, having Registration No. FRN 007568S, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the Auditors."

### **SPECIAL BUSINESS:**

5. **To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to ratify the guarantee for an amount of USD 30 Million (US Dollars Thirty Million only) provided to Bank of Baroda, GCC Operations, Dubai ("Bank") in connection with a facility of upto USD 70 Million (US Dollars Seventy Million only) provided by the Bank to NDTV Networks Plc, a subsidiary of the Company.

**RESOLVED FURTHER THAT** Dr. Prannoy Roy, Chairman, Mrs. Radhika Roy, Managing Director, Mr. K V L Narayan Rao, Whole - time Director, Mr. Anoop Singh Juneja, Company Secretary and Mr. Saurav Banerjee, Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, things and matters as may be considered necessary or incidental in this regard and to give effect to the above resolution."

6. **To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to ratify the guarantee for an amount of USD 30 million (US Dollars Thirty Million only) provided to Bank of India, London ("Bank") in connection with a facility of upto USD 30 Million (US Dollars Thirty Million only) provided by the Bank to NDTV Networks Plc, a subsidiary of the Company.

**RESOLVED FURTHER THAT** Dr. Prannoy Roy, Chairman, Mrs. Radhika Roy, Managing Director, Mr. K V L Narayan Rao, Whole - time Director, Mr. Anoop Singh Juneja, Company Secretary and Mr. Saurav Banerjee, Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, things and matters as may be considered necessary or incidental in this regard and to give effect to the above resolution."

7. **To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Pramod Bhasin, who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 and Article 83 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

8. **To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:**

**"RESOLVED THAT** subject to the provisions of Section 198,309 and other applicable provisions under the Companies

Act, 1956 and such other approvals as may be necessary, the approval of the members be and is hereby accorded to the payment of the enhanced annual remuneration for the Financial Year ended 31st March, 2010 to Non-Executive Directors of the Company, aggregating to Rs. 25 lacs, in a manner and proportion, as may be decided by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** Dr. Pranjoy Roy, Chairman, Mrs. Radhika Roy, Managing Director, Mr. K V L Narayan Rao, Whole- time Director and Mr. Anoop Singh Juneja, Company Secretary be and are hereby authorized severally for the purpose of making relevant application to the Central Government and to take necessary steps and sign / authenticate documents in relation to the above mentioned matter and any other matter ancillary thereof and incidental thereto."

**By Order of the Board  
For New Delhi Television Limited**

Date: July 2, 2010  
Registered Office:  
207, Okhla Industrial Estate, Phase III,  
New Delhi-110020

**Anoop Singh Juneja  
Company Secretary**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE DULY COMPLETED, STAMPED AND SIGNED PROXIES TO BE EFFECTIVE, SHOULD REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. BLANK PROXY FORM IS ATTACHED.**
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956, setting out material facts, in respect of Special Business(es) as set out above and details required under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Directors seeking appointment or reappointment at the Annual General Meeting is annexed hereto and form part of the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from the 31st day of July, 2010 to the 4th day of August, 2010 (both days inclusive) in connection with the Annual General Meeting.
5. Members are requested to:
  - (i) Quote their folio number / 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 RTA:
    - (a) Changes, if any, in their address with pin code numbers.
    - (b) Quote their ledger Folio No. in all their correspondence.
    - (c) Request for nomination forms for making nominations as per Section 109A of the Companies Act, 1956, if not already intimated.
  - (iii) Members / Proxies are requested to hand over the enclosed Attendance Slip duly filled in, at the entrance for attending the meeting.
  - (iv) Note that no gift or gift coupons will be distributed at the meeting.
6. In case Members wish to ask for any information about accounts or operations of the Company, they are requested to send their queries in writing at least 7 days before the date of the meeting, so that the information can be made available at the time of the meeting.
7. Members are requested to bring their copy of the Annual Report as the same shall not be distributed at the meeting.
8. ***Due to security reasons Mobile phones, bags and other accessories are not allowed to be carried inside the Auditorium.***
9. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf in the meeting.
10. Documents referred in the accompanying Notice and Explanatory Statement are available for inspection at the registered office of the Company during the office hours between 11.00 A.M. and 1.00 P.M. on all working days prior

to the date of the Annual General Meeting.

- 11 Members are advised to hold the shares in dematerialized form, as the trading of the shares on Bombay Stock Exchange Limited and National Stock Exchange of India Limited, is in compulsory demat mode.
- 12 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.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

### **ITEM NO. 5 & 6**

The Board of Directors of the Company was approached by its subsidiary, NDTV Networks Plc, UK ("Networks") to facilitate short term loans from Bank of Baroda, Dubai and Bank of India, London ("Loans"), for repayment of amount due against the Bonds issued by Networks and for operational requirements of Networks/ its subsidiaries, respectively.

The Board of Directors at their meetings held on October 22, 2009 and December 2, 2009 approved the extending of Corporate Guarantees of USD 30 million each to Bank of Baroda, Dubai and Bank of India, London to facilitate the aforesaid Loans extended by the said banks to NDTV Networks Plc.

The aforesaid Loans have since been repaid and as a result the Corporate Guarantees extended by the Company to Bank of Baroda, Dubai and Bank of India, London, stand released.

However, in terms of provisions of Section 372A of the Companies Act, 1956 an approval of the Members is required in the event of a guarantee extended by the Company exceeding the prescribed limits i.e. 60% of the paid up share capital and free reserves or 100% of free reserves, whichever is more. As the aforesaid Corporate Guarantees exceed the prescribed limits, the approval of the Members is sought by way of Special Resolutions as set out in item Nos. 5 and 6 of the accompanying Notice, in terms of Section 372A of the Companies Act, 1956.

The Board recommends the special resolution(s) set forth at Item No. 5 and 6 of the Notice for the approval of the members.

None of the Directors of the Company is in any way concerned or interested in this resolution.

### **ITEM NO. 7**

The Board of Directors of the Company (the Board), appointed, pursuant to the provisions of Section 260 of the Companies Act, 1956 (the Act) and Article 83 of the Articles of Association of the Company, Mr. Pramod Bhasin as an Additional Director of the Company with effect from April 30, 2010.

In terms of the provisions of Section 260 of the Act, Mr. Bhasin would hold office upto the date of this Annual General Meeting.

The Company has received a notice in writing from a Member alongwith a deposit of Rs. 500/- proposing the candidature of Mr. Bhasin for the office of Director of the Company under the provisions of Section 257 of the Act.

Mr. Bhasin is recognized as a pioneer of BPO industry in India, having set up Genpact, the Business Process Outsourcing arm of GE, in 1997.

Mr. Bhasin is a Chartered accountant from Thomson McLintock & Co., London and holds a Bachelors of Commerce Degree from Delhi University. He served as the Chairman of India's National Association of Software & Services Companies (NASSCOM) for the year 2009-10. He brings with him 25 years of industry experience. Mr. Bhasin does not hold any shares in the company.

In view of his expertise and knowledge, it is in the best interests of the Company that Mr. Bhasin is appointed as a Director on its Board. Mr. Bhasin, if appointed, shall be liable to retire by rotation in accordance with the provisions of the Articles of Association of the Company.

None of the Directors of the Company, except Mr. Bhasin, is in any way concerned or interested in this resolution.

The Board recommends the ordinary resolution set forth at Item No. 7 of the Notice for the approval of the members.

### **ITEM NO. 8**

The Company recognizes the valuable contributions made by the Non-Executive Directors, for its development and profitability and it is felt that the time spent and contribution made by them be compensated adequately. Accordingly, it is proposed to make the payment of Rs. 25.00 Lacs to the Non-Executive Directors.

However, the Company has inadequate profits in the Financial Year ended 31st March, 2010 and will require approval from the Central Govt. before payment of remuneration to Non Executive Directors, in terms of provisions of the Companies Act, 1956. Therefore, it is proposed that an application be made to the Central Government seeking specific approval for the payment of the aforesaid amount of Rs. 25.00 Lacs to Non-Executive Directors for the Financial Year 2009-10.

Directors of the Company, except the Whole-time Directors, are concerned or interested in the Resolution to the extent of remuneration received by them.

The Board recommends the special resolution set forth at Item No. 8 of the Notice for the approval of the members.

#### **DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING**

(In pursuance of Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

##### **Mr. Vijaya Bhaskar Menon**

Mr. Vijaya Bhaskar Menon, a citizen of the United States, was born in India where he received a B.A. Honours degree from the University of Delhi after finishing school at the Doon School. He earned a Masters degree from Christ Church, Oxford University, and joined EMI Limited in London. He was appointed Chairman, Managing Director and Chief Executive of EMI's Indian subsidiary in 1964 and represented EMI as a Director on the Boards of several subsidiary and associated companies including Capitol Industries in the U.S.A. and Toshiba EMI Limited in Japan.

Mr. Menon has been a Director of the parent Boards of EMI Limited and Thorn EMI plc, Chairman of the Board and Chief Executive of Capitol Industries-EMI Inc, and of all its operating companies in North America including Capitol Records, the Merco & MusicDen Retail Group, Capitol Magnetic Products division, and of the Screen Gems and ColGems music publishing companies and of United Artists Records. He has been the Chairman of EMI Films Inc and EMI Television Programs Inc., and Chairman and President of the International Federation of the Phonographic Industry (IFPI), and a Director on the Board of the Recording Industry Association of America (RIAA).

In July 1990, Mr. Menon was appointed to the rank of "Chevalier De L'Ordre Des Arts Et Des Lettres"(Knight in the Order of Arts and Letters) by the French Minister of Culture.

Mr. Menon is Chairman and Chief Executive Officer of I.M.I.Inc. (International Media Investments) providing investment support and consultancy services for new and developing creative ventures in the entertainment, media and leisure businesses. In addition to the Company, he serves as a Director on the Boards of corporations in the U.S., Europe and Asia including Western India Plywoods Limited and the International Management Institute. Mr. Vijaya Bhaskar Menon does not hold any shares in the Company.

Mr. Vijaya Bhaskar Menon is a Chairman of the Remuneration Committee and a member of the Audit Committee of the Board of Directors of the Company.

Disclosure of relationships between directors inter-se: Mr. Menon is not related to any Director of the Company.

##### **Ms. Indrani Roy**

Ms. Indrani Roy is M.A. in English from Calcutta University. She has worked as Teacher in Kinderland, a K.G. school from 1977 to 1987. She was Secretary and Head of Administration, Institute of Cerebral Palsy (IICP) from 1987 to 2002. Ms. Indrani Roy is Peace Works Co-ordinator, Seagull Foundation for the Arts from 2003. She is also Member, Managing Committee of International Institute for Poverty Awareness & Education. Ms. Roy is Trustee, Lilabati Day Memorial Trust and also the Vice Chairman of the Board of Trustees, International Deaf Children Society. Ms. Indrani Roy does not hold any shares in the Company.

Ms. Indrani Roy is a Director on the Board of Mobar India Limited, NDTV News Limited and NDTV Media Limited.

Ms. Indrani Roy is the Chairperson of the Shareholder's Investors Grievance Committee and a Member of the Audit Committee of the Board of Directors of the Company.

Disclosure of relationships between directors inter-se: Ms. Indrani Roy is not related to any Director of the Company.

##### **Mr. Pramod Bhasin**

Mr. Pramod Bhasin has joined the Board on April 30, 2010 as an Additional Director.

Mr. Bhasin is recognized as a pioneer of BPO industry in India, having set up Genpact, the Business Process Outsourcing arm of GE, in 1997.

Mr. Bhasin is a Chartered accountant from Thomson McLintock & Co., London and holds a Bachelors of Commerce Degree from Delhi University. He served as the Chairman of India's National Association of Software & Services Companies (NASSCOM) for the year 2009-10. He brings with him 25 years of industry experience. Mr. Bhasin does not hold any shares in the company.

The companies in which Mr. Bhasin holds the directorship are Genpact Limited, NGEN Media Services Private Limited, NIIT Institute of Process Excellence Limited, Junior Achievement India Services and SKS Microfinance Limited.

Mr. Pramod Bhasin is a Member of the Audit Committee of the Board of Directors of the Company.

Disclosure of relationships between directors inter-se: Mr. Bhasin is not related to any Director of the Company.

**By Order of the Board  
For New Delhi Television Limited**

Date: July 2, 2010  
Registered Office: 207, Okhla Industrial Estate, Phase III,  
New Delhi-110020

**Anoop Singh Juneja  
Company Secretary**

**NEW DELHI TELEVISION LIMITED**  
**Registered Office : 207, Okhla Industrial Estate,**  
**Phase III, New Delhi-110 020**

**PROXY FORM**

I/We ..... of  
.....  
being member/s of NEW DELHI TELEVISION LIMITED hereby appoint .....  
..... of .....  
..... or failing  
him ..... of ..... as my/our proxy to  
vote for me/us and on my/our behalf at the 22<sup>ND</sup> ANNUAL GENERAL MEETING of the Company to be held on  
Wednesday, August 4, 2010 at 3.30 p.m. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010 and  
at any adjournment thereof.

In witness whereof, I/We have set my/our hand/ hands this ..... day of July/August, 2010.

Signed by the said .....

DP Id .....

Client Id .....

Folio No. ....

Number of shares held .....

Please affix  
Re. 1/-  
Revenue  
Stamp here

- NOTE :** 1. The proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. Proxy need not be a member of the Company.  
2. Please affix Re 1.00 revenue stamp on this form and the member should sign across the stamp.

**NEW DELHI TELEVISION LIMITED**  
**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 22<sup>ND</sup> ANNUAL GENERAL MEETING of the Company held on Wednesday, August 4, 2010 at 3.30 p.m. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010.

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

\* Strike out whichever is not applicable