# NEW DELHI TELEVISION LIMITED NOTICE

NOTICE IS HEREBY GIVEN THAT THE 26<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NEW DELHI TELEVISION LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 8, 2014 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 statement of Profit and Loss for the financial year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
- 2. To appoint a Director in place of Mr. K.V.L. Narayan Rao (DIN: 00028711), who retires by rotation and being eligible, offers himself for re-appointment.
- 3. 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 pursuant to the provisions of Section 139 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed thereunder as amended from time to time, M/s. Price Waterhouse, Chartered Accountants, having Registration No. FRN 301112E, be and are hereby appointed as the Statutory 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 and out-of-pocket expenses (collectively "Auditor Remuneration"), as may be finalized by the Board of Directors, in consultation with the Auditors and that such remuneration may be paid on a progressive billing basis, in one or more instalments."

#### **SPECIAL BUSINESS:**

- 4. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:
  - "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company M/s Sanjay Gupta & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.
  - **RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."
- 5. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:
  - "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Amal Ganguli (DIN: 00013808), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years with effect from April 1, 2014.
  - **RESOLVED FURTHER THAT** Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director, Mr. Ajay Mankotia, President- Corporate Planning and Operations, be and are hereby severally authorized to do all such acts, deeds and things as may be required to give full effect to this resolution."
- 6. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:
  - "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Vijaya Bhaskar Menon (DIN: 00597913), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years with effect from April 1, 2014.
  - **RESOLVED FURTHER THAT** Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director, Mr. Ajay Mankotia, President- Corporate Planning and Operations, be and are hereby severally authorized to do all such acts, deeds and things as may be required to give full effect to this resolution."
- 7. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:
  - "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Pramod Bhasin (DIN: 01197009), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years with effect from April 1, 2014.

**RESOLVED FURTHER THAT** Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director, Mr. Ajay Mankotia, President- Corporate Planning and Operations, be and are hereby severally authorized to do all such acts, deeds and things as may be required to give full effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Ms. Indrani Roy (DIN: 01033399), a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years with effect from April 1, 2014.

**RESOLVED FURTHER THAT** Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director, Mr. Ajay Mankotia, President- Corporate Planning and Operations, be and are hereby severally authorized to do all such acts, deeds and things as may be required to give full effect to this resolution."

9. 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 152 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) and rules made thereunder and subject to such approvals as may be required, consent of the Company, be and is hereby accorded to the re-appointment of Dr. Prannoy Roy (DIN: 00025576), Executive Co - Chairperson, (who was appointed as non-rotational director), as a director whose period of office is liable to determination by retirement of directors by rotation, w.e.f. April 1, 2014 and other terms and conditions including designation of his appointment shall remain the same unless otherwise as may be decided by the Board and Members of the Company.

**RESOLVED FURTHER THAT** Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director, Mr. Ajay Mankotia, President-Corporate Planning and Operations, be and are hereby severally authorized to do all such acts, deeds and things as may be required to be undertaken towards obtaining the required approvals, if any, and/or otherwise to give full effect to this resolution including to sign, execute, submit application(s), agreement(s), document(s), letter(s) and other writing etc. with the Ministry of Corporate Affairs (MCA) or any other Authority as may be required in this regard."

10. 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 Sections 196, 197 read with Schedule V of the Companies Act, 2013 and 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 Act") and rules made thereunder and subject to the approval of Central Government, if necessary, and such other approvals as may be required, the consent of the Company, be and is hereby accorded to the re-appointment and payment of remuneration to Dr. Prannoy Roy (DIN: 00025576), as Executive Co-Chairperson of the Company, liable to retire by rotation, for a period of three years commencing from July 1, 2014, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:

Basic Salary: Rs. 46,50,000/- per annum, to be paid on monthly basis.

Perquisites and Allowances: All perquisites and allowances shall be restricted to a sum of Rs.35,00,000/- 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 Dr. Prannoy Roy as Executive Co-Chairperson of the Company, the above mentioned remuneration be paid to Dr. Prannoy Roy, 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 and settle any question or difficulty in connection therewith and incidental thereto.

**RESOLVED FURTHER THAT** Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director, Mr. Ajay Mankotia, President-Corporate Planning and Operations, be and are hereby severally authorized to inform all concerned of the aforesaid appointment including remuneration, and to present/file necessary intimation, application, notice, papers, forms, or any other document/deeds etc. before the Competent Authorities, if required, 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 by the Board of Directors to be in the best interest of the Company, as it may deem fit."

11. 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 Sections 196, 197 read with Schedule V of the Companies Act, 2013 and 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 Act") and rules made thereunder and subject to the approval of Central Government, if necessary, and such other approvals as may be required, the consent of the Company, be and is hereby accorded to the re- appointment and payment of remuneration to Mrs. Radhika Roy (DIN: 00025625), as Executive Co-Chairperson of the Company, for a period of three years commencing from July 1, 2014, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:

Basic Salary: Rs. 46,50,000/- per annum, to be paid on monthly basis.

Perquisites and Allowances: All perquisites and allowances shall be restricted to a sum of Rs.15,00,000/- 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 Mrs. Radhika Roy as Executive Co-Chairperson of the Company, the above mentioned remuneration be paid to Mrs. Radhika Roy, 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 and settle any question or difficulty in connection therewith and incidental thereto.

**RESOLVED FURTHER THAT** Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director, Mr. Ajay Mankotia, President-Corporate Planning and Operations, be and are hereby severally authorized to inform all concerned of the aforesaid appointment including remuneration, and to present/file necessary intimation, application, notice, papers, forms, or any other document/deeds etc. before the Competent Authorities, if required, 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 by the Board of Directors to be in the best interest of the Company, as it may deem fit."

#### 12. 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 197 read with Schedule V of the Companies Act, 2013 and 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 Act") (corresponding to erstwhile Sections 198, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956) and rules made thereunder and the Articles of Association of the Company and subject to the approval of Central Government, if necessary, and such other approvals as may be required, the consent of the Company, be and is hereby accorded for the revision in remuneration payable to Mr. K.V.L. Narayan Rao (DIN: 00028711), Executive Vice - Chairperson of the Company, for a period of three years commencing from April 1, 2013, on the 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 on paid on monthly basis.

Perquisites and Allowances: All perquisites and allowances shall be restricted to a sum of Rs. 36,11,628/- per annum, to be on paid on monthly basis.

Performance Bonus (one time payment): Rs. 30,00,000/-

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 and settle any question or difficulty in connection therewith and incidental thereto.

**RESOLVED FURTHER THAT** Dr. Prannoy Roy, Mrs. Radhika Roy, Executive Co – Chairpersons, Mr. Vikramaditya Chandra, Group CEO & Executive Director and Mr. Ajay Mankotia, President- Corporate Planning and Operations, be and are hereby severally authorized to seek the necessary approvals as may be required in the matter and to make, 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 aforesaid resolution or as otherwise considered by the Board of Directors to be in the best interest of the Company, as it may deem fit."

#### 13. 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 197 read with Schedule V of the Companies Act, 2013 and 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 Act") (corresponding to erstwhile Sections 198, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956) and rules made thereunder and the Articles of Association of the Company and subject to the approval of Central Government, if necessary, and such other approvals as may be required, the consent of the Company, be and is hereby accorded for the revision in remuneration payable to Mr. Vikramaditya Chandra (DIN: 01179738), Group CEO & Executive Director of the Company, for a period of three years commencing from April 1, 2013, on the terms and conditions as set out hereunder and as approved by the Board of Directors of the Company:

Basic Salary: Rs. 97,99,992/- per annum, to be paid on monthly basis.

Perquisites and Allowances: All perquisites and allowances shall be restricted to a sum of Rs. 42,00,012/- per annum, to be paid on monthly basis.

Performance Bonus (one time payment): Rs. 40,00,000/- (Rs. 30,00,000 accrued in the financial year ended March 31, 2013, the balance amount of Rs.10,00,000/- accrued in the financial year 2013-14).

Provident Fund: As per rules of the Company.

**RESOLVED FURTHER THAT** the approval of the Board be and is hereby accorded to the cost of ESOPs of subsidiary companies of New Delhi Television Limited, 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 Group CEO & 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 and settle any question or difficulty in connection therewith and incidental thereto.

**RESOLVED FURTHER THAT** Dr. Prannoy Roy, Mrs. Radhika Roy, Executive Co — Chairpersons, Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson and Mr. Ajay Mankotia, President- Corporate Planning and Operations, be and are hereby severally authorized to seek the necessary approvals as may be required in the matter and to make, 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 aforesaid resolution or as otherwise considered by the Board of Directors to be in the best interest of the Company, as it may deem fit."

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

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") (corresponding to erstwhile Sections 198, 309 and other applicable provisions, if any, of the Companies Act, 1956) and rules made thereunder and subject to such approvals as may be required, the approval of the Company, be and is hereby accorded to the payment of the enhanced annual remuneration, for the financial year ended 31st March, 2014, to Non-Executive Directors of the Company, aggregating to Rs. 42.00 Lacs, in the manner and proportion as detailed below:

Name of Non – Executive Directors	Annual Remuneration (Rs. Lacs)
Mr. Amal Ganguli	15
Mr. Vijaya Bhaskar Menon	10
Mr. Pramod Bhasin	10
Ms. Indrani Roy	7
Total	42

**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 & Executive Director, Mr. Ajay Mankotia, President-Corporate Planning and Operations, be and are hereby authorized severally for the purpose of making relevant application to the Central Government, if required, 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 and to do all such acts, deeds and things as may be required, considered necessary or incidental for giving effect to the aforesaid resolution or as otherwise considered by the Board of Directors to be in the best interest of the Company, as it may deem fit."

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

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") (corresponding to erstwhile Section 314(1) and other applicable provisions, if any, of the Companies Act, 1956) and rules made thereunder and subject to such approvals as may be required, the consent of the Company, be and is hereby accorded for the payment of remuneration to Mr. K.V.L. Narayan Rao (DIN: 00028711), as Non – Executive Director of NDTV Networks Limited, a subsidiary of the Company, w.e.f. April 1, 2013 till the remaining term of his appointment, i.e. up to March 31, 2015, of an amount of Rs. 8,33,335/- per month, in 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, Mrs. Radhika Roy, Executive Co – Chairpersons, Mr. Vikramaditya Chandra, Group CEO & Executive Director and Mr. Ajay Mankotia, President- Corporate Planning and Operations, be and are hereby severally authorized to seek the necessary approvals as may be required in the matter and to make, 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 aforesaid resolution or as otherwise considered by the Board of Directors to be in the best interest of the Company, as it may deem fit."

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

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") (corresponding to erstwhile Section 314(1) and other applicable provisions, if any, of the Companies Act, 1956) and rules made thereunder and subject to such approvals as may be required, the consent of the Company, be and is hereby accorded for the payment of remuneration to Mr. Vikramaditya Chandra as CEO of NDTV Networks Limited, a subsidiary of the Company, w.e.f. April 1, 2013, of an amount of Rs. 11,66,667/- per month, in 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, Mrs. Radhika Roy, Executive Co – Chairpersons, Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson and Mr. Ajay Mankotia, President- Corporate Planning and Operations, be and are hereby severally authorized to seek the necessary approvals as may be required in the matter and to make, 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 aforesaid resolution or as otherwise considered by the Board of Directors to be in the best interest of the Company, as it may deem fit."

Date: August 6, 2014

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) 2923 1740
Email:corporate@ndtv.com
Web:www.ndtv.com

K.V.L.Narayan Rao Executive Vice – Chairperson DIN - 00028711

#### 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 THE 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 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 business under Item Nos. 4 to 16 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.
- 3. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday**, **September 5**, **2014** to **Monday**, **September 8**, **2014** (**both days inclusive**) in connection with the Annual General Meeting.
- 4. 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. 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, email ID.
  - 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.
- 5. 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.
- 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. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send to the Company, a certified true copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
- 9. 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 prior to the date of the Annual General Meeting.
- 10. 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.
- 11. 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.
- 12. 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.
- 13. 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.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (<u>www.ndtv.com</u>), as also on the website of the Ministry of Corporate Affairs.

Notice

- 14. 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, instruction for e voting, along with the attendance slip, Proxy Form and Annual Report for the financial year 2013 -14, 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, physical copies of the aforesaid documents are being sent by the permitted mode.
- 15. 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 communication including Annual Report, Notices, Circulars etc. from the Company electronically.
- 16. Members may also note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report for the financial year 2013-14 will also be available on the Company's website <a href="www.ndtv.com">www.ndtv.com</a> and KARVY's website <a href="https://evoting.karvy.com">https://evoting.karvy.com</a> 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 post free of cost.
- 17. 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 the Registrar and Share Transfer Agent of the Company.

#### 18. E-voting

In compliance with provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at the 26th Annual General Meeting (AGM) on the resolutions mentioned in the notice by electronic means through e-voting services provided by Karvy Computershare Private Limited. The e-voting shall be open from September 2, 2014 (from 9.00 A.M. IST) to September 4, 2014 (at 6.00 P.M., IST) (both days inclusive). The e – voting module shall be disabled by KARVY for voting after 6.00 p.m. on September 4, 2014.

Mr. Hemant Kumar Singh, Practicing Company Secretary (Membership No: FCS - 6033) has been appointed as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

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, August 1, 2014, being the cut-off date (record 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 Scrutinizer shall, within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to Executive Co – Chairperson of the Company.

The Results of the e-voting along with the result of the poll conducted at the AGM and the Scrutinizer's Report shall be sent to stock exchanges, where the securities of the Company are listed and placed on the Company's website <a href="https://evoting.karvy.com">www.ndtv.com</a> and on the website of Karvy <a href="https://evoting.karvy.com">https://evoting.karvy.com</a> within two (2) days of passing of the resolutions at the AGM.

The detailed procedure and instructions for e-voting is as follows:

- 1. To use the following URL for e-voting: <a href="https://evoting.karvy.com">https://evoting.karvy.com</a>
- 2. Enter the login credentials i.e., user id and password. In case of a member whose E-mail ID is 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 same, the user id and password is mentioned in the email forwarding the Notice of AGM and Annual Report of the Company. In case of a member whose E-mail ID is not registered with the Registrar and Share Transfer Agent of the Company / Depository Participant(s) or in case of a member having requested for a hard copy of the same, the user id and password is mentioned in the "Electronic Voting Particulars" enclosed. Your Folio No/DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Karvy for e-voting, you shall use your existing User ID and password for casting your vote.
- 3. After entering the details appropriately, click on LOGIN.
- 4. You will reach the Password change menu wherein you are required to mandatorily change your 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 any contact details like mobile, email id etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 5. You need to login again with the new credentials.
- 6. On successful login, the system will prompt you to select the EVSN (Electronic Voting Sequence Number) as mentioned in the email forwarding the Notice of AGM and 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.
- 7. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option "ABSTAIN" in case you wish to abstain from voting.
- 8. Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- 9. Cast your vote by selecting an appropriate option and click on SUBMIT. 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.
- 10. Corporate / Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant certified true copy of Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at <a href="mailto:hemantsinghcs@gmail.com">hemantsinghcs@gmail.com</a> with a copy marked to <a href="mailto:evoting@karvy.com">evoting@karvy.com</a>. The scanned image of the above mentioned documents should be in the naming format "NDTV\_EVSN Number."
- 11. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently or vote on such resolution on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.
- 12. The Portal will remain open for voting from: 9.00 A.M. IST on September 2, 2014 to 6.00 P.M. IST on September 4, 2014 (both days inclusive). The e voting module shall be disabled by KARVY for voting after 6.00 p.m. on September 4, 2014.
- 13. The resolution(s) shall be deemed to be passed on September 8, 2014 subject to receipt of the requisite number of votes in favour of the resolution(s).
- 14. In case of any queries, you may refer the 'Frequently Asked Questions (FAQs) for shareholders' and 'e-voting user manual for shareholders', available at the download section of <a href="https://evoting.karvy.com">https://evoting.karvy.com</a> or contact Karvy Computershare Private Limited at 040-44655000 or at 1800 345 4001 (toll free).

#### 19. Poll at the Meeting

After all the items of the notice have been discussed, the Chairperson of the Meeting will order poll in respect of all the items. Poll will be conducted under the supervision of Mr. Prashant Kumar Balodia, Practicing Company Secretary (Membership No: FCS - 6047), Scrutinizer appointed for voting process in a fair and transparent manner. After conclusion of the poll, the Chairperson may declare the meeting as closed. The results of the poll aggregated with the results of evoting along with the Scrutinizer's Report shall be announced by the Company on its website: <a href="www.ndtv.com">www.ndtv.com</a> within two day from the date of AGM of the Company and on the website of Karvy <a href="https://evoting.karvy.com">https://evoting.karvy.com</a> and also informed to the stock exchanges where the securities of the Company are listed within two (2) days of the AGM.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 4

The Board had on June 25, 2014 on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Sanjay Gupta & Associates, Cost Accountants, to conduct the audit of the Cost records for the Financial Year ending March 31, 2015 and remuneration of Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) plus taxes and out-of-pocket expenses have been fixed for this propose.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year 2014-15 by way of an Ordinary Resolution is being sought from the members as set out at Item No. 4 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the Members.

#### ITEM NO. 5 TO 8

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Amal Ganguli, Mr. Vijaya Bhaskar Menon, Mr. Pramod Bhasin and Ms. Indrani Roy as Independent Directors, in compliance with the requirements of the said clause.

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The above Independent Directors have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management. The Company has, pursuant to Section 160 of the Companies Act, 2013 received a notice in writing proposing their candidature for appointment.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members in General Meeting for their approval.

The draft terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours upto the date of the Meeting.

Mr. Amal Ganguli, Mr. Vijaya Bhaskar Menon, Mr. Pramod Bhasin and Ms. Indrani Roy are interested in the resolutions set out at Item Nos. 5 to 8 of the Notice, which pertain to their respective appointments.

The relatives of Mr. Amal Ganguli, Mr. Vijaya Bhaskar Menon, Mr. Pramod Bhasin and Ms. Indrani Roy may be deemed to be interested in the resolution set out at Item Nos. 5 to 8 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 is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the ordinary resolution(s) set forth at item nos. 5 to 8 of the Notice for the approval of the members.

#### ITEM NO. 9, 10 & 11

In the Companies Act, 1956, at least two third of the Board of Directors ("the Board") of the Company including independent Directors were liable to retire by rotation.

Section 149 of the Companies Act, 2013 has been effective from April 1, 2014 and the provisions of said section makes independent directors out of the purview of directors who are liable to retire by rotation. As a result, the number of directors whose office is liable to retire by rotation falls below two-thirds of total number of directors as required under Section 152 of the said Act. In order to comply with the provisions of Section 152 of the said Act, the Board has proposed the re-appointment of Dr. Prannoy Roy, as a Director liable to retire by rotation from being a non - rotational director, w.e.f. April 1, 2014. The re-appointment for change in term of Dr. Prannoy Roy shall not be deemed to constitute as break in his tenure of Executive Co – Chairperson and he will be eligible to continue as Executive Co – Chairperson of the Company.

The Company at its Annual General Meeting dated September 27, 2012, had appointed including payment of remuneration to Dr. Prannoy Roy and Mrs. Radhika Roy as Executive Co – Chairpersons of the Company with effect from July 1, 2011, which were subject to the approvals of Central Government under the provisions of Companies Act, 1956.

The Central Government vide its approval letters dated 18<sup>th</sup> October, 2012 and 19th October 2012, approved the appointment of Dr. Prannoy Roy and Mrs. Radhika Roy, respectively, w.e.f. July 1, 2011 and the payment of remuneration for a period of three years i.e. upto June 30, 2014.

As the terms of payment of remunerations for which the approvals had been granted by the Central Government under the Companies Act, 1956 is expired on June 30, 2014 and in view of implementation of Companies Act, 2013, the Board of Directors of the Company in their meeting held on May 8, 2014, considering the valuable contributions made by Dr. Prannoy Roy and Mrs. Radhika Roy in managing the affairs of the Company and on the recommendation by the Nomination and Remuneration Committee, have approved, under the provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013, the reappointment including payment of remuneration to Dr. Prannoy Roy and Mrs. Radhika Roy as Executive Co-Chairpersons of the Company for a period of three years with effect from July 1, 2014, on their current remuneration and as per the terms and conditions as set out in the resolution(s). 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.

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 re-appointments and payment of remuneration, as aforesaid, to the Directors is subject to the approvals by the Company in a General Meeting and the Central Government, if necessary, in accordance with the relevant provisions of the Companies Act, 2013 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 Companies Act, 2013, are enclosed in a separate statement and forms a part of this notice.

Dr. Prannoy Roy and Mrs. Radhika Roy are interested in the resolutions set out respectively at Item Nos. 9, 10 and 11 of the Notice, which pertain to their respective re-appointments and remuneration payable to each of them.

The relatives of Dr. Prannoy Roy and Mrs. Radhika Roy may be deemed to be interested in the resolutions set out respectively at Item Nos. 9, 10 and 11 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. 9, 10 and 11 of the Notice for the approval of the members.

#### **ITEM NO. 12 & 13**

The Company at its Annual General Meeting dated September 27, 2012, had appointed including payment of remuneration to Mr. K.V.L. Narayan Rao as Executive Vice – Chairperson and Mr. Vikramaditya Chandra as Executive Director of the Company, w.e.f. July 29, 2011 and November 1, 2011, respectively, which were subject to the approvals of Central Government under the provisions of Companies Act, 1956.

The Central Government vide its letters dated 29<sup>th</sup> November, 2012 and 25th October, 2012 exempted the payment of remuneration to Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra, respectively, w.e.f. July 14, 2011, from the approvals of Central Government.

In view of their capabilities and contribution made towards the growth of the Company and considering the fact that their remuneration had not been revised for the financial year 2012 – 13, the Board of Directors of the Company, at its meeting held on August 5, 2013 and on the recommendation by the Nomination and Remuneration Committee, have revised the remuneration of Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra, as specified in the resolutions, w.e.f. April 1, 2013 under the applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956.

The applicable provisions, if any, of the Companies Act 2013 is come in force from 1st April, 2014 although the Board of Directors and Nomination and Remuneration Committee have already approved the revision in remuneration of Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra before said date, as per the applicable provision of the Companies Act, 1956. However, the Company in order to comply with all the applicable provision of the Companies Act, 2013 in letter and spirit, is seeking approval of Members of the Company under Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to erstwhile Sections 198, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956), subject to the approval of Central Government, if necessary.

These revisions in remuneration are subject to the approval of Members of the Company by way of Special Resolutions and Central Government, if necessary.

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 revised remuneration, as aforesaid, to the Directors, is subject to the approvals by the Company in a General Meeting and the Central Government, if necessary, in accordance with the relevant provisions of the Companies Act, 1956 read with Schedule XIII of the said Act, 1956 and / or the Companies Act, 2013 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 XIII of the Companies Act, 1956 and / or of Schedule V of the Companies Act, 2013, 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. 12 and 13 of the Notice, which pertain to their respective revision in 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. 12 and 13 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. 12 and 13 of the Notice for the approval of the members.

# STATEMENT, PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE XIII TO THE COMPANIES ACT, 1956 AND / OR SCHEDULE V TO THE COMPANIES ACT, 2013

#### I. General Information

1. Nature of Industry

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

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		
	2011-2012	2012-2013	2013-2014
Revenue	4086.81	4018.56	3631.64
Net Profits / (Loss) (Before Tax)	(173.96)	(195.04)	(531.04)
Dividend %	-	-	-

5. Export performance and net foreign exchange collaborations:

Earning in Foreign Currency (accrual basis)

(Rs. In million)

Particulars	As at March 31, 2014	As at March 31, 2013
Advertisement Revenue*	55.30	31.80
Subscription Revenue*	147.63	131.95
Total	202.93	163.75

<sup>\*</sup>Out of the above Rs. 50.74 million (Previous year Rs. 24.16 million) relates to NDTV Lifestyle Limited.

Foreign investments or collaborators, if any:

Please refer the notes no. 11.1 and 11.2 to financial statements of the Company, for the period ended March 31, 2014.

#### II. Information

1. Background details

#### **Dr. Prannoy Roy**

Dr. Prannoy Roy, Executive Co- Chairperson, is one of the leading psephologists and political analysts in India. He is the recipient of the prestigious Leverhulme fellowship for his Doctorate and a scholarship to study at the Haileybury, a leading public school in England. Dr. Roy has a doctorate in Economics from the Delhi School of Economics, Bachelors in Economics from the Queens Mary College, London University and is a Qualified Chartered Accountant from London.

He is the co-promoter of New Delhi Television Limited and has overseen the growth of the organization from a small production house in 1988 to a successful network today that runs three 24 hour channels.

#### Mrs. Radhika Roy

Mrs. Radhika Roy is an Eng (Hons) Graduate from Delhi University and a qualified speech pathologist from Oldrey Fleming School in London. She has also completed a course in television production from the Tisch School of Arts, New York University. She has been associated with the television media since 1988 and has experience of more than 30 years

as a journalist and over 21 years as a television producer. She has been in charge of production of news and current affairs programmes, various live election specials and budget specials in NDTV.

She is the co-promoter of New Delhi Television Limited and has overseen the growth of the organization from a small production house in 1988 to a successful network today that operates three 24 hour channels.

#### Mr. K.V.L. Narayan Rao

Mr. K.V.L. Narayan Rao has been with the Company since 1995 and is responsible for overall performance of the Company. Previously, he has served the Indian Government as an Indian Revenue Services officer from 1979 to 1994 in different roles including Deputy Commissioner of Income Tax, Representative on the Income tax Appellate Tribunal and Deputy Secretary in the Ministry of Defence. Prior to 1979, he was the sub-editor of Indian Express.

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 IIAP, 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.

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 and 'Gadget Guru' along with several other special shows.

Mr. Chandra has been one of the pioneers in social programming for public interest and has anchored three GREENATHON's that raised money for solar lanterns and is now involved with the "Save our Tigers" campaign.

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 where he did a course in Mass Media.

#### 2. Past Remuneration

The details of past remuneration are given below:

Particulars: Remuneration paid during financial year 2013 - 14:

(Amount in Rs.)

Name of the Directors	Salary*	Perquisites	Cost attributable to ESOP	Total
Dr. Prannoy Roy	57,94,234	2,68,275	-	60,62,509
Mrs. Radhika Roy	57,98,404	2,68,275	-	60,66,679
Mr. K.V.L. Narayan Rao	1,30,00,023	67,169	-	1,30,67,192
Mr. Vikramaditya Chandra	1,62,64,402	21,600	14,02,684	1,76,88,686
Total	4,08,57,063	6,25,319	14,02,684	4,28,85,066

<sup>\*</sup>Salary includes allowances, bonus and contribution towards provident fund.

# 3. Recognition or awards

#### **Dr. Prannoy Roy**

During 1985-1987, Dr. Prannoy Roy was associated with the Ministry of Finance, Government of India as Economic Advisor. He has been involved with the television media since 1980 as a commentator on elections and from 1984 as one of the premier anchorpersons in India in terms of credibility, analytical depth and presentational quality. He has been adjudged the television personality of the millennium by the Indian Express poll and has contributed to various national and international publications. He has been felicitated by many organizations. Some of the key awards received by him are:

- Priyadarshini Academy Bombay, Felicitations Award for explicit coverage of world news on TV and analysis of trends in elections awarded in 1990
- Dynasty Culture Club Hall of Fame award for Best Anchor Person in 1991
- TV & Video Award for Best Anchor Person in 1993
- B. D. Goenka Award for excellence in Journalism in 1994 and 1995
- Maharana Mewar Foundation Award for contribution to Journalism in 1996
- Runner-up for Best News Presenter / Anchor in the Asian television Awards in 1997

- · Goodwill Tour Award from Habib Public School, Karachi awarded in 1997
- Indian Dance theatre "Best Personality of the Year" awarded in 1998
- Screen Videocon Award for "Lifetime Achievement" awarded in 1998
- Limca Book of Records "Person of the year" awarded in 1998
- Ernst & Young Entrepreneur of the year award (Media).
- Thoppil Gopalakrishnan Memorial Award for Excellence in Journalism
- · Indian News Television Award for Lifetime Achievement
- Indian News Broadcasting Award for Trusted News Anchor in 2008
- Indian News Broadcasting Award for The Hall of Fame for Lifetime Contribution to Industry in 2009

#### Mrs. Radhika Roy

Mrs. Radhika Roy is the co-winner of the Ernst & Young Entrepreneur of the Year award for the information, communication and entertainment in the year 2003. Mrs. Radhika Roy received ENBA(exchange4Media)- Lifetime Achievement Award in 2012.

#### Mr. K.V.L. Narayan Rao

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 IIAP, Paris.

#### 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, the Indian Television Academy Award for Best Anchor for a Talk Show amongst other coveted recognitions.

### 4. Job profile and suitability

#### **Dr. Prannoy Roy**

As Executive Co - Chairperson of the Company, Dr. Roy is responsible for the overall performance of the Company. He has been instrumental in giving direction to the entire team of NDTV and has been responsible for monitoring their performance on regular basis.

#### Mrs. Radhika Roy

As Executive Co - Chairperson of the Company, Mrs. Roy is responsible for the overall performance of the company. She has been instrumental in giving direction to the entire team of NDTV and has been responsible for monitoring their performance on regular basis.

During her association with NDTV, Mrs. Roy has shown the highest levels of commitment and adheres to the highest standards of journalism. She leads by personal example and has assured the success of the Company over the last 25 years.

Keeping in view of her contribution to the Company since her appointment, the Board considers her re-appointment to be in the best interests of the Company. The Board is confident that Mrs. Radhika Roy's management capabilities will enable the Company progress further.

# Mr. K.V.L. Narayan Rao

Mr. K.V.L. Narayan Rao, Executive Vice - Chairperson, has been with NDTV since 1995 and is responsible for overall performance of the 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 revision in his 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 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.

In his previous assignment, as CEO of NDTV Convergence Limited, Mr. Vikramaditya Chandra helped in building up the website and mobile business of the NDTV group. Under his able guidance the convergence business had grown manifold, with the page views for the site <a href="https://www.ndtv.com">www.ndtv.com</a> reached over 500 million. This was a period of turnaround for NDTV Convergence, as it turned from a loss making entity to a profitable business. Earlier, as CEO of NDTV Networks Plc, Mr. Chandra was in charge of the NDTV Group's foray into the non-news space, including the areas of entertainment, lifestyle and consultancy.

Mr. Vikramaditya Chandra has also been appointed as Group CEO of NDTV Group. As CEO, Mr. Chandra will have overall authority and responsibility for all aspects of the company: corporate, operational and channel performance.

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

#### 5. Remuneration proposed

As set out above in the Notice. The remunerations of Dr. Prannoy Roy, Mrs. Radhika Roy, Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra have the approvals of the Board and Nomination and Remuneration Committee.

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 2013 -14 was as follows:

(Amount in Rs.)

Name of the Directors	Salary*	Perquisites	Cost attributable to ESOP	Total
Dr. Prannoy Roy	57,94,234	2,68,275	-	60,62,509
Mrs. Radhika Roy	57,98,404	2,68,275	-	60,66,679
Mr. K.V.L.Narayan Rao	1,30,00,023	67,169	-	1,30,67,192
Mr. Vikramaditya Chandra	1,62,64,402	21,600	14,02,684	1,76,88,686
Total	4,08,57,063	6,25,319	14,02,684	4,28,85,066

<sup>\*</sup>Salary includes allowances, bonus and contribution towards provident fund.

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:

Dr. Prannoy Roy and Mrs. Radhika Roy are related to each other. Further, Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra are not related to any Director of the Company.

#### III. Other Information

1. Reasons for loss or inadequate profits

While the signs of the global recession seem to be waning away, it's after effects continue to impact the industry as a whole. As a result of the same the revenues of the Company, like all Media Companies, which are predominantly dependent on advertising for their revenues, have been impacted. Consequently, the profitability of the Company has also been affected.

2. Steps taken or proposed to be taken for improvement

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

- Focus on News
- Extensive reach and market share
- · Renowned team of journalists and quality employee base
- Strong marketing and advertising sales
- Strong Distribution and High connectivity
- State-of-the-art technology and infrastructure
- Brand name recognition

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 endeavour 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 are given at appropriate places in the Corporate Governance Report annexed to the Directors' Report.

#### ITEM NO. 14

The Company recognizes the valuable contributions made by the Non-Executive Directors, for its development 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. 42.00 lacs to the Non-Executive Directors.

As the remuneration proposed to be paid to Non – Executive Directors pertains to the financial year 2013 -14, the Company will require the approval from the Central Government before payment of remuneration to said Directors as per applicable provisions of the Companies Act, 1956 and / or as per applicable provisions, if any, of the Companies Act, 2013. 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. 42.00 lacs to Non-Executive Directors for the financial year 2013-14.

Mr. Amal Ganguli, Mr. Vijaya Bhaskar Menon, Mr. Pramod Bhasin and Ms. Indrani Roy are interested in the resolution set out at Item No. 14 of the Notice, which pertain to their respective remuneration payable to each of them.

The relatives of Mr. Amal Ganguli, Mr. Vijaya Bhaskar Menon, Mr. Pramod Bhasin and Ms. Indrani Roy may be deemed to be interested in the resolution set out at Item No. 14 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 this resolution.

The Board recommends the special resolution set forth at item no. 14 of the Notice for the approval of the members.

#### **ITEM NO. 15 & 16**

The Board of Directors of the Company at their meeting held on August 5, 2013 have approved the payment of remuneration to Mr. K.V.L. Narayan Rao as Non-Executive Director and Mr. Vikramaditya Chandra as CEO of NDTV Networks Limited, a subsidiary of the Company. The remuneration to be paid to Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra, from NDTV Networks Limited, as set out in the aforesaid resolution(s), shall be effective from April 1, 2013, in such a manner and proportion and on such terms and conditions, as decided by NDTV Networks Limited. In terms of the applicable provisions, if any, of the Companies Act, 2013 (corresponding to erstwhile Section 314(1) and any other applicable provisions, if any, of the Companies Act, 1956), in view of Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra, being the directors of the Company, an approval of the members is required for the payment of remuneration to them from NDTV Networks Limited, a subsidiary of the Company, as mentioned above.

Mr. K.V.L. Narayan Rao and Mr. Vikramaditya Chandra are interested in the resolutions set out respectively at Item Nos. 15 and 16 of the Notice, which pertain to their respective revision in 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. 15 and 16 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. 15 and 16 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)

#### **DR. PRANNOY ROY**

Dr. Prannoy Roy, Executive Co - Chairperson, is one of the leading psephologists and political analysts in India. He is the recipient of the prestigious Leverhulme fellowship for his Doctorate and a scholarship to study at the Haileybury, a leading public school in England. Dr. Roy has a doctorate in Economics from the Delhi School of Economics, Bachelors in Economics from the Queen Mary College, London University and is a Qualified Chartered Accountant from London.

During 1985-1987, Dr. Prannoy Roy was associated with the Ministry of Finance, Government of India as Economic Advisor. He has been involved with the television media since 1980 as a commentator on elections and from 1984 as one of the

premier anchorpersons in India in terms of credibility, analytical depth and presentational quality. He has been adjudged the television personality of the millennium by the Indian Express poll and has contributed to various national and international publications. He has been felicitated by many organizations. Dr. Prannoy Roy holds 10276991 Equity Shares in the Company as on August 1, 2014.

The Companies in which Dr. Roy holds the directorship as on March 31, 2014, are as:

New Delhi Television Limited, NDTV Convergence Limited, NDTV Labs Limited, NDTV Worldwide Limited, NDTV Networks Limited, NDTV Lifestyle Holdings Limited, NDTV Investments Private Limited, RRPR Holding Private Limited, Green Channel Foundation and NDTV Ethnic Retail Limited.

The Companies in which Dr. Roy holds the membership of Committees of the Board as on March 31, 2014, are as:

New Delhi Television Limited (Stakeholders Relationship Committee) (Member), NDTV Labs Limited (Audit Committee) (Chairperson), NDTV Convergence Limited (Audit Committee) (Member), NDTV Worldwide Limited (Audit Committee) (Member), NDTV Lifestyle Holdings Limited (Audit Committee) (Chairperson) and NDTV Networks Limited (Audit Committee) (Member).

Disclosure of relationships between directors inter-se: Dr. Prannoy Roy and Mrs. Radhika Roy are related to each other being relative.

#### MRS. RADHIKA ROY

Mrs. Radhika Roy, Executive Co - Chairperson, is an English (Hons) Graduate from Delhi University and a qualified speech pathologist from Oldrey Fleming School in London. She has also completed a course in television production from the Tisch School of Arts, New York University. She has been associated with the television media since 1988 and has experience of more than 30 years as a journalist and over 21 years as a television producer. She has been in charge of production of news and current affairs programmes, various live election specials and budget specials in NDTV.

She is the co-promoter of New Delhi Television Limited and has overseen the growth of the organisation from a small production house in 1988 to a successful network today; that operates three 24 hour channels. Mrs. Radhika Roy holds 10524249 equity shares in the Company as on August 1, 2014.

The Companies in which Mrs. Roy holds the directorship as on March 31, 2014, are as:

New Delhi Television Limited, NDTV Lifestyle Limited, NDTV Convergence Limited, NDTV Lifestyle Holdings Limited, NDTV Networks Limited, NDTV Worldwide Limited, NDTV Investments Private Limited, RRPR Holding Private Limited, NDTV Ethnic Retail Limited and Thought Arbitrage Research Institute (TARI) (Member of the Governing Body).

The Companies in which Mrs. Roy holds the membership of Committees of the Board as on March 31, 2014, are as:

New Delhi Television Limited (Stakeholders Relationship Committee) (Member), NDTV Convergence Limited (Audit Committee) (Member), NDTV Lifestyle Limited (Audit Committee) (Member), NDTV Worldwide Limited (Audit Committee) (Member) and NDTV Lifestyle Holdings Limited (Audit Committee) (Member).

Disclosure of relationships between directors inter-se: Ms. Radhika Roy and Dr. Prannoy Roy are related to each other being relative.

#### MR. AMAL GANGULI

Mr. Amal Ganguli, a Non-Executive Independent Director, aged 74 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, organizations 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, 2014, are as:

Maruti Suzuki India Limited, Tata Communications Limited, Century Textiles and Industries Limited, ICRA Limited, New Delhi Television 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, 2014, are as:

Maruti Suzuki India Limited (Audit Committee) (Chairperson), Tata Communications 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), (Restructuring Committee) (Chairperson), 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.

#### 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 as 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.

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.

The Companies in which Mr. Vijaya Bhaskar Menon holds the directorship and the membership of committees of the Board as on March 31, 2014, are as:

New Delhi Television Limited (Audit Committee) (Member), (Remuneration Committee) (Member) and Western Indian Plywoods Limited (Audit Committee) (Member).

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

#### MR. PRAMOD BHASIN

Mr. Pramod 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 brings with him 25 years of industry experience.

Mr. Pramod Bhasin was earlier an Officer of General Electric (GE). His career with GE and RCA spanned 25 years across the US, Europe and Asia. He was most recently the head of GE Capital in India and in Asia, having earlier worked with GE Capital's Corporate and Finance Group in Stamford, Connecticut, USA. Mr. Bhasin does not hold any shares in the company.

The Companies in which Mr. Bhasin holds the directorship and the membership of committees of the Board as on March 31, 2014, are as:

New Delhi Television Limited (Audit Committee) (Member), Skills Academy Private Limited, Inception Advisory Private Limited, DLF Limited (Audit Committee) (Member) and SRF Limited.

Disclosure of relationships between directors inter-se: Mr. Bhasin 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.

The Companies in which Ms. Indrani Roy holds the directorship as on March 31, 2014, are as:

NDTV Media Limited and New Delhi Television Limited.

The Companies in which Ms. Indrani Roy holds the membership of Committees of the Board as on March 31, 2014, are as:

New Delhi Television Limited (Stakeholders Relationship Committee formerly known as Shareholders' Investors' Grievance Committee) (Chairperson), (Audit Committee) (Member).

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

#### MR. K.V.L. NARAYAN RAO

Mr. K.V.L. Narayan Rao has been with the Company since 1995 and is responsible for the Human Resources, Administration and Operations of the Company. Previously, he has served the Indian Government as an Indian Revenue Services Officer from 1979 to 1994 in different roles including Deputy Commissioner of Income Tax, Representative on the Income Tax Appellate Tribunal and Deputy Secretary in the Ministry of Defence. Prior to 1979, he was the sub-editor of Indian Express.

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 IIAP, Paris. Mr. K.V.L. Narayan Rao holds 122288 Equity Shares in the Company as on August 1, 2014.

The Companies in which Mr. Rao holds the directorship as on March 31, 2014, are as:

New Delhi Television Limited, NDTV Media Limited, NDTV Convergence Limited, NDTV Labs Limited, NDTV Worldwide Limited, NDTV Networks Limited, NDTV Lifestyle Holdings Limited, News Broadcasters Association and Metronation Chennai Television Limited.

The Companies in which Mr. Rao holds the membership of Committees of the Board as on March 31, 2014, are as:

New Delhi Television Limited (Stakeholders Relationship Committee) (Member), (Audit Committee) (Member), NDTV Labs Limited (Audit Committee) (Member), NDTV Convergence Limited (Audit Committee) (Chairperson), NDTV Worldwide Limited (Audit Committee) (Chairperson), NDTV Networks Limited (Audit Committee) (Chairperson) and NDTV Lifestyle Holdings Limited (Audit Committee) (Member).

Disclosure of relationships between directors inter-se: Mr. K.V.L. Narayan Rao is not related to any Director of the Company.

By Order of the Board For New Delhi Television Limited

Date: August 6, 2014
Registered Office:

207, Okhla Industrial Estate, Phase III, New Delhi-110020, India

CIN - L92111DL1988PLC033099 Tel: (91-11) 4157 7777, 2644 6666

Fax: (91-11) 2923 1740
Email:corporate@ndtv.com
Web:www.ndtv.com

K.V.L.Narayan Rao Executive Vice – Chairperson DIN - 00028711

# **NEW DELHI TELEVISION LIMITED**

CIN: L92111DL1988PLC033099

Registered Office: 207, Okhla Industrial Estate, Phase III, New Delhi-110020, India

# **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 / PR	OXY (IN BLOCK LETTERS)	
I certify that I am a member / prox	ry for the member, of the Company.	
	e 26TH ANNUAL GENERAL MEETING o m, Subroto Park, Dhaula Kuan, New De	of the Company held on Monday, September 8, 2014 lhi – 110 010.
		Signature of the Member/ Proxy/ Representative*

<sup>\*</sup>Strike out whichever is not applicable

## **PROXY FORM**

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

# NEW DELHI TELEVISION LIMITED CIN: L92111DL1988PLC033099 Registered Office: 207, Okhla Industrial Estate, Phase III, New Delhi – 110 020

Name of the member(s):		E	e-mail id:		
Registered Address		*	Folio No./ Client Id: DP Id:		
I/We, being the member(s)	of	_ shares of New D	elhi Televis	ion Limited, hereby app	point:
1)	Address	ha	aving e-mai	l id	or falling him
2)	Address	ha	aving e-mai	il id	or falling him
3)	Address	ha	avinge-mail	id	
and whose signature(s) are	appended below as my/our p	proxy to attend and	vote (on a p	ooll) for me/us and on m	ny/our behalf at

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 **26th Annual General Meeting** of the Company, to be held on Monday, September 8, 2014 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:

Item Nos.	Resolutions number(s)	For	Against	Abstain
1.	To receive, consider and adopt the audited statement of Profit and Loss for the financial year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon			
2.	To appoint a Director in place of Mr. K.V.L. Narayan Rao, who retires by rotation and being eligible, offers himself for re-appointment			
3.	Appointment of auditors of the Company and fixing their remuneration			
4.	Ratification of appointment of the Cost Auditor for the Financial Year ending March 31, 2015			
5.	Appointment of Mr. Amal Ganguli as an Independent Director			
6.	Appointment of Mr. Vijaya Bhaskar Menon as an Independent Director			
7.	Appointment of Mr. Pramod Bhasin as an Independent Director			
8.	Appointment of Ms. Indrani Roy as an Independent Director			
9.	Re-appointment of Dr. Prannoy Roy as a Director liable to retire by rotation			

<sup>\*</sup> Applicable for members holding shares in electronic form.

Item Nos.	Resolutions number(s)	For	Against	Abstain
10.	Re-appointment of Dr. Prannoy Roy as Executive Co - Chairperson			
11.	Re-appointment of Mrs. Radhika Roy as Executive Co - Chairperson			
12.	Revision in remuneration of Mr. K.V.L. Narayan Rao, Executive Vice - Chairperson			
13.	Revision in remuneration of Mr. Vikramaditya Chandra, Group CEO & Executive Director			
14.	Annual Remuneration to Non – Executive Directors for the financial year 2013 – 14			
15.	Approval for payment of remuneration to Mr. K.V.L. Narayan Rao as Non – Executive Director of NDTV Networks Limited, Subsidiary Company			
16.	Approval for payment of remuneration to Mr. Vikramaditya Chandra as CEO of NDTV Networks Limited, Subsidiary Company			

Please
affix Re. 1/
- Revenue
Stamp here
Clamp Horo

Signed this	day of	2014	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.
- (3) Please affix Rs. 1 revenue stamp on this form and the member should sign across the stamp.
- (4) 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.
- \*\*(5) 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' or 'Abstain' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
  - (6) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (7) 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.

NOTES:	

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