NEW DELHI TELEVISION LIMITED

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, for transacting the following special business w.r.t. alteration in the Objects Clause of the Memorandum of Association of New Delhi Television Limited (the Company), by the Members of the Company by approving proposed special resolution through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the below mentioned resolution setting out the material facts concerning such resolution and the reasons thereof is annexed hereto with Postal Ballot Form for your consideration.

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 your 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 July 29, 2015 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 clause 35B of the Listing Agreement with the Stock Exchanges 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 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 or any Director of the Company or Company Secretary after the completion of the scrutiny of the postal ballots forms (including e-voting). The results of the postal ballot shall be declared on July 31, 2015 and communicated to the Stock Exchanges, Registrar and Share Transfer Agent (KARVY) and would also be displayed on the Company's website at **www.ndtv.com** and published in the newspapers.

ITEM NO. 1

TO ALTER THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provision of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to all the applicable laws and regulations, including but not limited to the Listing Agreements entered with Stock Exchanges where the Company is listed, and subject to such approval(s) as may be necessary from the competent authorities, the consent of the Company be and is hereby accorded to alter the Objects Clause of the Memorandum of Association of the Company as under:

1. By replacing the heading of existing Clause III(A) as under:

   THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:—

2. By inserting new sub-clauses 4, 5, 6 and 7 after the existing sub-clause 3 under "CLAUSE III (A)" under the heading "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE" as under:

   4. To carry on its own or through companies promoted by it or through franchisees/ licensees/ distributors or investing, the business of operating, establishing, providing and managing e-commerce, m-commerce websites, content, direct-to-home, mail order services, technological platforms or any other future known or unknown technologies that will facilitate the sale of all categories of products and services whether by and between businesses and individual consumers or between businesses and individual consumer and to carry on all activities that are incidental thereto including advertisement and promotion.

   5. To create, develop and market any technology for facilitation of mobile or electronic or internet based payments or any other future known or unknown technology based payments for transactions and electronic commerce whether by and between businesses and individual consumers or between businesses and individual consumer and also to develop and market any other information technology enabled service of any kind including software products that enable the conduct of business, logistical support, customer services.

   6. To carry on the sale of goods and services of all kinds on a wholesale or retail basis, either under a license or a franchise arrangement or directly or as an agent/distributor/re-seller and towards this, to undertake storage, warehousing, logistical support, promotion, packaging, import, export, manufacture, assembling services, advertisement or otherwise dealing in such goods and services.

   7. To provide consultancy, managerial or advisory based services of any kind and to invest in businesses and ventures in any sector.

3. By replacing the heading of existing Clause III(B) as under:

   MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:-

4. By replacing the existing sub-clause 8 under "CLAUSE III (B)" under the heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE" as under:

   8. Subject to the provisions of the Companies Act, 2013 and the Rules made thereunder and the

directions issued by the Reserve Bank of India to receive money on deposit or otherwise with or without interest and to receive on deposit or safe custody any title deeds or other securities.

5. By replacing the existing sub-clause 23 under "CLAUSE III (B)" under the heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE" as under:

   23. Subject to the provisions of the Companies Act, 2013, to borrow or raise money in such other manner as the company shall think fit, in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the company's property (both present and future), including its uncalled capital and to redeem or pay off any securities in connection with business of the company.

6. By replacing the existing sub-clause 37 under "CLAUSE III (B)" under the heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE" as under:

   37. Subject to the provisions of applicable law(s), to amalgamate with any other company whose objects are similar to those of this company whether by sale or purchase of fully or partly paid up shares or otherwise of the undertaking or any such other company as aforesaid with or without winding up or by sale or purchase of all or a controlling interest in the shares or stock of the other such company as aforesaid or in any other manner.

7. By replacing the existing sub-clause 38 under "CLAUSE III (B)" under the heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE" as under:

   38. Subject to the provisions of the Companies Act, 2013, to place to reserves to distribute as dividend or bonus or bonus shares among the members or otherwise to apply as the company may, from time to time, think fit, any moneys belonging to the company including those recalled by way of premium on shares or debentures issued by the company at a premium and any moneys received in respect of dividend accrued on forfeited shares and moneys arising from the re-issue by the company on forfeited shares.

8. By replacing the existing sub-clause 50 under "CLAUSE III (B)" under the heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE" as under:

   50. To make donations to any national fund or any other fund constituted for a charitable, national or other purpose, subject to the provisions of the Companies Act, 2013.

9. By inserting new sub-clause 53 after the existing sub-clause 52 under "CLAUSE III (B)" under the heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE" as under:

   53. Subject to the provision of applicable law(s), invest the funds of the Company in any manner as considered appropriate, including the setting up of subsidiaries, investing in the joint venture companies and to act as holding company.

10. By deleting the Objects sub-clauses 1 to 76 under "CLAUSE III (C)" under the heading "OTHER OBJECTS".

RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Ajay Mankotia, President – Corporate Planning and Operations, Mr. Saurav Banerjee, CFO and Mr. Navneet Raghuvanshi, Company Secretary, be and are hereby jointly and severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle

any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

June 19, 2015
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 business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts and the reasons for the proposed special resolution, in respect of the special business under Item No. 1 as set out above is annexed hereto and form part of the Notice.
3. The Postal Ballot Notice along with the Postal Ballot Form 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 Friday, June 12, 2015.
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) (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 a 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 June 12, 2015 will be considered for the purpose of voting.
6. Resolution approved by the Members through postal ballot (including e-voting) shall be deemed to has been passed as if this 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 will 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 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 "Shareholders' Communication 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 on or before July 29, 2015.

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. June 12, 2015.**

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 Clause 35B of the Listing Agreement, 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 Computershare Private Limited ("KARVY") as the Authorized Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are annexed to the 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 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 July 29, 2015. 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 July 29, 2015, it will be considered that no reply from the Member has been received.

15. The Scrutinizer(s) will submit their report(s) to the Executive Co-Chairperson or any Director of the Company or Company Secretary, duly authorized, after the completion of scrutiny, and the result of the voting by postal ballot including e – voting, will be declared by placing it along with the Scrutinizer's report(s) on the Company's website **www.ndtv.com**, on July 31, 2015 and will also be communicated to the Stock Exchanges and Registrar and Share Transfer Agent of the Company, on the same date.

16. The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of voting i.e. July 29, 2015.

17. All the material documents referred to in the notice and explanatory statement 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 July 29, 2015.

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 Clause 35B of the Listing Agreement 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 by post. 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, June 12, 2015, 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 resolution 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 resolution.**

(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_EVENT NO."

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 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 June 30, 2015**
End of voting	**:**	**At 5.00 p.m. (IST) on July 29, 2015 (both days inclusive)**

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

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 1

The Board of Directors of the Company ("the Board") had given an in-principal approval for setting up of online ventures including digital transactions in all or some of the fields of property, gadgets, automobiles, food and others together with NDTV Convergence Limited (NDTV Convergence), a subsidiary of the Company. This would further accelerate the Company's leadership position to benefit from the digital revolution and thereby help in unlocking the value of the shareholders. For this purpose, the Board had approved making of investment in the new companies proposed to be set up in this regard alongwith NDTV Convergence.

As per the terms of the provisions of the Companies Act, 2013 ("**Act**"), the Memorandum of Association ("**MOA**") of a company must state the objects for which it has been incorporated and the matters that are considered necessary in furtherance thereof. At present the Objects Clause of the MOA of the Company does not specifically provide either carrying out or making investment in such businesses. Further, it is also required to streamline and align the existing clauses of MOA of the Company as per the provisions of the Act.

Accordingly, the Board of Directors of the Company vide a circular resolution dated June 12, 2015, proposed to alter Clause III (Objects Clause) of MOA of the Company as set out in the resolution at Item No. 1 of the Notice, subject to the approval of members of the Company by way of special resolution under the provisions of the Act and any other applicable statutory and regulatory approvals. The additional objects may conveniently and advantageously be combined with the existing businesses of the Company.

The aforesaid alteration, if approved by the members shall be registered by the Registrar of Companies, DELHI & HARYANA, as per the provisions of the Act with such modifications as may be advised by him.

None of the Promoters /Directors/Key Managerial Personnel of the Company/ their respective relatives are in, anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members of the Company through postal ballot as per the provisions of the Act.

June 19, 2015
New Delhi

By Order of the Board
For New Delhi Television Limited

Navneet Raghuvanshi
Company Secretary
M. No.: A14657

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