NEW DELHI TELEVISION LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NEW DELHI TELEVISION LIMITED WILL BE HELD ON FRIDAY, AUGUST 7, 2015 AT 3.30 P.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, DHAULA KUAN, NEW DELHI - 110010 TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   a. the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and

   b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon.

2. To appoint a Director in place of Mr. Vikramaditya Chandra (DIN: 01179738), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint M/s. B S R & Associates LLP (FRN: 116231W/W-100024), Chartered Accountants, as Statutory Auditors of the Company, in place of retiring auditors, M/s. Price Waterhouse (FRN 301112E), Chartered Accountants, to hold office from the conclusion of this meeting until the conclusion of 32nd Annual General Meeting of the Company, to be held in the year 2020 and to fix their remuneration by considering and if thought fit, passing, with or without modifications, the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to provision of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 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 pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company, M/s. B S R & Associates LLP (FRN: 116231W/W-100024), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s. Price Waterhouse (Registration No. FRN 301112E), Chartered Accountants, to hold office from the conclusion of this Annual General Meeting to the conclusion of 32nd Annual General Meeting, to be held in the year 2020 (subject to ratification of the appointment by the Members of the Company at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors of the Company, be and are hereby authorized to fix such remuneration including out-of-pocket expenses (collectively "Auditors Remuneration") as may be recommended by the Audit Committee of the Board, in consultation with Statutory Auditors that such Auditors Remuneration, may be paid on a progressive billing basis, in one or more instalments, to be agreed upon between the Statutory Auditors and the Board of Directors of the Company."

SPECIAL BUSINESS:

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

   "RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rules framed thereunder and subject to such approval(s) as may be required, Mr. Pramod Bhasin (DIN: 01197009), who was appointed as Non - Executive Non-rotational Independent Director of the Company in the Annual General Meeting held on September 8, 2014 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Non - Executive Non - Independent Director of the Company, liable to retire by rotation, with immediate effect.

   RESOLVED FURTHER THAT Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director, Mr. Ajay Mankotia, President-Corporate Planning and Operations and Mr. Navneet Raghuvanshi, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds

and things as may be considered necessary, proper or expedient including to sign, execute, submit application(s), agreement(s), document(s) and letter(s) as may be required to give effect to this resolution."

June 30, 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. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED, STAMPED AND SIGNED PROXY FORM, TO BE EFFECTIVE, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. BLANK PROXY FORM IS ATTACHED.**

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR A MEMBER.

   THE INSTRUMENT APPOINTING A PROXY SHALL BE IN WRITING AND BE SIGNED BY THE APPOINTER OR HIS/ HER ATTORNEY DULY AUTHORIZED IN WRITING OR, IF THE APPOINTER IS A BODY CORPORATE, BE UNDER ITS SEAL OR BE SIGNED BY AN OFFICER OR AN ATTORNEY DULY AUTHORIZED BY IT.

   PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE, ISSUED BY THE MEMBER.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts, in respect of the business under Item Nos. 3 and 4 of Ordinary and Special Businesses, respectively, as set out above and details required under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Directors seeking appointment or re-appointment at the Annual General Meeting is annexed hereto and form part of the Notice.

3. The Register of Members and Share Transfer Books of the Company will remain closed from ***Friday, July 24, 2015 to Thursday, July 30, 2015 (both days inclusive)*** in connection with the Annual General Meeting.

4. Members are requested to:

   i. Quote their folio number / DP ID & client ID no. in all correspondence with the Company.

   ii. Members holding shares in physical form are requested to intimate the following directly to the Company's the Registrar and Share Transfer Agent (RTA):

      a. Changes, if any, in their address with pin code numbers.

      b. Quote their ledger folio no. in all their correspondence.

      c. Members who hold shares in single name and physical form are advised to make nomination as per Section 72 of the Companies Act, 2013, in respect of their shareholding in the Company.

   iii. Members holding shares in dematerialized form are requested to contact their respective Depository Participants for updation of their addresses and email ID etc.

   iv. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith, at the entrance for attending the meeting.

   v. Note that no gift or gift coupons will be distributed at the meeting.

5. In case Members have any queries about financial statements or operations of the Company, they are requested to send their queries in writing at least 7 working days, before the date of the meeting.

6. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their attendance slip along with a copy of the Annual Report to the meeting.

7. ***Due to security reasons Mobile phones, bags and other accessories are not allowed to be carried inside the Auditorium.***

8. Relevant documents referred to in the accompanying Notice and Explanatory Statement are available for inspection by the members at the registered office of the Company during the office hours between 1.00 p.m. and 3.00 p.m. on all working days prior to the date of the Annual General Meeting.

9. Members are advised to hold the shares in dematerialized form, as the trading of the Company's shares on BSE Limited and National Stock Exchange of India Limited, is in compulsory demat mode.

10. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.

11. Pursuant to provisions of Sections 205A and 205C of the Companies Act, 1956, the Company has transferred unpaid/ unclaimed dividend declared up to the financial years 2006-07, from time to time on due dates, to the Investor Education and Protection Fund (the Fund) of the Central Government. The unpaid/ unclaimed dividend(s) declared for the financial year 2007-08, remaining unpaid or unclaimed for a period of seven years from the date the same became due for payment, will be transferred by the Company to the Fund of the Central Government. Members who have not encashed dividend warrants may approach the RTA for obtaining payment thereof.

    Please note that no claim shall lie against the Fund or the Company, in respect of unpaid or unclaimed dividend after its transfer to the Fund.

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

12. In compliance with the provisions of Companies Act, 2013 and rules made thereunder and earlier communications from the Company, the Company shall send the Notice of this Annual General Meeting, instruction for remote e – voting, along with the attendance slip, Proxy Form and Annual Report for the financial year 2014 -15, through electronic mode, to those members who have registered their e-mail address with the Company or with their respective depository participant and have opted to receive the aforesaid documents in electronic form. For Members who have not registered their e – mail addresses and have opted to receive the aforesaid documents in physical form, physical copies of the aforesaid documents are being sent by the permitted mode.

13. **Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all future communication(s) including Annual Report, Notices, Circulars etc. from the Company electronically.**

14. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's website **www.ndtv.com** and KARVY's website **https://evoting.karvy.com** for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA of the Company.

16. **VOTING FOR ANNUAL GENERAL MEETING (AGM)**

    (A) General Instructions

    1. The voting rights of the members / beneficiary owners shall be reckoned in proportion to their shares in the paid up equity share capital of the Company as on Friday, July 31, 2015, being the cut-off date for the purpose of voting for / at the 27th Annual General Meeting (AGM) of the Company, on the resolutions mentioned in this notice.

2. The Members holding shares as on cut-off date only have the option either to cast their votes through remote e-voting (facility to cast vote from a place other than the venue of the AGM) for the AGM or through poll at the AGM.

3. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. July 31, 2015, may obtain the User ID and password in the manner as mentioned below:

   a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : **MYEPWD**<space> E-Voting Event Number+Folio No.or DP ID Client ID to **9212993399**

      Example for NSDL:

      MYEPWD <SPACE> IN12345612345678

      Example for CDSL:

      MYEPWD <SPACE> 1402345612345678

      Example for Physical:

      MYEPWD <SPACE> XXXX1234567890

   b) If e-mail address or mobile number of the member is registered against Folio No. /DP ID Client ID, then on the home page of **https://evoting.karvy.com**, the member may click "Forgot Password" and enter Folio No. or DP ID along with Client ID (For NSDL) / 16 digits beneficiary ID (For CDSL) and PAN to generate a password.

   c) Member may call Karvy's toll free number 1-800-3454-001.

   d) Member may send an e-mail request to **evoting@karvy.com**.

   If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

4. **THE MEMBERS CAN OPT FOR ONLY ONE MODE OF VOTING, I.E., EITHER BY REMOTE E - VOTING OR VOTING BY POLL. IN CASE MEMBERS CAST THEIR VOTES THROUGH BOTH THE MODES, VOTING DONE BY REMOTE E-VOTING SHALL PREVAIL AND VOTES CAST THROUGH PHYSICAL POLLING WILL BE TREATED AS INVALID.**

5. Every Client ID No. / Folio No. will have one vote, irrespective of the number of joint holders.

(B) Scrutinizers appointed for voting process

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

2. Poll at the AGM will be conducted under the supervision of Mr. Prashant Kumar Balodia, Practicing Company Secretary (Membership No: FCS - 6047), Scrutinizer appointed for scrutinizing the voting process in a fair and transparent manner.

(C) Remote E-voting

In compliance with Clause 35B of the Listing Agreement with Stock Exchanges and Section 108 and all other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its members facility to exercise their right to vote for the 27th Annual General Meeting (AGM) of the Company, on the resolutions mentioned in this notice by electronic means through remote e-voting services provided by Karvy Computershare Private Limited (KARVY).

Remote E-voting is optional. 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 remote e – voting period.

The detailed procedure and instructions for remote e-voting are as under:

1. **A. In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Registrar and Share Transfer Agent of 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 Notice of AGM along with Annual Report of the Company. The E-voting Event Number+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 remote 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 the password change menu, wherein you are required to mandatorily change your initial password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update 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 EVSN (Electronic Voting Sequence Number) for New Delhi Television Limited, as mentioned in the email forwarding the Notice of AGM along with Annual Report of the Company, in case of members receiving the documents in electronic form and in the enclosed "Electronic Voting Particulars", in case of a member receiving the documents in physical form.

(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 on the cut-off date.

(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 relevant Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at e-mail ID: hemantsinghcs@gmail.com with a copy marked to evoting@karvy.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_EVSN Number."

(xii) Once you have cast your remote e-vote on resolutions you will not be allowed to modify it subsequently or vote on such resolutions on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.

B. In case a member receives physical copy of the Notice of AGM along with Annual Report of the Company by courier [for members whose e-mail addresses are not registered with the Registrar and Share Transfer Agent of the Company / Depository Participant(s) or in case of a member having requested for a hard copy of documents]:

(i) **User ID and initial password** are provided in the "Electronic Voting Particulars" enclosed.

(ii) Please follow all steps from sr. no. (i) to (xii) 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.

3. In case of any queries, you may refer the 'Frequently Asked Questions (FAQs) for shareholders' and 'e-voting user manual for shareholders', available at the download section of **https://evoting.karvy.com** or contact Karvy Computershare Private Limited at 1800 345 4001 (toll free).

4. **Facility to exercise vote by remote e-voting shall be available during the following period:**

   Commencement of remote e-voting: From 9.00 a.m. (IST) on August 3, 2015.

   End of remote e-voting: At 5.00 p.m. (IST) on August 6, 2015. (Both days inclusive)

   (The facility for remote e-voting shall be disabled for voting by Karvy upon expiry of the aforesaid voting period.)

(D) Poll at the Meeting

1. The facility for voting through poll will also be made available at the 27th Annual General Meeting (AGM) of the Company, on the resolutions mentioned in the notice. **PLEASE NOTE THAT MEMBERS, WHO HAVE NOT CAST THEIR VOTE ELECTRONICALLY, BY REMOTE E-VOTING, MAY ONLY CAST THEIR VOTE AT THE AGM THROUGH POLL.**
2. Members of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote through poll at the Meeting.
3. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairperson of the Meeting shall, with the assistance of the Scrutinizer, order for voting through poll for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

(E) Declaration of results of voting

1. The Scrutinizer(s) shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizers shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the meeting or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by the Chairman in writing shall declare the results of the voting forthwith.
2. The results of the poll conducted at the AGM aggregated with the results of remote e-voting along with the Scrutinizer's Report shall be announced by the Company on its website: **www.ndtv.com** within 48 hours of the conclusion of the AGM of the Company and on the website of Karvy **https://evoting.karvy.com** and also informed to the stock exchanges where the securities of the Company are listed within 48 hours of the conclusion of the AGM.

17. The resolution(s) shall be deemed to be passed on August 7, 2015 subject to receipt of the requisite number of votes in favour of the resolution(s).

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

ITEM NO. 3

The explanatory statement for this item is being provided voluntarily though strictly not required as per Section 102 of the Companies Act, 2013 ("the Act").

The Members are informed that Price Waterhouse, Chartered Accountants (PwC) are Statutory Auditors of the Company since 2002 and are retiring at the conclusion of this Annual General Meeting.

As per the provisions of Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014, an audit firm functioning as auditor of the Company for ten years or more after the commencement of provisions of Section 139(2) of the Act, may be appointed in the same Company for further period of three years from April 1, 2014. As maximum statutory tenure of PwC to continue as statutory auditors of the Company is about to end, they have requested not to be considered for re-appointment at the conclusion of their present term of appointment, at this Annual General Meeting of the Company, which has been accepted by the Audit Committee and Board of Directors of the Company in their respective meetings held on May 2, 2015.

In view of above, the Board of Directors of the Company on the recommendation of Audit Committee have appointed M/s. B S R & Associates LLP (B S R) as Statutory Auditors of the Company, subject to the approval of the members of the

Company at this Annual General Meeting. B S R, being eligible, have indicated their willingness to serve as Statutory Auditors of the Company, if appointed at this Meeting. Their appointment as Statutory Auditors, if approved, by the members of the Company, will take effect from the conclusion of this Annual General Meeting. Further, as required under the provisions of Sections 139 and 141 of the Act, B S R have confirmed that their appointment, if made at this Annual General Meeting, shall be in accordance with the provisions of the Act.

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. 3 of the Notice.

The Board recommends the ordinary resolution set forth at item no. 3 of the Notice, for the approval of the members of the Company.

ITEM NO. 4

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Pramod Bhasin as an Independent Director of the Company. Further, as per the provisions of Sections 149(10) and 149(13) read with Section 152 of the Companies Act, 2013 ("the Act"), which had come into force with effect from 1st April, 2014, the Company had appointed Mr. Bhasin as Non – rotational Independent Director of the Company, for a period of five years, in the Annual General Meeting held on September 8, 2014.

Since Mr. Pramod Bhasin is contemplating entering into certain ventures with the Company, he has stepped down as an Independent Director of the Company w.e.f. June 10, 2015. He however continues to remain as Non-executive Director of the Company. Further, as Mr. Bhasin has ceased to be an Independent Director, therefore, he is now liable to retire by rotation at this Annual General Meeting and is eligible, for re-appointment as a Director liable to retire by rotation.

Accordingly, the Board has proposed the re-appointment of Mr. Bhasin, as a Director liable to retire by rotation from being a non - rotational director, with immediate effect. The re-appointment for change in term of Mr. Bhasin shall not be deemed to constitute as break in his tenure of Non – Executive Director of the Company.

The Company has received a notice in writing from a Member alongwith a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Bhasin, for the office of Director of the Company under the provisions of Section 160 of the Act.

Mr. Pramod Bhasin, if appointed, shall be liable to retire by rotation in accordance with the provisions of the Articles of Association of the Company. Mr. Bhasin does not hold shares of the Company.

Mr. Pramod Bhasin is interested in the resolution as set out at item no. 4 of the Notice, which pertain to his re-appointment. The relatives of Mr. Pramod Bhasin may be deemed to be interested in the resolution set out at item no. 4 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 the resolution set out at item no. 4 of the Notice.

The Board recommends the ordinary resolution set forth at item no. 4 of the Notice for the approval of the members of the Company.

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

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

Mr. Vikramaditya Chandra

Mr. Vikramaditya Chandra has been associated with NDTV Group since 1994. Mr. Chandra is one of India's leading news personalities and anchors and has also taken on corporate responsibility of the Company for several years.

He did his Bachelors in Economics from St. Stephen's College in Delhi and went on to study at Oxford on an Inlaks Scholarship. He honed his media skills at Stanford University where he did a course in Mass Media.

As Chief Executive Officer, NDTV Group, Mr. Chandra has the overall authority and responsibility for all aspects of the Company. He became a member of the NDTV Board w.e.f. November 1, 2011.

As one of India's best known anchorpersons, he presents 'The Big Fight', which has long been one of India's top rated news and current affairs programmes. He also anchors 'Gadget Guru', which is the country's leading show on technology and gadgets, together with big events like elections or the Budget.

Mr. Vikramaditya Chandra is also the face of NDTV's social programming for public interest. He has anchored all editions

of the NDTV Greenathon, and the Save our Tigers campaign. In addition, he is associated with the Support my School, Our Girls our Pride, and Banega Swacch India campaigns.

Mr. Vikramaditya Chandra was named the Global Leader for Tomorrow, and then a Young Global Leader by the World Economic Forum in Davos. He has won the Hero Honda Award for Best Anchorperson, the Teacher's Achievement Award for Communication, the Indian Television Academy Award for Best Anchor for a Talk Show amongst other coveted recognitions. Mr. Vikramaditya Chandra holds 42700 Equity Shares of the Company as on June 30, 2015.

The companies in which Mr. Chandra holds the directorship as on March 31, 2015, were as: New Delhi Television Limited, NDTV Labs Limited, NDTV Convergence Limited, NDTV Lifestyle Limited and NDTV Ethnic Retail Limited.

The companies in which Mr. Chandra holds the membership of Committees of the Board as on March 31, 2015, were: New Delhi Television Limited (Audit Committee) (Member), NDTV Labs Limited (Audit Committee) (Member), NDTV Convergence Limited (Audit Committee) (Member) and NDTV Lifestyle Limited (Audit Committee) (Chairperson).

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

Mr. Pramod Bhasin

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

Mr. Pramod Bhasin is a Chartered accountant from Thomson McLintock & Co., London and holds a Bachelors of Commerce Degree from Delhi University. He brings with him 25 years of industry experience.

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

The companies in which Mr. Bhasin holds the directorship as on March 31, 2015, were as: New Delhi Television Limited, Skills Academy Private Limited, Inception Advisory Private Limited, Vandana Foundation, SRF Limited, Vishwas Vision for Health Welfare and Special Needs, DLF Limited, Skills for India, A4e India Private Limited and IFMR Rural Finance Services Private Limited.

The company in which Mr. Bhasin holds the membership of Committee of the Board as on March 31, 2015, was: New Delhi Television Limited (Audit Committee) (Member).

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

June 30, 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

NEW DELHI TELEVISION LIMITED

CIN: L92111DL1988PLC033099

Registered Office: 207, Okhla Industrial Estate, Phase III, New Delhi – 110 020

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE MEETING VENUE.

DP Id ..... Client Id ..... Folio No. .....

NUMBER OF SHARES HELD .....

NAME OF THE MEMBER/PROXY (IN BLOCK LETTERS) .....

ADDRESS OF THE MEMBER/PROXY (IN BLOCK LETTERS) .....

.....

I certify that I am a member / proxy for the member, of the Company.

I hereby record my presence at the **27TH ANNUAL GENERAL MEETING** of the Company held on Friday, August 7, 2015 at 3.30 p.m.at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110 010.

.....

Signature of the Member/Proxy/Representative*

* Strike out whichever is not applicable

PROXY FORM

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

NEW DELHI TELEVISION LIMITED

CIN: L92111DL1988PLC033099

Registered Office: 207, Okhla Industrial Estate, Phase III, New Delhi – 110 020

Name of the member(s): Registered Address:		e-mail id: Folio No./ *Client Id:*DP Id:	

I/We, being the member(s) of ..... shares of New Delhi Television Limited, hereby appoint:

1) ..... Address.....having e-mail id.....or falling him

2) ..... Address.....having e-mail id.....or falling him

3) ..... Address.....having e-mail id.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **27th Annual General Meeting** of the Company, to be held on Friday, August 7, 2015 at 3.30 p.m. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions number(s)	**For**	**Against**
1. To receive, consider and adopt: a. the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and		
b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon.		
2. To appoint a Director in place of Mr. Vikramaditya Chandra (DIN: 01179738), who retires by rotation and being eligible, offers himself for re-appointment.		

* Applicable for members holding shares in electronic form.

Resolutions number(s)	For	Against
3. To appoint M/s. B S R & Associates LLP (FRN: 116231W/W-100024), Chartered Accountants, as Statutory Auditors of the Company, in place of retiring auditors M/s. Price Waterhouse (FRN 301112E), Chartered Accountants, to hold office from the conclusion of this meeting until the conclusion of 32nd Annual General Meeting of the Company, to be held in the year 2020 and to fix their remuneration.		
4. Re-appointment of Mr. Pramod Bhasin (DIN: 01197009) as a Director liable to retire by rotation		

Signed this..... day of.....2015

.....
Signature of member

Please affix Re. 1/- Revenue Stamp here

.....	.....	.....
Signature of first proxy holder	Signature of second proxy holder	Signature of third proxy holder

Notes:

(1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**

(2) **A Proxy need not be a member of the Company.**

(3) **Please affix Rs. 1 revenue stamp on this form and the member should sign across the stamp.**

(4) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

**(5) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(6) Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.

(7) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.