

March 1, 2019

BSE Limited Corporate Services Department Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001 Scrip Code: 532529	The National Stock Exchange of India Limited Corporate Communications Department “Exchange Plaza” Bandra Kurla Complex, Bandra (East) Mumbai-400051 Scrip Symbol: NDTV
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Ref.: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Submission of Postal Ballot Notice and Form dated February 8, 2019

Dear Sirs,

Please find enclosed herewith the postal ballot notice along with postal ballot form, being sent to the shareholders of the Company.

You are requested to take the same on record.

Thanking you

Yours faithfully,

For New Delhi Television Limited

Hemant Kumar Gupta
Company Secretary & Compliance Officer



Enclosed: as above

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**”) and any other relevant rules framed under the Act, 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**”) (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and other applicable laws and regulations that the resolutions appended below are proposed to be passed by the Members of New Delhi Television Limited (the “**Company**”) as special resolutions through Postal Ballot/ E-voting:

- a) reappointment of Ms. Indrani Roy (DIN: 01033399) as Independent Director; and
- b) variation in the terms of appointment of Mrs. Radhika Roy (DIN: 00025625), Executive Co-Chairperson.

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 on 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 Monday, April 1, 2019 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 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 through display on the notice board of the Company at 4:00 P.M (IST) on Wednesday, April 3, 2019 at the registered office of the Company, 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 Fintech Private Limited ("KARVY") i.e. <https://evoting.karvy.com>.

Special Businesses

ITEM NO. 1

REAPPOINTMENT OF MS. INDRANI ROY (DIN: 01033399) AS INDEPENDENT DIRECTOR

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), and the Companies (Appointment and Qualification of Directors) Rules, 2014, and any other relevant rules framed under the Act (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in terms of Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for re-appointment of Ms. Indrani Roy (DIN: 01033399), aged 77 years, who has declared that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Listing Regulations, and who is eligible for re-appointment for a second term under the provisions of the Act and in respect of whom the Company has received a notice in writing from a Member of the Company proposing her candidature for the office of Director pursuant to Section 160 of the Act, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retire by rotation, to hold office for a further term of 5 (five) consecutive years on the Board of the Company, w.e.f. April 1, 2019.

RESOLVED FURTHER THAT Dr. Prannoy Roy, Executive Co- Chairperson, Ms. Suparna Singh, CEO, NDTV Group, Mr. Arijit Chatterjee, Chief Strategy Officer, NDTV Group, Mr. Ranbir Singh, Head-Legal, NDTV Group and Mr. Hemant Kumar Gupta, Company Secretary, be and are hereby severally authorized to inform all concerned of the aforesaid re-appointment and to present / file necessary intimation, application, notice, papers, forms or any other documents / deeds etc. before the relevant authority(ies), if required, in such form and manner as may be required or necessary and are also severally authorized to do and perform all such acts, deeds,

matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

ITEM NO. 2

VARIATION IN THE TERMS OF APPOINTMENT OF MRS. RADHIKA ROY (DIN: 00025625), EXECUTIVE CO-CHAIRPERSON

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), along with the relevant rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be required, the consent of the members of the Company be and is hereby accorded to vary the term of appointment of Mrs. Radhika Roy (DIN: 00025625), Executive Co- Chairperson of the Company (who was appointed as a non-rotational director vide special resolution approved by the members of the Company through postal ballot on June 21, 2017), as a director whose period of office is now liable to determination by retirement by rotation, w.e.f. February 8, 2019, for the remainder of her tenure i.e. till June 30, 2020.

RESOLVED FURTHER THAT the other terms and conditions of appointment including designation and remuneration of Mrs. Radhika Roy shall remain the same as approved by the members of the Company by way of a special resolution on June 21, 2017.

RESOLVED FURTHER THAT Dr. Prannoy Roy, Executive Co- Chairperson, Ms. Suparna Singh, CEO, NDTV Group, Mr. Arijit Chatterjee, Chief Strategy Officer, NDTV Group, Mr. Ranbir Singh, Head-Legal, NDTV Group and Mr. Hemant Kumar Gupta, Company Secretary, be and are hereby severally authorized to inform all concerned of the aforesaid resolution and to present / file necessary intimation, application, notice, papers, forms or any other documents / deeds etc. before the relevant authority (ies), if required, in such form and manner as may be required or necessary and also severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

February 8, 2019

New Delhi

Registered Office:

402, Archana, B - Block Road,

Archana, Greater Kailash – I,

New Delhi-110048, India

CIN - L92111DL1988PLC033099

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

Fax: (91-11) 4986 2990

Email: corporate@ndtv.com

Web: www.ndtv.com

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

**Hemant Kumar Gupta
Company Secretary
M. No.: A19501**

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 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 2 as set out above and the details required under Regulation 36 of the Listing Regulations in respect of Director 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, February 22, 2019.
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 Fintech 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, February 22, 2019 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 5:00 P.M. (IST) on April 1, 2019.
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, February 22, 2019. 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 as amended 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 April 1, 2019. 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 April 1, 2019, it will be considered that no reply from the Member has been received.
15. The Scrutinizer(s) will submit their report 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 through display on the Notice Board of the Company at 4:00 P.M. (IST) on Wednesday, April 3, 2019 at the registered office of the Company 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. April 1, 2019.
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 April 1, 2019.

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 as amended, 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, February 22, 2019, 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_4478"

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.**

3. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & 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 Company Secretary and/or Mr. Ramesh Desai, Unit: New Delhi Television Limited of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or at evoting@karvy.com or phone no. 040 - 6716 2222 or call Karvy's toll free No. 1800-3454-001 for any further clarifications. The Members of the Company can also contact Mr. Hemant Kumar Gupta, Company Secretary, New Delhi Television Limited, 402, Archana, B - Block Road, Archana, Greater Kailash – I, New Delhi-110048, Contact No: 011 - 4157 7777 and may write an e-mail to corporate@ndtv.com.

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 March 3, 2019

End of voting : At 5:00 p.m. (IST) on April 1, 2019

(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. Hemant Kumar Gupta, Company Secretary, New Delhi Television Limited, 402, Archana, B - Block Road, Archana, Greater Kailash – I, New Delhi-110048, Contact No: 011 - 4157 7777 and may write an e-mail to corporate@ndtv.com.

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

Item No. 1

Pursuant to the provisions of Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement, Ms. Indrani Roy was appointed as an Independent Non – Executive Director of the Company for a period of 5 (five) consecutive years w.e.f. April 1, 2014, by the members of the Company in their Annual General Meeting (AGM) held on September 8, 2014. Accordingly, Ms. Indrani Roy will complete her first term as an Independent Director of the Company on March 31, 2019.

Ms. Indrani Roy is M.A. in English from Calcutta University. Ms. Indrani Roy has worked as teacher in Kinderland, a K.G. school from 1977 to 1987. Ms. Indrani Roy was Secretary and Head of Administration, Indian Institute of Cerebral Palsy (IICP)

from 1987 to 2002 and she worked as Peace Works Co-ordinator, Seagull Foundation for the Arts from 2003 to 2010. Currently, Ms. Indrani Roy is a Trustee of Vaani, Deaf Children's Foundation. She is also a Senior Consultant of Garbage Free India, a citizen driven movement that empowers communities in India to segregate and dispose off waste in a sustainable manner, preventing it from becoming toxic garbage in landfills, oceans and more. Ms. Indrani Roy is a member of the Board of International Institute for Poverty Awareness & Education. Ms. Indrani Roy does not hold any shares in the Company. Ms. Indrani Roy is on the Board of the Company since May 14, 2004.

Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time which shall come into effect on April 1, 2019, provides that *"no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person"*. As Ms. Indrani Roy has already attained the age of 75 years, approval of members by way of a special resolution is required to continue her re-appointment as an Independent Director of the Company.

In view of above and as per recommendation of the Nomination and Remuneration Committee of the Board and based on skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by Ms. Indrani Roy during her tenure and outcome of performance evaluation of the Independent Directors, the Board of Directors of the Company at their meeting held on February 8, 2019 has re-appointed Ms. Indrani Roy as an Independent Non-Executive Director of the Company for second term of 5 (five) consecutive years, w.e.f. April 1, 2019, subject to the approval of members of the Company by way of a special resolution. Further, Ms. Indrani Roy shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Ms. Indrani Roy confirming the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Ms. Indrani Roy is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Ms. Indrani Roy to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Ms. Indrani Roy setting out the terms and conditions of re-appointment is available for inspection without any fee by the members between 11:00 a.m. to 1:00 p.m. during office hours on all working days, except Saturdays, Sundays and holidays at the Registered Office of the Company. Disclosure under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued

by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services. Accordingly, consent of the Members is sought for passing special resolution as set out in this item of the Notice for re-appointment of Ms. Indrani Roy as an Independent Director of the Company.

Except Ms. Indrani Roy, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1. This Explanatory Statement may also be regarded as an appropriate disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The Board recommends the special resolution set forth at Item No. 1 of the Notice for the approval of the members of the Company.

Item No. 2

As per the provisions of Section 152 of the Companies Act, 2013, unless the Articles of Association of the Company provides for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation and such directors, save as otherwise expressly provided in the Companies Act, 2013, be appointed by the Company in general meeting. Further, as per the provisions of Section 149 of the Companies Act, 2013, Independent Directors shall not be liable to retire by rotation.

Due to recent resignation of one of the non-executive director of the Company, the number of directors whose office is liable to retire by rotation falls below two-third of total number of directors of the Company as prescribed under Section 152 of the Companies Act, 2013.

In view of above, and in order to comply with the provisions of Section 152 of the Companies Act, 2013, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on February 8, 2019 has approved to vary the terms of appointment of Mrs. Radhika Roy (DIN: 00025625), Executive Co-Chairperson of the Company, as a director whose period of office is liable to determination by retirement of directors by rotation from being a non-rotational director, w.e.f. February 8, 2019 for the remainder of her tenure as Executive Co-Chairperson of the Company i.e. till June 30, 2020, subject to the approval of members of the Company by way of a special resolution. The said variation in terms of appointment of Mrs. Radhika Roy shall not be deemed to constitute as break in her tenure as the Executive Co-Chairperson of the Company and she will continue as Executive Co-Chairperson of the Company.

Accordingly, the approval of the members of the Company is being sought for the variation of term of appointment of Mrs. Radhika Roy, from a non-rotational director to a rotational director.

Except Mrs. Radhika Roy and Dr. Prannoy Roy, being her relative, none of the other directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The other relatives of Mrs. Radhika Roy may be deemed to be interested in the resolution set out at Item No. 2, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the special resolution set forth as item no. 2 herein of the Notice for the approval of the members of the Company.

February 8, 2019

New Delhi

Registered Office:

402, Archana, B - Block Road,

Archana, Greater Kailash – I,

New Delhi-110048, India

CIN - L92111DL1988PLC033099

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

Fax: (91-11) 4986 2990

Email: corporate@ndtv.com

Web: www.ndtv.com

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

**Hemant Kumar Gupta
Company Secretary
M. No.: A19501**

ANNEXURE

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT IN PURSUANCE OF REGULATION 36 OF LISTING REGULATIONS ARE AS UNDER:

Name of the Director	Ms. Indrani Roy
DIN	01033399
Age (in years)	77 years
Qualification	Ms. Indrani Roy is M.A. in English from Calcutta University.
Expertise/brief profile	Please refer Item No. 1 of the Explanatory Statement.
Remuneration sought to be paid	Ms. Indrani Roy will receive remuneration by way of sitting fee and reimbursement of expenses for attending the Board / Committee meetings, as provided under the provisions of Companies Act, 2013.
Terms and Conditions of appointment	Ms. Indrani Roy is eligible to be reappointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) years w.e.f. April 1, 2019, subject to the approval of the Members of the Company.
Justification for choosing the appointee as Independent Director	Please refer Item No. 1 of the Explanatory Statement.
Remuneration last drawn from the Company	NIL
Date of first appointment on the Board of Directors of the Company	Appointed as Independent Director as per the provisions of the Companies Act, 2013 w.e.f. April 1, 2014

Shareholding in the Company (as on the date of Postal Ballot Notice)	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	NIL
Number of Board meetings attended during the financial year 2018-19 (upto the date of Postal Ballot Notice)	5
List of Directorships held in companies, as on December 31, 2018	<ul style="list-style-type: none"> • New Delhi Television Limited • NDTV Convergence Limited • NDTV Networks Limited • NDTV Labs Limited • Red Pixels Ventures Limited • NDTV Worldwide Limited
Membership/ Chairmanship of Committees of Board of Directors of companies, as on December 31, 2018	<ul style="list-style-type: none"> • New Delhi Television Limited (Audit Committee –Member; Stakeholder Relationship Committee –Chairperson; Nomination & Remuneration Committee- Member) • NDTV Labs Limited (Audit Committee-Member; Nomination & Remuneration Committee - Chairperson) • NDTV Convergence (Audit Committee-Chairperson; Nomination & Remuneration Committee - Chairperson) • NDTV Networks Limited (Audit Committee- Member; Nomination & Remuneration Committee - Chairperson)

February 8, 2019

New Delhi

Registered Office:

402, Archana, B - Block Road,

Archana, Greater Kailash – I,

New Delhi-110048, India

CIN - L92111DL1988PLC033099

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

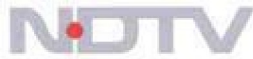
Fax: (91-11) 4986 2990

Email: corporate@ndtv.com

Web: www.ndtv.com

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

**Hemant Kumar Gupta
Company Secretary
M. No.: A19501**



NEW DELHI TELEVISION LIMITED

Registered Office:402, Archana, B - Block Road, Archana, Greater Kailash - I,
New Delhi-110048, India
CIN - L92111DL1988PLC033099
Tel: (91-11) 4157 7777, 2644 6666, Fax: (91-11) 49862990
Email:corporate@ndtv.com; Web:www.ndtv.com

POSTAL BALLOT FORM

Serial No. _____

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

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

3. Registered Folio No./DP ID :
No.*/Client ID No.*
(*applicable to member holding
shares in dematerialized form)

4. Number of equity share(s) held as :
on February 22, 2019

I / we hereby exercise my / our vote(s) in respect of the following special resolution(s) as at Item Nos.1 and 2 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 these resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item Nos.	Description of Resolutions	Number of Equity Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Reappointment of Ms. Indrani Roy (DIN: 01033399) as Independent Director			
2.	Variation in the terms of appointment of Mrs. Radhika Roy (DIN: 00025625), Executive Co-Chairperson			

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
4478		

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 March 3, 2019
End of voting :	At 5:00 p.m. (IST) on April 1, 2019 (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 April 1, 2019;
 - 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 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 April 1, 2019. 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, February 22, 2019 (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 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_4478."
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.