

# NEW DELHI TELEVISION LIMITED

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 24<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NEW DELHI TELEVISION LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 27, 2012 AT 3.30 P.M. AT SIRI FORT AUDITORIUM, AUGUST KRANTI MARG, NEW DELHI-110049 TO TRANSACT THE FOLLOWING BUSINESS:-**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Profit and Loss Account of the Company for the financial year ended March 31, 2012 and the Balance Sheet as at that date together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Vijaya Bhaskar Menon, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Pramod Bhasin, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint M/s. Price Waterhouse (Kolkata) (FRN 301112E), Chartered Accountants, in place of retiring auditors M/s Price Waterhouse (Bangalore) (FRN 007568S), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

**“RESOLVED THAT** M/s. Price Waterhouse (Kolkata), Chartered Accountants, having Registration No. FRN 301112E, be and are hereby appointed as the Auditors of the Company, in place of retiring auditors M/s Price Waterhouse (Bangalore) (FRN 007568S), Chartered Accountants, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such terms and conditions, including remuneration, to be finalized by Mr. Amal Ganguli, Director and Mr. KVL Narayan Rao, Executive Vice-Chairperson, in consultation with the Auditors.”

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) and subject to the approval of the Central Government, if necessary, and such other approvals as may be required, the consent of the Company, be and is hereby accorded to the appointment of Dr. Prannoy Roy as Executive Co-Chairperson of the Company, for a period of five years commencing from July 1, 2011, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:

Salary: Rs. 46,50,000/- per annum.

Perquisites and Allowances: All perquisites and allowances shall be restricted to a sum of Rs.35,00,000/- per annum.

Provident Fund: As per rules of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Dr. Prannoy Roy as Executive Co-Chairperson of the Company, the above mentioned remuneration be paid to Dr. Prannoy Roy, as minimum remuneration, subject to the approval of Central Government, if necessary.

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule XIII of the Companies Act, 1956 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 1956 or schedule(s) appended thereto, for the time being in force or any statutory modification or reenactment thereof and / or any rules or regulations there under and settle any question or difficulty in connection therewith and incidental thereto.

**RESOLVED FURTHER THAT** Mr. K V L Narayan Rao, Executive Vice-Chairperson and Mr. Anoop Singh Juneja, Company Secretary, be and are hereby severally authorized to inform all concerned of the aforesaid appointment including remuneration, and to present/file necessary intimation, application, notice, papers, forms, or any other document/deeds etc. before the Competent Authorities in such form and manner as may be required or necessary and also to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) and subject to the approval of the Central Government, if necessary, and such other approvals as may be required, the consent of the Company be and is hereby accorded to the appointment of Mrs. Radhika Roy as Executive Co-Chairperson of the Company, for a period of five years commencing from July 1, 2011, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:

Salary: Rs. 46,50,000/- per annum.

Perquisites and Allowances: All perquisites and allowances shall be restricted to a sum of Rs.15,00,000/- per annum.

Provident Fund: As per rules of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mrs. Radhika Roy as Executive Co-Chairperson of the Company, the above mentioned remuneration be paid to Mrs. Radhika Roy, as minimum remuneration, subject to the approval of Central Government, if necessary.

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule XIII of the Companies Act, 1956 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 1956 or schedule(s) appended thereto, for the time being in force or any statutory modification or reenactment thereof and / or any rules or regulations there under and settle any question or difficulty in connection therewith and incidental thereto.

**RESOLVED FURTHER THAT** Mr. K V L Narayan Rao, Executive Vice-Chairperson and Mr. Anoop Singh Juneja, Company Secretary, be and are hereby severally authorized to inform all concerned of the aforesaid appointment including remuneration, and to present/file necessary intimation, application, notice, papers, forms, or any other document/deeds etc. before the Competent Authorities in such form and manner as may be required or necessary and also to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and subject to the approval of the Central Government, if necessary, and such other approvals as may be required, the consent of the Company, be and is hereby accorded to the appointment of Mr. K V L Narayan Rao as Executive Vice-Chairperson of the Company, liable to retire by rotation, for a period of five years commencing from July 29, 2011, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:

Salary: Rs. 68,16,540/- per annum.

Perquisites and Allowances: All perquisites and allowances shall be restricted to a sum of Rs.16,83,456/- per annum.

Provident Fund: As per rules of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. K V L Narayan Rao as Executive Vice-Chairperson of the Company, the above mentioned remuneration be paid to Mr. K V L Narayan Rao, as minimum remuneration, subject to the approval of Central Government, if necessary.

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule XIII of the Companies Act, 1956 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 1956 or schedule(s) appended thereto, for the time being in force or any statutory modification or reenactment thereof and / or any rules or regulations there under and settle any question or difficulty in connection therewith and incidental thereto.

**RESOLVED FURTHER THAT** Dr. Prannoy Roy and Mrs. Radhika Roy, Executive Co-Chairpersons and Mr. Anoop Singh Juneja, Company Secretary, be and are hereby severally authorized to inform all concerned of the aforesaid appointment including remuneration, and to present/file necessary intimation, application, notice, papers, forms, or any other document/deeds etc. before the Competent Authorities in such form and manner as may be required or necessary and also to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

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

**"RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Vikramaditya Chandra, who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956 and Article 83 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and subject to the approval of the Central Government, if necessary, and such other approvals as may be required, the consent of the Company, be and is hereby accorded to the appointment of Mr. Vikramaditya Chandra as an Executive Director of the Company, liable to retire by rotation, for a period of five years commencing from November 1, 2011, on terms and conditions, as set out hereunder and as approved by the Board of Directors of the Company:

Salary: Rs. 88, 41, 528/- per annum.

Perquisites and Allowances: All perquisites and allowances shall be restricted to a sum of Rs. 36,58,476 /- per annum.

Provident Fund: As per rules of the Company.

**RESOLVED FURTHER THAT** the approval of the Company be and is hereby accorded to the cost of ESOPs of subsidiary companies of New Delhi Television Limited, amounting to Rs. 14,84,810/-, be accounted, towards the managerial remuneration payable to Mr. Vikramaditya Chandra, Executive Director and the consequent enhancement of his remuneration, subject to necessary approvals from the Central Government, if necessary.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Vikramaditya Chandra as an Executive Director of the Company, the above mentioned remuneration be paid to Mr. Vikramaditya Chandra, as minimum remuneration, subject to the approval of Central Government, if necessary.

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule XIII of the Companies Act, 1956 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 1956 or schedule(s) appended thereto, for the time being in force or any statutory modification or reenactment thereof and / or any rules or regulations there under and settle any question or difficulty in connection therewith and incidental thereto.

**RESOLVED FURTHER THAT** Mr. K V L Narayan Rao, Executive Vice-Chairperson and Mr. Anoop Singh Juneja, Company Secretary, be and are hereby severally authorized to inform all concerned of the aforesaid appointment including remuneration, and to present/file necessary intimation, application, notice, papers, forms, or any other document/deeds etc. before the Competent Authorities in such form and manner as may be required or necessary and also to do all acts, deeds, things, and matters as may be required or necessary to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 314(1) and other applicable provisions, if any, of the Companies Act, 1956, and subject to such other approvals as may be necessary, the consent of the Company, be and is hereby accorded to the payment of remuneration of Rs. 10,41,667/- per month to Mr. Vikramaditya Chandra, CEO, NDTV Networks Limited, a subsidiary of the Company, in a manner and proportion and on such terms and conditions, as decided by the Board of Directors of NDTV Networks Limited.

**RESOLVED FURTHER THAT** Mr. K V L Narayan Rao, Executive Vice-Chairperson and Mr. Anoop Singh Juneja, Company Secretary be and are hereby severally authorized to seek the necessary approvals as may be required in the matter and to make, sign and execute on behalf of the Company the requisite documents as may be required and to do all such acts, deeds and things as may be required, considered necessary or incidental for giving effect to the resolution.”

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

“**RESOLVED THAT** subject to the provisions of Sections 198, 309 and other applicable provisions under the Companies Act, 1956 and subject to such other approvals as may be necessary, the approval of the Company, be and is hereby accorded to the payment of the enhanced annual remuneration for the financial year ended March 31, 2012 to Non-Executive Directors of the Company, aggregating to Rs. 32.50 lacs, as detailed hereunder:

S. N.	Name of Non-Executive Directors	Amount (In Rs.)
1.	Mr. Amal Ganguli	12,00,000
2.	Mr. Vijaya Bhaskar Menon	7,50,000
3.	Mr. Pramod Bhasin	7,50,000
4.	Ms. Indrani Roy	5,50,000
	<b>TOTAL</b>	<b>32,50,000</b>

**RESOLVED FURTHER THAT** Dr. Prannoy Roy, Mrs. Radhika Roy, Executive Co-Chairpersons, Mr. K V L Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director and Mr. Anoop Singh Juneja, Company Secretary be and are hereby authorized severally for the purpose of making relevant application to the Central Government and to take necessary steps and sign / authenticate documents in relation to the above mentioned matter and any other matter ancillary thereof and incidental thereto.”

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

Date: August 21, 2012  
Registered Office: 207, Okhla Industrial Estate, Phase III,  
New Delhi-110020

**Anoop Singh Juneja  
Company Secretary**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE DULY COMPLETED, STAMPED AND SIGNED PROXIES, 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.**
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956, setting out material facts, in respect of Special Business(es) as set out above and details required under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Directors seeking appointment or reappointment at the Annual General Meeting is annexed hereto and form part of the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 22, 2012 to Thursday, September 27, 2012 (both days inclusive)** in connection with the Annual General Meeting.
5. Members are requested to:
  - i. Quote their folio number / client ID no. in all correspondence with the Company.
  - ii. Members holding shares in physical form are requested to intimate the following directly to the Company's RTA:
    - (a) Changes, if any, in their address with pin code numbers.
    - (b) Quote their ledger folio no. in all their correspondence.
    - (c) Request for nomination forms for making nominations as per Section 109A of the Companies Act, 1956, if not already intimated.
  - iii. Members / Proxies are requested to hand over the enclosed Attendance Slip duly filled in, at the entrance for attending the meeting.
  - iv. Note that no gift or gift coupons will be distributed at the meeting.
6. In case Members have any queries about accounts or operations of the Company, they are requested to send their queries in writing at least 7 days before the date of the meeting, so that the information can be made available at the time of the meeting.
7. Members are requested to bring their copy of the Annual Report as the same shall not be distributed at the meeting.
8. ***Due to security reasons Mobile phones, bags and other accessories are not allowed to be carried inside the Auditorium.***
9. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf in the meeting.
10. Documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the registered office of the Company during the office hours between 11.00 a.m. and 1.00 p.m. on all working days prior to the date of the Annual General Meeting.
11. Members are advised to hold the shares in dematerialized form, as the trading of the shares on Bombay Stock Exchange Limited and National Stock Exchange of India Limited, is in compulsory demat mode.
12. 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.
13. The Auditors' Certificate as required under Clause 14 of the SEBI (Employees Stock Options Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 shall be placed at the Annual General Meeting.
14. Pursuant to provisions of Sections 205A and 205C of the Companies Act, 1956, the unpaid/unclaimed dividend(s) declared in the financial year 2005-06 and thereafter, remaining unpaid or unclaimed for a period of seven years from the date the same became due for payment, will be transferred by the Company to Investor Education and Protection Fund (the Fund) of the Central Government. Members who have not encashed dividend warrants may approach the RTA for obtaining payment thereof.

Please note that no claim shall lie against the Fund or the Company, in respect of unpaid or unclaimed dividend after its transfer to the Fund.
15. In compliance with the "Green Initiative in Corporate Governance" as allowed by The Ministry of Corporate Affairs ("Ministry"), Government of India, vide its circular nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011, the Company shall send the Notice of this Annual General Meeting and Annual Report for the financial year 2011 -12, 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.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

### **ITEM NO. 4**

M/s. Price Waterhouse (Bangalore) (FRN 007568S), Chartered Accountants, the present auditors of the Company would be retiring at the conclusion of this Annual General Meeting. They have communicated that they do not wish to offer themselves for reappointment at the conclusion of their present term of appointment, at this Annual General Meeting of the Company, which has been accepted by the Board of Directors of the Company in their meeting held on July 31, 2012.

Further, M/s Price Waterhouse (Kolkata) (FRN 301112E), Chartered Accountants, being eligible, have indicated their willingness to serve as the statutory auditors of the Company, if appointed at this Meeting. The same has been recommended by the Audit Committee of the Board and approved by the Board of Directors of the Company, in their respective meetings held on July 31, 2012, subject to approval of the members of the Company at this Annual General Meeting.

The appointment of M/s Price Waterhouse (Kolkata) (FRN 301112E), Chartered Accountants, 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 Section 224 (1B) of the Companies Act, 1956, M/s Price Waterhouse (Kolkata) (FRN 301112E), Chartered Accountants, provided a certificate to the effect that their appointment, if made at this Annual General Meeting, shall be in accordance with the limits specified in the sub-section (1B) of Section 224 of Companies Act, 1956.

None of the Directors of the Company are in any way concerned or interested in this resolution.

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

### **ITEM NO. 5, 6 & 7**

The Company at its Annual General Meeting dated September 22, 2008, had re-appointed Dr. Prannoy Roy as the Chairman and Whole time Director and Mr. K V L Narayan Rao as the Whole time Director of the Company for a period of five years with effect from September 8, 2008 and June 11, 2008, respectively.

Further, at the Annual General Meeting of the Company, held on August 20, 2009, Mrs. Radhika Roy was re-appointed as the Managing Director of the Company with effect from July 01, 2009, for a period of five years.

In view of valuable contributions made by Dr. Prannoy Roy, Mrs. Radhika Roy and Mr. K V L Narayan Rao in managing the affairs of the Company and on the recommendation by the Remuneration Committee and the Board of Directors of the Company, at their meeting held on July 29, 2011, have approved, under the provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, the appointment of Dr. Prannoy Roy and Mrs. Radhika Roy as Executive Co-Chairpersons of the Company for a period of five years with effect from July 1, 2011 and the appointment of Mr. K V L Narayan Rao as an Executive Vice- Chairperson of the Company, liable to retire by rotation, for a period of five years with effect from July 29, 2011, on the terms and conditions as set out in the resolution(s). These appointments are subject to the approval of Members of the Company by way of Special Resolution and Central Government, if necessary.

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

The appointments and payment of remuneration, as aforesaid, to the Directors is subject to the approvals by the Company in a General Meeting and the Central Government, if necessary, in accordance with the relevant provisions of the Companies Act, 1956 read with Schedule XIII to the said Act. The resolution(s) set out in the notice are intended for this purpose.

The particulars required to be disclosed in the explanatory statement in accordance with provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956, are enclosed in a separate statement and forms a part of this notice.

None of the Directors of the Company, except Dr. Prannoy Roy, Mrs. Radhika Roy and Mr. K V L Narayan Rao, is in any way concerned or interested in this resolution(s).

The Board recommends the special resolution(s) set forth at item nos. 5, 6 and 7 of the Notice for the approval of the members.

### **ITEM NO. 8 & 9**

The Board of Directors of the Company (the Board), appointed, pursuant to the provisions of Section 260 of the Companies Act, 1956 (the Act), Article 83 of the Articles of Association of the Company and further to the approval granted by the Ministry of Information and Broadcasting in this regard, Mr. Vikramaditya Chandra as an Additional Director of the Company with effect from November 1, 2011.

In terms of the provisions of Section 260 of the Act, Mr. Chandra would hold office upto the date of this Annual General Meeting.

The Company has received a notice in writing from a Member alongwith a deposit of Rs. 500/- proposing the candidature of Mr. Chandra, for the office of Director of the Company under the provisions of Section 257 of the Act.

Mr. Chandra, if appointed, shall be liable to retire by rotation in accordance with the provisions of the Articles of Association of the Company. Mr. Chandra hold 42,700 shares of the Company.

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

As one of India's best known anchorpersons he presents 'The Big Fight', which has long been one of India's top rated news and current affairs programmes and 'Gadget Guru' along with several other special shows.

In his previous assignment, as CEO of NDTV Convergence Limited, Mr. Vikramaditya Chandra helped in building up the website and mobile business of the NDTV group. Under his able guidance the convergence business had grown manifold, with the page views for the site www.ndtv.com reaching 2 billion. This was a period of turnaround for NDTV Convergence, as it turned from a loss making entity to a profitable business. Earlier, as CEO of NDTV Networks Plc, Mr. Chandra was in charge of the NDTV Group's foray into the non-news space, including the areas of entertainment, lifestyle and consultancy.

In view of the valuable contributions made by Mr. Vikramaditya Chandra, the Board of Directors of the Company, on the recommendation by the Remuneration Committee, in its meeting held on November 1, 2011, have appointed Mr. Vikramaditya Chandra, as an Executive Director of the Company, liable to retire by rotation, for a period of five years commencing from November 1, 2011 on the terms and conditions as set out in the resolution.

Further, the Board of Directors of the Company, on the recommendation by the Remuneration Committee, in their meeting held on July 31, 2012 have approved the accounting of the cost of ESOPs granted to Mr. Chandra in the subsidiaries of the Company, which is charged to the Company as Mr. Chandra's managerial remuneration. The ESOP cost is a notional cost which is required to be accounted for in the books in accordance with the applicable accounting standards and provisions of the Companies Act, 1956.

As a consequence of the charge of ESOP cost as above, the remuneration of Mr. Vikramaditya Chandra enhanced by an amount of Rs. 14,84,810/-. In view of inadequacy of profits in the Company, the same is subject to the approval of Members of the Company by way of Special Resolution and Central Government, if necessary.

In the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Vikramaditya Chandra as an Executive Director of the Company, the remuneration as mentioned in the resolution, shall be paid to Mr. Vikramaditya Chandra, as minimum remuneration, subject to the approval of Central Government, if necessary.

The appointment of Mr. Vikramaditya Chandra as an Executive Director of the Company and payment of remuneration to him is subject to the approval by the Company in a General Meeting and the Central Government, if necessary, in accordance with the relevant provisions of the Companies Act, 1956 read with Schedule XIII to the said Act. The resolution set out in the notice is intended for this purpose.

The particulars required to be disclosed in the explanatory statement in accordance with provisions of Section II of Part II of Schedule XIII of the Companies Act, 1956, are enclosed in a separate statement and forms a part of this notice.

In view of his expertise and knowledge, it is in the best interests of the Company that Mr. Chandra is appointed as Executive Director on its Board.

None of the Directors of the Company, except Mr. Chandra, is in any way concerned or interested in this resolution(s).

The Board recommends the resolution(s) set forth at item nos. 8 and 9 of the Notice for the approval of the members.

**STATEMENT, PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE XIII TO THE COMPANIES ACT, 1956 WITH RESPECT TO ITEM NOS. 5 TO 9 OF THE NOTICE:**

**I. General Information**

1. *Nature of Industry:*

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

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

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

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

Not Applicable

4. *Financial performance based on given indicators:*

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

(Rs. in crores)

Financial Parameter	Years ended		
	2009 - 10	2010 - 11	2011 - 12
Revenues	355.45	364.04	408.68
Net Profits / (Loss) (Before Tax & ESOP exp)	(18.65)	(94.92)	(17.40)
Dividend %	-	-	-

5. *Export performance and net foreign exchange collaborations:*

Earnings in Foreign Currency (accrual Basis)

(In Rs. million)

Particulars	Year ended March 31, 2012	Year ended March 31, 2011
Advertisement Revenue	16.90	10.68
Subscription Revenue*	188.18	162.31
<b>Total</b>	<b>205.08</b>	<b>172.99</b>

\* Out of the above Rs.28.45 million (Previous year Rs.27.24 million) paid to NDTV Lifestyle Limited.

6. *Foreign investments or collaborators, if any:*

The Company is holding 55,000 fully paid ordinary shares of USD 1/- each, fully paid up, in NDTV One Holdings Limited, Mauritius.

The Company does not have any foreign collaborations.

II. **Information about the appointees:**

1. *Background details*

**Dr. Prannoy Roy**

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

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

**Mrs. Radhika Roy**

Mrs. Radhika Roy is an Eng (Hons) Graduate from Delhi University and a qualified speech pathologist from Oldrey Fleming School in London. She has also completed a course in television production from the Tisch School of Arts, New York University. She has been associated with the television media since 1988 and has experience of more than 28 years as a journalist and over 19 years as a television producer. She has been in charge of production of news and current affairs programmes, various live election specials and budget specials in NDTV.

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

**Mr. K V L Narayan Rao**

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

Mr. K V L Narayan Rao is an English literature graduate from the Madras University and masters in English literature from Himachal Pradesh University. He is also a graduate of the National Academy of Direct Taxes and has a Management Diploma in Public Finance from IAP.

**Mr. Vikramaditya Chandra**

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

As one of India's best known anchorpersons he presents 'The Big Fight', which has long been one of India's top rated news and current affairs programmes and 'Gadget Guru' along with several other special shows.

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

2. *Past Remuneration*

The details of past remuneration are given below:

Particulars: Remuneration paid during financial year 2011-12

(Amount in Rs.)

	Dr. Prannoy Roy	Mrs. Radhika Roy	Mr. K V L Narayan Rao	Mr. Vikramaditya Chandra (w.e.f. November 1, 2011)
Salary*	58,22,491	60,10,959	86,12,764	66,95,097

\* includes allowances, perquisites, contribution towards provident fund and cost attributable to ESOP, if any.

### 3. *Recognition or awards*

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

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

- Priyadarshini Academy Bombay, Felicitations Award for explicit coverage of world news on TV and analysis of trends in elections awarded in 1990
- Dynasty Culture Club Hall of Fame award for Best Anchor Person in 1991
- TV & Video Award for Best Anchor Person in 1993
- B. D. Goenka Award for excellence in Journalism in 1994 and 1995
- Maharana Mewar Foundation Award for contribution to Journalism in 1996
- Runner-up for Best News Presenter / Anchor in the Asian television Awards in 1997
- Goodwill Tour Award from Habib Public School, Karachi awarded in 1997
- Indian Dance theatre "Best Personality of the Year" awarded in 1998
- Screen Videocon Award for "Lifetime Achievement" awarded in 1998
- Limca Book of Records - "Person of the year" awarded in 1998
- Ernst & Young - Entrepreneur of the year award (Media).

#### **Mrs. Radhika Roy**

Mrs. Radhika Roy is the co-winner of the Ernst & Young Entrepreneur of the Year award for the information, communication and entertainment in the year 2003.

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

Mr. K V L Narayan Rao is an English literature graduate from the Madras University and masters in English literature from Himachal Pradesh University. He is also a graduate of the National Academy of Direct Taxes and has a Management Diploma in Public Finance from IAP, Paris.

#### **Mr. Vikramaditya Chandra**

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

### 4. *Job profile and suitability*

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

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

#### **Mrs. Radhika Roy**

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

During her association with NDTV, Mrs. Roy has shown the highest levels of commitment and adheres to the highest standards of journalism. She leads by personal example and has assured the success of the Company over the last 24 years.

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

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

Mr. K V L Narayan Rao, Executive Vice - Chairperson, has been with NDTV since 1995 and is responsible for overall performance of the Company. Being the Executive Vice - Chairperson, he is overall in-charge of the affairs of the Company, subject to superintendence, control and direction of the Board of Directors and accordingly, the day to day management and administration is vested in him. Taking into account, Mr. K V L Narayan Rao's qualifications and prior experience and the responsibilities placed on him as the Executive Vice – Chairperson of the Company, and in view of his contribution to the



Company since his appointment, the Board considers his appointment to be in the best interests of the Company. The Board is confident that Mr. K V L Narayan Rao's management capabilities will enable the Company progress further.

#### **Mr. Vikramaditya Chandra**

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

As one of India's best known anchorpersons he presents 'The Big Fight', which has long been one of India's top rated news and current affairs programmes and 'Gadget Guru' along with several other special shows.

In his previous assignment, as CEO of NDTV Convergence Limited, Mr. Vikramaditya Chandra helped in building up the website and mobile business of the NDTV group. Under his able guidance the convergence business had grown manifold, with the page views for the site [www.ndtv.com](http://www.ndtv.com) reaching 2 billion. This was a period of turnaround for NDTV Convergence, as it turned from a loss making entity to a profitable business. Earlier, as CEO of NDTV Networks Plc, Mr. Chandra was in charge of the NDTV Group's foray into the non-news space, including the areas of entertainment, lifestyle and consultancy.

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

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

#### 5. *Remuneration proposed*

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

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

The remuneration paid to the appointees for the financial year 2011-12 was as follows:

(Amount in Rs.)

Name of the Directors	Salary*	Perquisites	Cost attributable to ESOP	Total
Dr. Prannoy Roy	56,09,936	2,12,555	–	58,22,491
Mrs. Radhika Roy	57,98,404	2,12,555	–	60,10,959
Mr. K V L Narayan Rao	83,49,707	92,080	1,70,977	86,12,764
Mr. Vikramaditya Chandra (w.e.f. November 1, 2011)	49,16,020	8,06,942	9,72,135	66,95,097
<b>Total</b>	<b>2,46,74,067</b>	<b>13,24,132</b>	<b>11,43,112</b>	<b>2,71,41,311</b>

\*Salary includes allowances and contribution towards provident fund.

The aforesaid remuneration is in line with the industry standards.

#### 7. *Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:* Dr. Prannoy Roy and Mrs. Radhika Roy are related to each other. Further, Mr. K V L Narayan Rao and Mr. Vikramaditya Chandra are not related to any Director of the Company.

### **III. Other Information:**

#### 1. *Reasons for loss or inadequate profits*

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

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

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

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

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

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

**ITEM NO. 10**

In view of Mr. Vikramaditya Chandra's contributions w.r.t. the news as well as the non-news business of the NDTV Group, the Board of Directors of the Company at their meeting held on November 1, 2011 have approved the payment of remuneration to Mr. Vikramaditya Chandra from NDTV Networks Limited, the holding company for non-news business of NDTV Group, in his capacity as its CEO. Mr. Chandra was appointed to the said position in NDTV Networks Limited w.e.f. March, 2011.

The remuneration shall be paid to Mr. Chandra, as set out in the aforesaid resolution, in such a manner and proportion and on such terms and conditions, as decided by the Board of Directors of NDTV Networks Limited, a subsidiary of the Company.

In terms of the provisions of Section 314(1) of the Companies Act, 1956, in view of Mr. Vikramaditya Chandra, being the director of the Company w.e.f. November 1, 2011, an approval of the members is required for the payment of remuneration to Mr. Chandra, as CEO of NDTV Networks Limited, as mentioned above,.

None of the Directors, except Mr. Vikramaditya Chandra, being interested, is in any way concerned or interested in this resolution(s).

The Board recommends the special resolution set forth at item no. 10 of the Notice, for the approval of the members.

**ITEM NO. 11**

The Company recognizes the valuable contributions made by the Non-Executive Directors, for its development and profitability and it is felt that the time spent and contribution made by them be compensated adequately. Accordingly, it is proposed to make the payment of Rs. 32.50 lacs to the Non-Executive Directors.

However, the Company has inadequate profits in the financial year ended March 31, 2012 and will require approval from the Central Government before payment of remuneration to Non-Executive Directors, in terms of provisions of the Companies Act, 1956. Therefore, it is proposed that an application be made to the Central Government seeking specific approval for the payment of the aforesaid amount of Rs. 32.50 lacs to Non-Executive Directors for the financial year 2011-12.

Directors of the Company, except the Executive Directors, are concerned or interested in this resolution to the extent of remuneration received by them.

The Board recommends the special resolution set forth at item no. 11 of the Notice for the approval of the members.

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

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

**MR. VIJAYA BHASKAR MENON**

Mr. Vijaya Bhaskar Menon, a citizen of the United States, was born in India where he received a B.A. Honours degree from the University of Delhi after finishing school at the Doon School. He earned a Masters degree from Christ Church, Oxford University, and joined EMI Limited in London. He was appointed as Chairman, Managing Director and Chief Executive of EMI's Indian subsidiary in 1964 and represented EMI as a Director on the Boards of several subsidiary and associated companies including Capitol Industries in the U.S.A. and Toshiba EMI Limited in Japan.

In July 1990, Mr. Menon was appointed to the rank of "Chevalier De L'Ordre Des Arts Et Des Lettres"(Knight in the Order of Arts and Letters) by the French Minister of Culture.

Mr. Menon is Chairman and Chief Executive Officer of I.M.I.Inc. (International Media Investments) providing investment support and consultancy services for new and developing creative ventures in the entertainment, media and leisure businesses. In addition to the Company, he serves as a Director on the Boards of corporations in the U.S., Europe and Asia including Western India Plywoods Limited and the International Management Institute. Mr. Vijaya Bhaskar Menon does not hold any shares in the Company.

The Companies in which Mr. Vijaya Bhaskar Menon holds the directorship and the membership of committees of the board as on March 31, 2012, are as - New Delhi Television Limited - Audit Committee (Member), and Western Indian Plywoods Limited - Audit Committee (Member).

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

**MR. PRAMOD BHASIN**

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

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

Mr. Pramod Bhasin was earlier an Officer of General Electric (GE). His career with GE and RCA spanned 25 years across the US, Europe and Asia. He was most recently the head of GE Capital in India and in Asia, having earlier worked with GE Capital's

Corporate and Finance Group in Stamford, Connecticut, USA. Mr. Bhasin does not hold any shares in the company.

The Companies in which Mr. Bhasin holds the directorship and the membership of committees of the board as on March 31, 2012, are as - New Delhi Television Limited - Audit Committee (Member), Skills Academy Private Limited and Fragility Private Limited.

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

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

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

During 1985-1987, Dr. Prannoy Roy was associated with the Ministry of Finance, Government of India as Economic Advisor. He has been involved with the television media since 1980 as a commentator on elections and from 1984 as one of the premier anchorpersons in India in terms of credibility, analytical depth and presentational quality. He has been adjudged the television personality of the millennium by the Indian Express poll and has contributed to various national and international publications. He has been felicitated by many organizations. Dr. Prannoy Roy holds 10276991 Equity Shares in the Company as on August 17, 2012.

The Companies in which Dr. Roy holds the directorship as on March 31, 2012, are as; New Delhi Television Limited, NDTV Media Limited, NDTV Convergence Limited, NDTV Labs Limited, NDTV Worldwide Limited, NDTV Networks Limited, NDTV Lifestyle Holdings Private Limited, Metronation Chennai Television Limited, NDTV Investments Private Limited, RRPR Holding Private Limited, NGEN Media Services Private Limited and Green Channel Foundation.

The Companies in which Dr. Roy holds the membership of Committees of the Board as on March 31, 2012, are as;

New Delhi Television Limited (Shareholder' & Investors' Grievance Committee) ( Member), NDTV Labs Limited (Audit Committee) (Chairperson), NDTV Convergence Limited (Audit Committee) (Member), Metronation Chennai Television Limited (Audit Committee) (Chairperson), NDTV Worldwide Limited (Audit Committee) (Member), NDTV Lifestyle Holdings Private Limited (Audit Committee) (Member) and NDTV Networks Limited (Audit Committee) (Member).

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

#### **MRS. RADHIKA ROY**

Mrs. Radhika Roy, Executive Co - Chairperson, is an English (Hons) Graduate from Delhi University and a qualified speech pathologist from Oldrey Fleming School in London. She has also completed a course in television production from the Tisch School of Arts, New York University. She has been associated with the television media since 1988 and has experience of more than 28 years as a journalist and over 19 years as a television producer. She has been in charge of production of news and current affairs programmes, various live election specials and budget specials in NDTV.

She is the co-promoter of New Delhi Television Limited and has overseen the growth of the organisation from a small production house in 1988 to a successful network today; that operates three 24 hour channels. Mrs. Radhika Roy holds 10524249 equity shares in the Company as on August 17, 2012.

The Companies in which Mrs. Roy holds the directorship as on March 31, 2012, are as; New Delhi Television Limited, NDTV Lifestyle Limited, NDTV Convergence Limited, NDTV Lifestyle Holdings Private Limited, NDTV Networks Limited, NDTV Worldwide Limited, Metronation Chennai Television Limited, NDTV Investments Private Limited, RRPR Holding Private Limited, NGEN Media Services Private Limited and Thought Arbitrage Research Institute (TARI) (Member of the Governing Body).

The Companies in which Mrs. Roy holds the membership of Committees of the Board as on March 31, 2012, are as;

New Delhi Television Limited (Shareholder' & Investors' Grievance Committee)( Member), NDTV Convergence Limited (Audit Committee)( Member), Metronation Chennai Television Limited (Audit Committee) ( Member), NDTV Lifestyle Limited (Audit Committee) (Member), NDTV Worldwide Limited (Audit Committee) (Member) and NDTV Lifestyle Holdings Private Limited (Audit Committee)( Member).

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

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

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

Mr. K V L Narayan Rao is an English literature graduate from the Madras University and masters in English literature from Himachal Pradesh University. He is also a graduate of the National Academy of Direct Taxes and has a Management Diploma in Public Finance from IAP, Paris. Mr. K V L Narayan Rao holds 185803 Equity Shares in the Company as on August 17, 2012.

The Companies in which Mr. Rao holds the directorship as on March 31, 2012, are as; New Delhi Television Limited, NDTV Media

Limited, NDTV Convergence Limited, NDTV Labs Limited, NDTV Worldwide Limited, NDTV Networks Limited, NDTV Lifestyle Holdings Private Limited, NGEN Media Services Private Limited, News Broadcasters Association and Indian Broadcasting Foundation.

The Companies in which Mr. Rao holds the membership of Committees of the Board as on March 31, 2012, are as; New Delhi Television Limited (Shareholder' & Investors' Grievance Committee) (Member), New Delhi Television Limited (Audit Committee) (Member), NDTV Labs Limited (Audit Committee) (Member), NDTV Convergence Limited (Audit Committee) (Chairperson), NDTV Worldwide Limited (Audit Committee) (Chairperson), NDTV Networks Limited (Audit Committee) (Chairperson) and NDTV Lifestyle Holding Private Limited (Audit Committee) (Chairperson).

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

#### **MR. VIKRAMADITYA CHANDRA**

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

As one of India's best known anchorpersons he presents 'The Big Fight', which has long been one of India's top rated news and current affairs programmes and 'Gadget Guru' along with several other special shows.

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. Mr. Chandra holds 42700 Equity Shares in the Company as on August 17, 2012.

The Companies in which Mr. Chandra holds the directorship as on March 31, 2012, are as; New Delhi Television Limited, NDTV Labs Limited, NDTV Convergence Limited and NDTV Lifestyle Limited.

The Companies in which Mr. Chandra holds the membership of Committees of the Board as on March 31, 2012, are as; New Delhi Television Limited (Audit Committee) (Member), NDTV Labs Limited (Audit Committee) (Member) and NDTV Lifestyle Limited (Audit Committee) (Member).

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

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

Date: August 21, 2012  
Registered Office: 207, Okhla Industrial Estate, Phase III,  
New Delhi-110020

**Anoop Singh Juneja  
Company Secretary**

**NEW DELHI TELEVISION LIMITED**  
**Registered Office : 207, Okhla Industrial Estate,**  
**Phase III, New Delhi-110 020**

**PROXY FORM**

I/We .....  
of .....  
... being member/s of NEW DELHI TELEVISION LIMITED hereby appoint .....  
.....of .....

.....or  
failing him ..... of ..... as my/our  
proxy to vote for me/us and on my/our behalf at the 24<sup>TH</sup> ANNUAL GENERAL MEETING of the Company to be held  
on Thursday, September 27, 2012 at 3.30 p.m. at Siri Fort Auditorium, August Kranti Marg, New Delhi-110049 and  
at any adjournment thereof.

In witness whereof, I/We have set my/our hand/ hands this ..... day of August/September, 2012.

Signed by the said .....

DP Id .....

Client Id .....

Folio No. ....

Number of shares held .....

Please affix  
Re. 1/-  
Revenue  
Stamp here

- NOTE :**
1. The proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. Proxy need not be a member of the Company.
  2. Please affix Re 1.00 revenue stamp on this form and the member should sign across the stamp.

**NEW DELHI TELEVISION LIMITED**  
**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 24<sup>TH</sup> ANNUAL GENERAL MEETING of the Company held on Thursday,  
September 27, 2012 at 3.30 p.m. at Siri Fort Auditorium, August Kranti Marg, New Delhi-110049.

.....  
Signature of the Member/Proxy/Representative\*

\* Strike out whichever is not applicable