

NDTV

NEW DELHI TELEVISION LIMITED

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”) and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and further pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) as amended from time to time, and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of New Delhi Television Limited, a public limited company incorporated under the Companies Act, 1956 (the “**Company**”) as special businesses through postal ballot/ e-voting:

- a) Re-appointment of Dr. Prannoy Roy as Executive Co-Chairperson of the Company and payment of remuneration;
- b) Re-appointment of Mrs. Radhika Roy as Executive Co-Chairperson of the Company and payment of remuneration;
- c) Sale of entire equity stake by NDTV Lifestyle Holdings Limited, NDTV Convergence Limited and NDTV Worldwide Limited, each a material subsidiary of the Company, in NDTV Ethnic Retail Limited, another material subsidiary of the Company, to Nameh Hotels & Resorts Private Limited; and
- d) Sale of 2% equity stake by NDTV Networks Limited, a material subsidiary of the Company, in NDTV Lifestyle Holdings Limited (Lifestyle Holdings), another material subsidiary of the Company, to Nameh Hotels & Resorts Private Limited and thereby ceasing the control over Lifestyle Holdings and NDTV Lifestyle Limited, another material subsidiary of the Company.

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

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form, record their assent (for) or dissent (against) therein by filling necessary details and return the same in original duly completed and signed in the enclosed postage-prepaid self-addressed Business Reply Envelope (if posted in India). Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the postage-prepaid self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) along with necessary documents, if any, should reach the Scrutinizer(s) not later than 5:00 P.M. IST on June 21, 2017 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

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

The Scrutinizer(s) will submit their report(s) to Executive Co-Chairperson(s) / any other Director of the Company after completion of the scrutiny of the postal ballot forms (including e-voting). The results of the postal ballot shall be declared at 04:00 P.M on Friday, June 23, 2017 at the registered office of the Company and displayed on the Notice Board of the Company at its registered office and corporate office besides being communicated to the Stock Exchanges. The results shall also be displayed on the website of the Company, i.e. www.ndtv.com and on the website of Registrar and Share Transfer Agent – Karvy Computershare Private Limited (“**KARVY**”).

ITEM NO. 1

RE-APPOINTMENT OF DR. PRANNOY ROY AS EXECUTIVE CO-CHAIRPERSON OF THE COMPANY AND PAYMENT OF REMUNERATION

To consider and, if thought fit, to give assent/dissent, to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 200 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to the approval of Central Government, if necessary, and such other approvals as may be required, the consent of the members of the Company, be and is hereby accorded for re-appointment and payment of remuneration to Dr. Prannoy Roy (DIN: 00025576) as Executive Co-Chairperson of the Company, whose office of Director shall be liable to retire by rotation, for a period of three years commencing from July 1, 2017, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:

- o Basic Salary: Upto Rs. 46,50,000/- per annum, to be paid on monthly basis.
- o Perquisites, Allowances, Bonus etc.: All perquisites, allowances, bonus etc. shall be restricted to a sum of Rs. 35,00,000/- per annum, to be paid on monthly basis.
- o 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, for time being in force or any statutory modification or re-enactment thereof and settle any question or difficulty in connection therewith and incidental thereto.

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

ITEM NO. 2

RE-APPOINTMENT OF MRS. RADHIKA ROY AS EXECUTIVE CO-CHAIRPERSON AND PAYMENT OF REMUNERATION

To consider and, if thought fit, to give assent/dissent, to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 200 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, if necessary and such other approvals as may be required, the consent of the members of the Company, be and is hereby accorded for 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, 2017, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:

- o Basic Salary: Upto Rs. 46,50,000/- per annum, to be paid on monthly basis.
- o Perquisites, Allowances, Bonus etc.: All perquisites, allowances, bonus etc. shall be restricted to a sum of Rs.15,00,000/- per annum, to be paid on monthly basis.
- o 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, for time being in force or any statutory modification or re-enactment thereof and settle any question or difficulty in connection therewith and incidental thereto.

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

ITEM NO. 3

SALE OF ENTIRE EQUITY STAKE BY NDTV LIFESTYLE HOLDINGS LIMITED, NDTV CONVERGENCE LIMITED AND NDTV WORLDWIDE LIMITED, EACH A MATERIAL SUBSIDIARY OF THE COMPANY, IN NDTV ETHNIC RETAIL LIMITED, ANOTHER MATERIAL SUBSIDIARY OF THE COMPANY, TO NAMEH HOTELS & RESORTS PRIVATE LIMITED

To consider and, if thought fit, to give assent/dissent, to the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with Regulation 24 and other applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 110 and other applicable provisions of the Companies Act 2013, if any, and rules and regulations made thereunder (including any statutory modifications, amendments, or re-enactments of any of them for the time being in force), the Memorandum of Association and Articles of Association of the Company and subject to requisite approval(s), if any, of the concerned statutory and regulatory authorities and such other consents, permissions and sanctions, as may be required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to authorise the Company to exercise its rights and take all actions as may be required to effectuate the sale of the entire equity shares held and owned by NDTV Lifestyle Holdings Limited ("Lifestyle Holdco"), NDTV Convergence Limited ("Convergence") and NDTV Worldwide Limited ("Worldwide"), each a public limited company incorporated under the Companies Act, 1956 and each a material subsidiary of the Company, in NDTV Ethnic Retail Limited, a public limited company incorporated under the Companies Act, 1956 ("Ethnic"), another material subsidiary of the Company, which constitutes in the aggregate approximately 99.92% (Ninety Nine point Nine Two Percent) of the total issued, subscribed and fully paid up share capital of Ethnic, at a price per share in an amount of INR 3.6518 per equity share to Nameh Hotels & Resorts Private Limited, a company incorporated in India under the provisions of the Companies Act, 1956.

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

ITEM NO. 4

SALE OF 2% EQUITY STAKE BY NDTV NETWORKS LIMITED, A MATERIAL SUBSIDIARY OF THE COMPANY, IN NDTV LIFESTYLE HOLDINGS LIMITED (LIFESTYLE HOLDINGS), ANOTHER MATERIAL SUBSIDIARY OF THE COMPANY, TO NAMEH HOTELS & RESORTS PRIVATE LIMITED AND THEREBY CEASING THE CONTROL OVER LIFESTYLE HOLDINGS AND NDTV LIFESTYLE LIMITED, ANOTHER MATERIAL SUBSIDIARY OF THE COMPANY.

To consider and, if thought fit, to give assent/dissent, to the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with Regulation 24 and other applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 110 and other applicable provisions of the Companies Act 2013, if any, and rules and regulations made thereunder (including any statutory modifications, amendments, or re-enactments of any of them for the time being in force), the Memorandum of Association and Articles of Association of the Company and subject to requisite approval(s), if any, of the concerned statutory and regulatory authorities and such other consents, permissions and sanctions, as may be required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter

referred to as the “Board”) to authorise the Company to exercise its rights and take all actions as may be required to effectuate the sale of certain portion of the equity shares held and owned by NDTV Networks Limited, a public limited company incorporated under the Companies Act, 1956 (“Networks”), a material subsidiary of the Company, in NDTV Lifestyle Holdings Limited, a public limited company incorporated under the Companies Act, 1956 (“Lifestyle Holdco”), another material subsidiary of the Company, constituting 2% of the total issued, subscribed and fully paid-up share capital of Lifestyle Holdco, at a price per share in an amount of INR 17.7247 per equity share to Nameh Hotels & Resorts Private Limited, a company incorporated in India under the provisions of the Companies Act, 1956, and consequently will cease to exercise exclusive control over Lifestyle Holdco and its subsidiary, NDTV Lifestyle Limited, another material subsidiary of the Company.

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

May 11, 2017
New Delhi

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

Registered Office:
207, Okhla Industrial Estate, Phase III,
New Delhi-110020, India
CIN - L92111DL1988PLC033099
Tel: (91-11) 4157 7777, 2644 6666
Fax: (91-11) 4986 2990
Email: corporate@ndtv.com
Web: www.ndtv.com

**Navneet Raghuvanshi
Company Secretary
M. No.: A14657**

Notes

1. The Company is providing the facility for voting by electronic means and the special businesses may be transacted through such e-voting.
2. The Explanatory Statements pursuant to Section 102 read with section 110 of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, setting out material facts and the reasons for the proposed special resolutions, in respect of the special businesses under Item No. 1 to 4 as set out above and details required under Regulation 36 of the Listing Regulations in respect of Directors seeking re-appointment through postal ballot/electronic voting (e-voting), are annexed hereto and form part of the Notice.
3. The Postal Ballot Notice, the Postal Ballot Form along with postage-prepaid self-addressed Business Reply Envelope is being sent to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. Friday, May 5, 2017.
4. The Postal Ballot Notice along with the Postal Ballot Form is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company’s Registrar and Share Transfer Agent – Karvy Computershare Private Limited (“KARVY”) (in case of physical shareholding) unless he / she has requested for a hard copy of documents. For Members whose email addresses are not registered or in case of a Member having requested for hard copy of documents, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, May 5, 2017 will be considered for the purpose of voting.
6. Resolutions approved by the members through postal ballot (including e-voting) shall be deemed to have been passed as if these have been passed at a General Meeting of the members convened in that behalf.
7. **The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms shall be treated as invalid.**

8. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to corporate@ndtv.com. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
10. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form from the web link: <https://evoting.karvy.com> or from the "Postal Ballot" under "Investor Section" on the Company's website: www.ndtv.com, where the Postal Ballot Notice along with form is displayed and send the duly completed and signed Postal Ballot Form along with necessary documents, if any, so as to reach the Scrutinizer before 05:00 P.M. IST on June 21, 2017.
11. **Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, May 5, 2017. Please note that a person who is not a Member as on the said cut-off date shall treat this Notice for information purposes only.**
12. In compliance with Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of Listing Regulations, the Company has provided facility to all the members to exercise their votes through electronic means as an option and have engaged the services of KARVY as the Authorized Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are mentioned in this Notice.
13. A member cannot exercise his vote by proxy on postal ballot.
14. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage-prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 P.M. IST) on June 21, 2017. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 P.M. IST on June 21, 2017, it will be considered that no reply from the Member has been received.
15. The Scrutinizer(s) will submit their report(s) to Executive Co-Chairperson(s)/ any other Director of the Company after completion of the scrutiny of the postal ballot forms (including e-voting). The results of the postal ballot shall be declared at 04:00 P.M. on Friday, June 23, 2017 at the registered office of the Company and displayed on the Notice Board of the Company at its registered office and its corporate office beside being communicated to the Stock Exchanges. The results shall be displayed on the website of the Company, i.e. www.ndtv.com and on the website of KARVY on the same date.
16. The resolution(s), if approved by the requisite majority, shall be deemed to have been passed on the last date of voting i.e. June 21, 2017.
17. All the material documents referred to in the notice and explanatory statements will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till June 21, 2017.
18. **Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent/ Depository Participant(s) for sending future communication(s) in electronic form.**
19. **E – Voting**

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

E-voting is optional. The e - voting rights of the members / beneficiary owners shall be reckoned in proportion to their shares of the paid up share capital of the Company as on Friday, May 5, 2017, being the cut-off date for the purpose. Members of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically during the e-voting period.

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

1. **A. In case a member receives an e-mail from KARVY** [for members whose e-mail addresses are registered with the Company / Depository Participant(s) unless he / she has requested for a hard copy of documents]:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. User ID and initial password) as provided in the e-mail forwarding the Postal Ballot Notice along with Postal Ballot Form. Your Folio No. /DP ID along with Client ID (For NSDL) / 16 digits beneficiary ID (For CDSL), will be your User ID. However, if you are already registered with KARVY for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800 3454 001 for your existing password.
 - (iii) After entering these details appropriately, click on “LOGIN”.
 - (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the E-Voting Event Number for New Delhi Television Limited.
 - (vii) On the voting page, you will see resolutions description and against the same the option ‘FOR/ AGAINST’ for voting. Enter the number of shares (which represents the number of votes) as held by member as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as mentioned in the Postal Ballot Form or in the e-mail sent to you.
 - (viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (ix) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - (x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the resolutions.**
 - (xi) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: hemantsinghcs@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “NDTV_3013”
 - B. In case a member receives physical copy of the Postal Ballot Notice along with Postal Ballot Form by courier** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s) or in case of a member having requested for a hard copy of documents]:
 - (i) User ID and initial password are provided at the bottom of the enclosed Postal Ballot Form.
 - (ii) Please follow all steps from sr. no. (i) to (xi) as mentioned in (A) above, to cast your vote.
2. **Once the vote on resolution(s) is cast by a member, the member shall not be allowed to change it subsequently.**

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

Commencement of voting : From 9.00 a.m. (IST) on May 23, 2017

End of voting : At 5.00 p.m. (IST) on June 21, 2017 (both days inclusive)

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 (“the Act”) AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Item No. 1 and 2

The Company at its Annual General Meeting (AGM) held on September 8, 2014, had approved the appointment and 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.

As the approval term for appointment and payment of remuneration to Dr. Prannoy Roy and Mrs. Radhika Roy is expiring on June 30, 2017, it is proposed to re-appoint Dr. Prannoy Roy and Mrs. Radhika Roy as Executive Co-Chairpersons of the Company for a period of three years w.e.f. July 1, 2017.

Considering the valuable contribution made by Dr. Prannoy Roy and Mrs. Radhika Roy in the growth of the Company, the Board of Directors of the Company, on the recommendation by the Nomination and Remuneration Committee of the Board (NRC), at their meeting held on February 10, 2017 have approved the re-appointment and 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, 2017 on the terms and conditions as set out in the resolution(s). There is no change in the proposed remuneration and terms & conditions than what was approved by the members of the Company at their AGM held on September 8, 2014.

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

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

The re-appointments and payment of remuneration, as aforesaid, to the Directors is subject to the approval of Members of the Company by way of Special Resolutions and the Central Government, if necessary, in accordance with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act.

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, Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India 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 no. 1 and 2 of the Notice, which pertain to their respective re-appointment 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 No. 1 and 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / 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 no. 1 and 2 of the Notice for the approval of the members of the Company.

Item No. 3

NDTV Lifestyle Holdings Limited ("**Lifestyle Holdco**"), NDTV Convergence Limited ("**Convergence**"), and NDTV Worldwide Limited ("**Worldwide**"), each a public limited company incorporated under the Companies Act, 1956 and each a material subsidiary of the Company, hold and own a certain number of equity shares of face value INR 10 per share, respectively, in NDTV Ethnic Retail Limited, a public limited company incorporated under the Companies Act, 1956 ("**Ethnic**"), another material subsidiary of the Company, aggregating to approximately 99.92% (Ninety Nine point Nine Two Percent) of the total issued, subscribed and fully paid up share capital of Ethnic.

In view of the substantial additional funds necessary for the growth and success of Ethnic, the Board of Directors of the Company (hereinafter referred to as the "**Board**"), at its meeting held on May 5, 2017, has agreed to sell the Company's consolidated shareholding in Ethnic, which in the aggregate constitutes 99.92% (Ninety Nine point Nine Two Percent) of the total issued, subscribed and fully paid-up share capital of Ethnic, held by Lifestyle Holdco, Convergence and Worldwide (collectively referred to as "**Ethnic Shareholders**"). The Board has agreed to the sale of the equity shares in Ethnic to Nameh Hotels & Resorts Private Limited, a company incorporated under the Companies Act, 1956 ("**Purchaser**"), as per the terms given below.

The sale by each of Lifestyle Holdco, Convergence and Worldwide, of the shares they hold and own in Ethnic, respectively, aggregating to 99.92% (Ninety Nine point Nine Two Percent) of the total issued, subscribed and fully paid up share capital of Ethnic ("**Sale Share I**") to the Purchaser will be at a price of INR 3.6518 per equity share, in accordance with the terms of the share purchase agreement dated May 5, 2017, executed amongst Ethnic, the Ethnic Shareholders, the Purchaser and Mr. Kamaljeet Singh Ahluwalia, an existing shareholder of Ethnic (hereinafter referred to as the "**Share Purchase Agreement**"). The price per share mentioned above at which each of Lifestyle Holdco, Convergence and Worldwide are selling their respective shares in Ethnic to the Purchaser represents the fair value of the shares of Ethnic. The fair valuation report of the shares of Ethnic had been prepared by Duff & Phelps, a SEBI Registered Category I Merchant Banker, for the purposes of infusion of funds by Lifestyle Holdco into Ethnic. A copy of such report is available with the Company. Please note that the transfer of the Sale Share I is subject to certain conditions precedent contained in the Share Purchase Agreement. A copy of such Share Purchase Agreement is available with the Company.

With the completion of the transfer of Sale Shares I from each of the Ethnic Shareholders to the Purchaser, the control and management of Ethnic and Indianroots Retail Private Limited, its subsidiary, will be transferred to the Purchaser and Ethnic will cease to be a material subsidiary of the Company.

Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting, except in certain specified cases. Lifestyle Holdco, Worldwide and Convergence, each being a material subsidiary of the Company in terms of the 'Policy for Determining "Material Subsidiaries"', are required to seek approval of the members of the Company for divesting from Ethnic completely.

In view of the aforesaid, your Directors recommend the said special resolution for your approval, as they feel the same to be in the best interest of the Company.

The Purchaser is not related to any Director/ key managerial personnel/ promoters of the Company, or any of their relatives, or otherwise connected with them, directly or indirectly; nor is it a substantial shareholder of Convergence, Worldwide, Ethnic or of the Company, except that the Purchaser, upon completion of the transactions contemplated in Item No. 4 below (as described therein), will become a controlling shareholder of Lifestyle Holdco. However, the Purchaser is an entity controlled by Mr. Karan Pal Singh, a Director on the Board of Directors of Ethnic.

None of the promoters, Directors, key managerial personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise in this resolution, except as members to the extent of their shareholding in the Company and its subsidiaries.

Item No. 4

NDTV Networks Limited, a public limited company incorporated under the Companies Act, 1956 ("**Networks**"), a material subsidiary of the Company, holds and owns a certain number of equity shares, having face value of INR 10 per share, in NDTV Lifestyle Holdings Limited (Lifestyle Holdco), which constitutes 51% (Fifty One Percent) of the issued, subscribed and fully paid-up share capital of Lifestyle Holdco, another material subsidiary of the Company.

The Board of the Company, with the objective of offering growth opportunities for its lifestyle business, has, at its meeting held on May 5, 2017, consented to the sale by Networks of a certain portion of the shares held and owned

by it in Lifestyle Holdco, constituting 2% of the issued, subscribed and paid-up share capital of Lifestyle Holdco. The Board has approved bringing in a strategic investor, Nameh Hotels & Resorts Private Limited, a company incorporated under the Companies Act, 1956 (“**Purchaser**”) to expand and grow the businesses of Lifestyle Holdco and consequently enhance the overall financial position of the NDTV Group. The Purchaser is an entity controlled by Mr. Karan Pal Singh, an individual who is currently a Director on the Board of NDTV Ethnic Retail Limited, a subsidiary of the Company.

The sale by Networks of certain shares it holds and owns in Lifestyle Holdco constituting 2% of the total issued, subscribed and paid-up share capital of Lifestyle Holdco (“**Sale Share II**”) to the Purchaser will be at a price of INR 17.7247 per equity share in accordance with the terms of the share purchase agreement dated May 5, 2017, entered amongst Networks, Lifestyle Holdco and the Purchaser (“**Share Purchase Agreement 2**”). Lifestyle Holdco is the holding company of NDTV Lifestyle Limited, a company incorporated under the Companies Act, 1956 (“**Lifestyle**”), which owns and operates the NDTV Goodtimes business, comprising primarily of the NDTV Goodtimes television channel and other related digital content and assets and owns 99.60% (Ninety nine point six zero percent) equity shares of Lifestyle.

The price per share mentioned above at which Networks is selling its shares in Lifestyle Holdco to the Purchaser represents the fair value of the shares of Lifestyle Holdco, which has been certified by Duff & Phelps, a SEBI Registered Category I Merchant Banker, a copy of which is available with the Company. Please note that the purchase of the Sale Shares II by the Purchaser from Networks is subject to certain conditions being satisfied, as set forth in the Share Purchaser Agreement 2, including the Purchaser undertaking a series of transactions for the purchase of shares, that would along with the sale of the Sale Shares II by Networks to the Purchaser, result in the Purchaser gaining control over Lifestyle Holdco and its business. A copy of such Share Purchase Agreement 2 is available with the Company.

Pursuant to the completion of the aforementioned transfer of the Sale Shares II by Networks to the Purchaser, the control of Lifestyle Holdco will be transferred to the Purchaser upon completion of the conditions precedent of the Share Purchase Agreement 2 (including the Purchaser undertaking a series of transactions for the purchase of shares of Lifestyle Holdco) and Lifestyle Holdco along with Lifestyle will cease to be a material subsidiary of the Company. Networks and the Purchaser will enter into a shareholders’ agreement to govern their rights and obligations inter-se Lifestyle Holdco.

Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 provides that no company shall dispose of shares in material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease to exercise control over the subsidiary without passing a special resolution in its general meeting, except in certain specified cases. Networks, being a material subsidiary of the Company in terms of the ‘Policy for Determining “Material Subsidiaries”, is required to seek approval of the members of the Company for the said Transaction.

In view of the aforesaid, your Board of Directors recommend the said special resolution for your approval, as they feel the same to be in the best interest of the Company.

The Purchaser is not related to any Director/ key managerial personnel/ promoters, or any of their relatives of the Company, or otherwise connected with them directly or indirectly; nor is it a substantial shareholder of Networks, Lifestyle Holdco, Lifestyle or of the Company, except that the Purchaser, upon completion of the conditions precedent of the Share Purchase Agreement 2 (including the Purchaser undertaking a series of transactions for the purchase of shares of Lifestyle Holdco), will become a substantial shareholder of Lifestyle Holdco.

None of the promoters, Directors, key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution, except as members to the extent of their shareholding in the Company and its subsidiaries.

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

I. General Information

1. *Nature of Industry:*

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

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

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

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

Not Applicable

4. *Financial performance based on given indicators:*

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

(Rs. In million)

Financial Parameter	Years ended		
	2013-2014	2014-2015	2015-2016
Revenue	3631.64	4,339.30	4,341.51
Net Profits / (Loss) (before exceptional and extraordinary items and tax)	(531.04)	(58.82)	(210.59)
Dividend %	-	-	-

5. Foreign investments or collaborators, if any:

The Company has investment in Astro Awani Network Sdn Bhd and holding 1,712,250 Equity Shares of RM 1/- each Fully Paid Up.

II. Information about the appointee(s)

1. *Background details*

Dr. Prannoy Roy

Recognised as a pioneer of India's news television, Dr. Prannoy Roy has moved with ease from qualifying as a professional Chartered Accountant and Economist to being India's most well known TV Anchor. Known for his ability to land interviews with political and other personalities, his interviewing style is firm but never rude. He works deftly, proving that things don't have to get ugly to get real. Among the global leaders and Heads of State that Dr. Roy has interviewed have been Boris Yeltsin, Bill Gates, Gordon Brown, Tony Blair, David Cameron, Colin Powell, Parvez Musharraf, the Dalai Lama, Amartya Sen, David Frost, India's Prime Ministers and almost every politician, and celebrity stars like Richard Gere, Ashley Judd, Bon Jovi, Amitabh Bachchan, Shah Rukh Khan and Aamir Khan.

Graduating with First Class Honours from Queen Mary College, London, Dr. Prannoy Roy then continued his academic career to earn a PhD from the Delhi School of Economics. His academic awards include the Leverhulme Trust (UK) Fellowship, Queen Mary College Prize for results at B Sc and an OPOS Scholarship at the Doon School to study at Hayleybury (UK).

He has been an Economic Advisor in the Finance Ministry, Govt of India, and an Associate Professor at the Delhi School of Economics, where he developed a macro-econometric forecasting model for the Indian economy. He has also been a Consultant to the accountancy firm Price, Waterhouse, India.

But Dr. Roy's heart has been with the Television Industry since 1984 when he, along with his journalist wife Mrs. Radhika Roy, launched a television production house called New Delhi Television. A trained Psephologist, Prannoy debuted as the new centre point of televised coverage of India's General Elections. His predictions of the results proved to be uncannily accurate. But it was his ability to translate complicated facts into simple analysis that turned him into the journalist that India would depend on, night after night, for its news. Since then he has anchored thousands of hours of news, live coverage of elections and the Government's annual budget.

In addition to winning numerous international and national awards for his programmes, 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 the lead Anchor for election Analysis and Budget specials on India's national television network Doordarshan and lead Anchor for BBC World's Question Time India.

From the path-breaking *The World This Week* (nominated as one of India's 5 best television programmes since Independence) to the first private news on Doordarshan *The News Tonight*, and producing India's first 24-hour news channel, Dr. Roy, with Mrs. Radhika Roy, has taken NDTV to being in the forefront of every single news revolution.

Over the years Dr. Roy has been keenly aware of the need to focus on a number of social issues through innovative CSR campaigns like the Greenathon, which is now an annual event, 7 Wonders of India and the Save Our Tigers campaign, which won the Best Public Service Campaign for a Brand by a News Channel in 2011. All of these have garnered massive public support and are a commendable attempt at preserving the environment and India's natural heritage. In 2010 and 2011 in the field of education he spearheaded the Support My School and Marks for Sports campaigns. The Jeene ki Aasha campaign which focuses on Maternal and Childcare issues around the country was launched in 2011 with the Gates Foundation, and its impact has already been felt with some improvement in healthcare services. Dr. Roy was the first to recognize that deserving people from all walks of life need to be honoured, which he does with the Indian of The Year Awards.

Led by Dr. Roy and Mrs. Roy as its Co-Chairpersons, Co-Founders and mentors, NDTV today has expanded into a multiple channel network with some of the most watched and most respected news and lifestyle channels, which continue to raise the standards of journalism with their innovative programming and uncompromising integrity. Incisive and creative, these channels target the global Indian with news that is credible, true and fast. NDTV 24x7 is the only English News Channel from India which is beamed in the UK, USA, Canada, South Africa, Middle East, Australia, New Zealand, Mauritius and most of the SAARC countries to reach out to the Indian Diaspora.

Mrs. Radhika Roy

Mrs. Radhika Roy is co-founder of New Delhi Television and has been Executive Co-Chairperson of the Board since July 2011. NDTV was founded in 1988 and has grown from being a news production company into a full-fledged broadcaster in April 2003, now running three 24-hour news channels as well as a lifestyle channel, available all across India, the Middle East, Europe, South Africa and the United States.

Mrs. Roy has been a journalist for over 35 years. She began her career in news television in 1988, when, after a course in television production at New York University's Tisch School of Arts, she co-founded New Delhi Television with Dr. Prannoy Roy and became Executive Producer of *The World This Week*, rated one of the best five current affairs shows on Indian television in the last 50 years. She broke new ground in Indian media, both as producer of India's first-ever privately produced nightly news show, *The News Tonight*, and as producer of India's first twenty-four-hour news channel, *Star News*. Mrs. Roy has also produced several live election and budget special programs. For five years she produced the *Star News* channel, which consisted of news bulletins in English and Hindi, and was part of the Murdoch-owned *Star TV* bouquet of channels.

In 2003, NDTV became a broadcaster in its own right when Mrs. Roy spearheaded the launching of two NDTV 24-hour news channels, NDTV 24x7 and NDTV India. A 24-hour business channel, *Profit* was launched two years later and a lifestyle channel, *Good Times* followed in 2007.

As Managing Director and Executive Producer until 2011, Mrs. Roy has won several awards, including the Ernst & Young Entrepreneur of the Year Award in 2003 (Information, Communication and Entertainment) for her pioneering work at NDTV.

Led by Mrs. Roy and Dr. Roy as its Co-Chairpersons, Co-Founders and mentors, NDTV today has expanded into a multiple channel network with some of the most watched and most respected news and lifestyle channels, which continue to raise the standards of journalism with their innovative programming and uncompromising integrity. Incisive and creative, these channels target the global Indian with news that is credible, true and fast. NDTV 24x7 is the only English News Channel from India which is beamed in the UK, USA, Canada, South Africa, Middle East, Australia, New Zealand, Mauritius and most of the SAARC countries to reach out to the Indian Diaspora.

2. Past Remuneration

The details of past remuneration paid during financial year 2015 – 16:

(Amount in Rs.)

Name of the Directors	Salary*	Perquisites	Total
Dr. Prannoy Roy	70,00,000	3,00,589	7,300,589
Mrs. Radhika Roy	57,98,404	3,00,589	6,098,993

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

During the financial year 2015-16, Dr. Prannoy Roy was paid professional fee of Rs. 47,98,404/- from Company.

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
- Mumbai Press Club Red Ink Awards for Journalism - Lifetime Achievement Award in April 2015
- Lal Bahadur Shastri National Award 2015 - Excellence in Public Administration, Academics and Management.

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.

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 their association with NDTV, Mrs. Roy and Dr. Roy have shown the highest levels of commitment and adhere to the highest standards of journalism. They lead by personal example and have assured the success of the Company for more than 25 years.

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

5. *Remuneration proposed*

As set out above in the Notice. The remuneration of Dr. Prannoy Roy and Mrs. Radhika Roy has the approval of the Board and Nomination and Remuneration Committee of the Board.

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

The remuneration paid to above mentioned Directors for the financial year 2015-16 was as follows:

(Amount in Rs.)

Name of the Directors	Salary*	Perquisites	Total
Dr. Prannoy Roy	70,00,000	3,00,589	7,300,589
Mrs. Radhika Roy	57,98,404	3,00,589	6,098,993

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

During the financial year 2015-16, Dr. Prannoy Roy was paid professional fee of Rs. 47,98,404/- from the Company.

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 they are not related to any other Director or Key Managerial Personnel of the Company.

III. Other Information

1. *Reasons for loss or inadequate profits*

During the financial year 2015 - 2016, the Company incurred a loss of Rs. 216.10 million.

Summary of the Statement of Profit and Loss for the year ended 31st March 2016 is given below:

Rs. in million

Particulars	For the year ended March 31,	
	2016	2015
Profit & Loss Account at the beginning of the year	(1,993.37)	(1,737.62)
Add: Profit/(Loss) for the year	(216.10)	(255.75)
Profit/(Loss) Carried forward to balance sheet	(2209.47)	(1993.37)

The loss during the financial year 2015 – 2016 is mainly attributable to lower Subscription income and Advertisement revenue, along with higher outgo towards marketing and promotional expense.

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

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

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

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

For the quarter ended March 31, 2017:

- NDTV Group turned profitable by recording a net profit of Rs. 5 crore for the quarter compared to a loss of Rs. 1 crore in the same quarter previous year.
- NDTV Group's costs as a part of strategic initiatives have gone down significantly by 17% from Rs. 164 crore in same quarter previous year to Rs. 137 crore in the current quarter.
- NDTV Group EBITDA has increased by Rs. 15.4 crore from Rs. 8.3 crore in same quarter previous year to Rs. 23.7 crore in the current quarter.
- NDTV's Hindi news channel "NDTV India", the only Non-tabloid Hindi news channel in the India, makes a profit of Rs.7 crores this quarter alone.
- NDTV Convergence Limited, subsidiary of the Company, posted 100% jump in net profit to Rs. 8 crore for the quarter compared to Rs. 4 crore in the same quarter previous year.

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

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

IV. Disclosures

The disclosures in respect of remuneration package and other details of both the Directors for financial year 2015–2016 were provided at appropriate places in the Corporate Governance Report annexed to the Directors' Report of financial year 2015–2016.

Further, the disclosures in respect of remuneration package and other details of both the Directors for financial year 2016–2017 will be provided at appropriate places in the Corporate Governance Report will be annexed to the Directors' Report of the ensuring Annual General Meeting of the Company, to be held for financial year 2016-2017.

V. Disclosure of relationships between directors inter-se

Dr. Prannoy Roy and Mrs. Radhika Roy are related to each other.

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

Dr. Prannoy Roy and Mrs. Radhika Roy do not hold directorship in any other listed entity except for New Delhi Television Limited.

THE OTHER DETAILS OF THE ABOVE MENTIONED DIRECTORS ARE AS UNDER:

Name of the Directors	Dr. Prannoy Roy	Mrs. Radhika Roy
DIN	00025576	00025625
Age (in years)	67	67
Remuneration sought to be paid	Dr. Prannoy Roy had been earlier appointed as Executive Co-Chairperson of the Company, for a period of three years commencing from July 1, 2014, along with remuneration, by the members of the Company in their 26th Annual General Meeting (AGM) held on September 8, 2014. No increase has been proposed in the remuneration payable to Dr. Roy than what was approved by the members in above mentioned AGM.	Mrs. Radhika Roy had been earlier appointed as Executive Co-Chairperson of the Company, for a period of three years commencing from July 1, 2014, along with remuneration, by the members of the Company in their 26th Annual General Meeting (AGM) held on September 8, 2014. No increase has been proposed in the remuneration payable to Mrs. Roy than what was approved by the members in above mentioned AGM.

Terms and Conditions of appointment(s)	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.
Justification for choosing the appointees as Independent Director	N.A.	N.A.
Remuneration last drawn from the Company	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.
Date of first appointment on the Board of Directors of the Company	September 08, 1988	September 08, 1988
Shareholding in the Company (as on the date of Postal Ballot Notice)	1,02,76,991 equity shares*	1,05,24,249 equity shares*
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Dr. Prannoy Roy is husband of Mrs. Radhika Roy Further he is not related with any other Director and Key Managerial Personnel of the Company	Mrs. Radhika Roy is wife of Dr. Prannoy Roy Further she is not related with any other Director and Key Managerial Personnel of the Company
Number of Board meetings attended during the financial year 2016-17	5**	4**
List of Directorships held in other companies, as on March 31, 2017***	• NDTV Convergence Limited ¹ • NDTV Labs Limited	• NDTV Convergence Limited ²
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2017****	• NDTV Convergence Limited Audit Committee -Chairman ¹	NIL

¹ Dr. Roy stepped down as Director of NDTV Convergence Limited w.e.f April 14, 2017 and consequently ceased to be the Chairman of the audit committee.

² Mrs. Roy stepped down as Director of NDTV Convergence Limited w.e.f April 14, 2017.

*Dr. Prannoy Roy and Mrs. Radhika Roy are Promoters of the Company along with RRPR Holding Private Limited (which holds 18813928 equity shares of the Company). The total shareholding of promoter group is 39615168 equity shares of the Company.

**Attended one meeting through video conferencing.

***Directorships in all other public limited companies, whether listed or not, have been considered and directorships in all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 have been excluded.

****Only includes membership / Chairmanship of Audit Committee and Stakeholders' Relationship Committee of other public limited companies.

May 11, 2017
New Delhi

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

Registered Office:
207, Okhla Industrial Estate, Phase III,
New Delhi-110020, India
CIN - L92111DL1988PLC033099
Tel: (91-11) 4157 7777, 2644 6666
Fax: (91-11) 4986 2990
Email: corporate@ndtv.com
Web: www.ndtv.com

**Navneet Raghuvanshi
Company Secretary
M. No.: A14657**



NEW DELHI TELEVISION LIMITED

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

CIN: L92111DL1988PLC033099

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

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

POSTAL BALLOT FORM

Sr No.:

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

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

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

4. Number of equity share(s) held as on May 05, 2017 :

5. I / we hereby exercise my / our vote(s) in respect of the following special resolution(s) as at item nos. 1, 2, 3 and 4 to be approved through postal ballot for the businesses stated in the Postal Ballot Notice of the Company by conveying my / our assent or dissent to the these resolution(s) by placing the tick (✓) mark in the appropriate box below:

Item Nos.	Description of Resolution	Number of Equity Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
1.	Re-appointment of Dr. Prannoy Roy as Executive Co-Chairperson of the Company and payment of remuneration.			
2.	Re-appointment of Mrs. Radhika Roy as Executive Co-Chairperson of the Company and payment of remuneration.			
3.	Sale of entire equity stake by NDTV Lifestyle Holdings Limited, NDTV Convergence Limited and NDTV Worldwide Limited, each a material subsidiary of the Company, in NDTV Ethnic Retail Limited, another material subsidiary of the Company, to Nameh Hotels & Resorts Private Limited.			
4.	Sale of 2% equity stake by NDTV Networks Limited, a material subsidiary of the Company, in NDTV Lifestyle Holdings Limited (Lifestyle Holdings), another material subsidiary of the Company, to Nameh Hotels & Resorts Private Limited and thereby ceasing the control over Lifestyle Holdings and NDTV Lifestyle Limited, another material subsidiary of the Company.			

Place :

Date :

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

Particulars for voting through Electronic means

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

EVEN (E-Voting Event Number)	USER ID	PASSWORD

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

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

Commencement of voting : From 9.00 a.m. (IST) on May 23, 2017

End of voting : At 5.00 p.m. (IST) on June 21, 2017 (both days inclusive)

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

P.T.O

INSTRUCTIONS

1. There will be one Postal Ballot Form / e-voting, for every Client ID No. / Folio No., irrespective of the number of joint holders.
2. The Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
3. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.
4. A member desiring to exercise vote by postal ballot may complete and sign this Postal Ballot Form (in original) and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
5. Alternatively, a member may vote through electronic means as per “E-voting Instructions” in the Postal Ballot Notice sent herewith.
6. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first-named member and in his / her absence, by the next-named member.
7. The votes of a member will be considered invalid on any of the following grounds:
 - a. if the member’s signature does not match the specimen signatures available with the Company;
 - b. if the member has marked his / her / its vote both for ‘Assent’ and also for ‘Dissent’ to the ‘Resolution’ in such a manner that the aggregate shares voted for ‘Assent’ and ‘Dissent’ exceeds the total number of shares held;
 - c. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for ‘Assent’ or ‘Dissent’, or if the signature could not be verified or one or more of the above grounds;
 - e. A form other than one issued by the Company has been used;
 - f. Neither assent nor dissent is mentioned;
 - g. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - h. The envelope containing the Postal Ballot Form is received after 5.00 p.m. (IST) on June 21, 2017;
 - i. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - j. Member has made any amendment to the Resolution(s) or imposed any condition while exercising his vote.
8. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
9. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. (IST) on June 21, 2017. If any Postal Ballot Form is received after this time and date, it will be strictly treated as if reply from such member has not been received.
10. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on Friday, May 5, 2017 (cut-off date).
11. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to corporate@ndtv.com. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the member. However, the duly filled in Postal Ballot Forms should reach the Scrutinizer not later than the date specified in item (9) above.
12. Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send scanned certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) (necessary documents) to the Scrutinizer along with completed and signed Postal Ballot Form. In case of E-voting, they may send the above mentioned necessary documents (in PDF Format), to the Scrutinizer at e-mail ID: hemantsinghcs@gmail.com. In case of voting through electronic means, they may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “NDTV_3013”
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid business reply envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right, on cut-off date, should treat the Notice as intimation only.