

NEW DELHI TELEVISION LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NEW DELHI TELEVISION LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 7, 2013 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, 2013 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 Ms. Indrani Roy, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Amal Ganguli, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Price Waterhouse (FRN 301112E), 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 301112E, 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 at such terms and conditions, including remuneration, as may be finalized by the Board of Directors, in consultation with the Auditors.

RESOLVED FURTHER THAT Mr. K V L Narayan Rao, Executive Vice-Chairperson and Mr. Vikramaditya Chandra, Group CEO & Executive Director, be and are hereby authorised severally to finalise the terms of the appointment of Price Waterhouse, Chartered Accountants as Auditors of the Company, in the best interest of the Company.”

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 314(1) and other applicable provisions, if any, of the Companies Act, 1956, and subject to such other approvals as may be necessary, the consent of the Company, be and is hereby accorded for the payment of a remuneration of Rs. 5,00,000/- per month, to Dr. Prannoy Roy as Non – Executive Director, NDTV Networks Limited, a subsidiary of the Company, for the period from April 1, 2013 to March 31, 2015, in such a manner and proportion and on such terms and conditions, as decided by the Board of Directors of NDTV Networks Limited.

RESOLVED FURTHER THAT Mr. K V L Narayan Rao, Executive Vice - Chairperson and Mr. Anoop Singh Juneja, Company Secretary be and are hereby severally authorized to seek the necessary approvals as may be required in the matter and to prepare, sign and execute on behalf of the Company the requisite documents as may be required and to do all such acts, deeds and things as may be required, considered necessary or incidental for giving effect to the 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 314(1) and other applicable provisions, if any, of the Companies Act, 1956, and subject to such other approvals as may be necessary, the consent of the Company, be and is hereby accorded for the payment of a remuneration of Rs. 7,08,333/- per month, to Mr. K V L Narayan Rao as Non – Executive Director, NDTV Networks Limited, a subsidiary of the Company, for the period from April 1, 2013 to March 31, 2015, in such a manner and proportion and on such terms and conditions, as decided by the Board of Directors of NDTV Networks Limited.

RESOLVED FURTHER THAT Dr. Prannoy Roy and Mrs. Radhika Roy, Executive Co - Chairpersons and Mr. Anoop Singh Juneja, Company Secretary be and are hereby severally authorized to seek the necessary approvals, as may be required, in the matter and to prepare, sign and execute on behalf of the Company the requisite documents as may be required and to do all such acts, deeds and things as may be required, considered necessary or incidental for giving effect to the resolution.”

7. **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 Sections 198, 309 and other applicable provisions under the Companies Act, 1956 and subject to such other approvals as may be necessary, the approval of the Company, be and is hereby

accorded to the payment of the enhanced annual remuneration for the financial year ended March 31, 2013 to Non-Executive Directors of the Company, aggregating to Rs. 40.00 lacs, as detailed hereunder:

S.N.	Name of Non-Executive Directors	Amount (In Rs.)
1.	Mr. Amal Ganguli	14,75,000
2.	Mr. Vijaya Bhaskar Menon	9,25,000
3.	Mr. Pramod Bhasin	9,25,000
4.	Ms. Indrani Roy	6,75,000
	TOTAL	40,00,000

RESOLVED FURTHER THAT Dr. Prannoy Roy, Mrs. Radhika Roy, Executive Co-Chairpersons, Mr. K V L Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive 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 4, 2013
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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE DULY COMPLETED, STAMPED AND SIGNED PROXIES, 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.**
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 re-appointment 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 **Thursday, August 1, 2013 to Wednesday, August 7, 2013 (both days inclusive)** in connection with the Annual General Meeting.
5. Members are requested to:
 - i. 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 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 have any queries about accounts or operations of the Company, they are requested to send their queries in writing at least 7 working days, before the date of the meeting.
7. 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 to 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 Company's 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.
13. The Auditors' Certificate as required under Clause 14 of the SEBI (Employees Stock Options Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 shall be placed at the Annual General Meeting.
14. Pursuant to provisions of Sections 205A and 205C of the Companies Act, 1956, the Company has transferred unpaid / unclaimed dividend declared in the financial year 2005-06 to the Investor Education and Protection Fund (the Fund) of the Central Government. The unpaid/unclaimed dividend(s) declared in the financial year 2006-07 and thereafter, remaining unpaid or unclaimed for a period of seven years from the date the same became due for payment, will be transferred by the Company to Investor Education and Protection Fund (the Fund) of the Central Government. Members who have not encashed dividend warrants may approach the RTA for obtaining payment thereof.

Please note that no claim shall lie against the Fund or the Company, in respect of unpaid or unclaimed dividend after its transfer to the Fund.
15. In compliance with the "Green Initiative in Corporate Governance" as allowed by The Ministry of Corporate Affairs ("Ministry"), Government of India, vide its circular nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011, and communications from the Company dated June 2011 and dated June 2013, the Company shall send the Notice of this Annual General Meeting and Annual Report for the financial year 2012 -13, 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.

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

ITEM NO. 5 & 6

The Board of Directors of the Company at their meeting held on February 7, 2013 have approved the payment of remuneration to Dr. Prannoy Roy and Mr. K V L Narayan Rao as Non-Executive Directors of NDTV Networks Limited, a subsidiary of the Company. The remuneration to be paid to Dr. Prannoy Roy and Mr. K V L Narayan Rao, from NDTV Networks Limited, as set out in the aforesaid resolution(s), shall be effective from April 1, 2013 to March 31, 2015, in such a manner and proportion and on such terms and conditions, as decided by the Board of Directors of NDTV Networks Limited.

In terms of the provisions of Section 314(1) of the Companies Act, 1956, in view of Dr. Prannoy Roy and Mr. K V L Narayan Rao, being the directors of the Company, an approval of the members is required for the payment of remuneration to them, as Non-Executive Directors of NDTV Networks Limited, as mentioned above.

None of the Directors, except Dr. Prannoy Roy, Mrs. Radhika Roy (being a relative of Dr. Prannoy Roy) for item no. 5 and Mr. K V L Narayan Rao, for item no. 6, being interested, is in any way concerned or interested in this resolution(s).

The Board recommends the special resolution(s) set forth at item nos. 5 and 6 of the Notice, for the approval of the members.

ITEM NO. 7

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. 40.00 lacs to the Non-Executive Directors.

However, the Company will require approval from the Central Government 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. 40.00 lacs to Non-Executive Directors for the financial year 2012-13.

Directors of the Company, except the Executive Directors, are concerned or interested in this resolution to the extent of remuneration proposed to be paid to them.

The Board recommends the special resolution set forth at item no. 7 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)

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.

The Company in which Ms. Indrani Roy holds the directorship as on March 31, 2013, is as; NDTV Media Limited.

The Companies in which Ms. Indrani Roy holds the membership of Committees of the Board as on March 31, 2013, are as; 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. AMAL GANGULI

Mr. Amal Ganguli, a Non-Executive Independent Director, aged 73 years, is a scholar and having very wide spectrum of experience.

He is FCA (England and Wales), FBIM, Member, New Delhi Chapter, Institute of Internal Auditors (Florida), Alumnus-IMI (Geneva)- Course on Strategy. Mr. Amal Ganguli has been Qualified Senior Accountant/ Assistant Manager (1962-1964) with Griffin Stone Moscrop & Co., Chartered Accountants, London & Peat Marwick Mitchell & Co. London. He has been Manager, with Price Waterhouse Peat & Co., India (1964-1969). Mr. Ganguli has been partner with Price Waterhouse Peat & Co./ Price Waterhouse / Price Waterhouse Coopers, India (1969-2003).

Mr. Amal Ganguli has a wide range of experience in the field of statutory audits, internal audits, management audits, corporate and management reviews, reviews and implementation of systems, organisations and procedures, mergers and acquisitions, scheme of amalgamations, Company reorganizations and reconstructions, dispute analysis and resolution, income tax, international income tax, joint venture structures and agreements, cross border investments/projects, consulting projects funded by international funding agencies, Corporate Governance- structures, systems and procedures, board level involvement as independent board member. Mr. Amal Ganguli does not hold any shares in the Company.

The Companies in which Mr. Amal Ganguli holds the directorship as on March 31, 2013, are as; Maruti Suzuki India Limited, Tata Telecommunications Limited, Century Textiles and Industries Limited, ICRA Limited, HCL Technologies Limited, Triveni Turbine Limited, AVTEC Limited, Hughes Communications India Limited, Aricent Technologies (Holdings) Limited, Laurus Labs Private Limited, ML Infomap Private Limited, Tata Teleservices Maharashtra Limited and Manglam Cement Limited.

The Companies in which Mr. Amal Ganguli holds the membership of Committees of the Board as on March 31, 2013, are as; Maruti Suzuki India Limited (Audit Committee) (Chairperson), Tata Telecommunications Limited (Audit Committee) (Chairperson), Century Textiles and Industries Limited (Audit Committee)(Member), ICRA Limited (Audit Committee) (Member), HCL Technologies Limited (Audit Committee) (Chairperson), (Finance Committee) (Chairperson), New Delhi Television Limited (Audit Committee) (Chairperson), (Remuneration Committee)(Member), Triveni Turbine Limited (Audit Committee) (Member), (Remuneration Committee) (Member), Hughes Communications India Limited (Audit Committee)(Member), Aricent Technologies (Holdings) Limited (Audit Committee) (Member),(Remuneration Committee) (Member) and Tata Teleservices Maharashtra Limited (Audit Committee) (Member).

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

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

Date: July 4, 2013
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 25TH ANNUAL GENERAL MEETING of the Company to be held
on Wednesday, August 7, 2013 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, 2013.

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 25TH ANNUAL GENERAL MEETING of the Company held on Wednesday,
August 7, 2013 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