

NEW DELHI TELEVISION LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 21ST ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NEW DELHI TELEVISION LIMITED WILL BE HELD ON THURSDAY, AUGUST 20, 2009 AT 3.30 P.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, DHAULA KUAN, NEW DELHI - 110010 TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit and Loss Account of the Company for the financial year ended March 31st, 2009 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. Amal Ganguli, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. K V L Narayan Rao, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Price Waterhouse, 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, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on such remuneration as may be determined by the Board of Directors 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 Central Government, if necessary, and such other approvals as may be required, Mrs. Radhika Roy be and is hereby re-appointed as Managing Director of the Company, for a period of five years commencing from July 01, 2009, on terms and conditions, as set out hereunder and as approved by Board of Directors of the Company:
Salary: Rs. 46,50,000/- per annum

Commission: Not exceeding 1% of the net profits of the Company within the overall ceilings prescribed under the Act to be divided among the Whole-time Directors in such manner as may be decided by the Board of Directors of the Company.

Perquisites: Expenditure on all other perquisites shall not exceed a sum of Rs. 15,00,000/- per annum.

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 Managing Director 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 of Directors or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under the Companies Act, 1956 or schedule(s) appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or any rules or regulations there under and 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."

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

"RESOLVED THAT pursuant to the resolution(s) approved by the Members of the Company on 10.3.2009 as per Section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules 2001 for the amendment of Employee Stock Option Scheme 2004 (ESOP 2004) incorporating a surrender clause and approval of Employee Stock Purchase Scheme 2009 of the Company and pursuant to the applicable provisions of the Companies Act, 1956, if any, and subject to the approval of Central Government, if necessary, and such other approvals as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any

committee thereof), to allot at any time to Mr. K V L Narayan Rao, Whole - time Director of the Company and an Eligible Employee under a Scheme titled "Employee Stock Purchase Scheme 2009" (hereinafter referred to as the "ESPS" or "Scheme" or "Plan") such number of equity shares of the Company, not exceeding 1,37,500 (One lakh thirty seven thousand five hundred) at such price, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board.

RESOLVED FURTHER THAT the new equity shares to be allotted by the Company to Mr. K VL Narayan Rao in the manner aforesaid shall stand *pari-passu* in all respects with the then existing equity shares of the Company.

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."

7. 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. Heramb Ravindra Hajarnavis, 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."

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

"RESOLVED THAT subject to the provisions of Section 198,309 and other applicable provisions under the Companies Act, 1956 and such other approvals as may be necessary, the approval of the members be and is hereby accorded to the payment of the enhanced annual remuneration for the Financial Year ended 31st March, 2009 to Non-Executive Directors of the Company, aggregating to Rs. 25 lacs, in a manner and proportion, as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT Dr. Prannoy Roy, Chairman, Mrs. Radhika Roy, Managing Director, Mr. K V L Narayan Rao, Whole- time Director and Mr. Rajiv Mathur, 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: July 22, 2009
Registered Office:
207, Okhla Industrial Estate, Phase III,
New Delhi-110020

**Rajiv Mathur
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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. THE DULY COMPLETED, STAMPED AND SIGNED PROXIES TO BE EFFECTIVE, SHOULD REACH AT 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 August 13, 2009 to August 20, 2009 (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 wish to ask for any information 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 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.

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

ITEM NO. 5

At the Annual General Meeting of the Company, held on September 22, 2004, Mrs. Radhika Roy was re-appointed as the Managing Director of the Company with effect from July 01, 2004, for a period of five years. The present term of re-appointment of Mrs. Radhika Roy expired on June 30, 2009.

In view of the contributions made by Mrs. Radhika Roy and her extensive knowledge of Company's operations and rich experience and expertise in managing the affairs of the Company, the Board of Directors of the Company, on the recommendation by the Remuneration Committee, in its meeting held on 30th April 2009, re-appointed Mrs. Radhika Roy, as the Managing Director of the Company for a further period of five years commencing from July 01, 2009 on the terms and conditions as set out in the resolution. Such re-appointment 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 Mrs. Radhika Roy as Managing Director of the Company, the remuneration as mentioned in the resolution, shall be paid to Mrs. Radhika Roy, as minimum remuneration, subject to the approval of Central Government, if necessary.

The re-appointment of Mrs. Radhika Roy as Managing Director of the Company and payment of remuneration to her 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.

None of the Directors of the Company, except Mrs. Radhika Roy and Dr. Prannoy Roy (being her relative), is in any way concerned or interested in this resolution.

The Board recommends the special resolution set forth at Item No. 5 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 NO. 5 OF THE NOTICE:

I. General Information

1. *Nature of Industry:*

The Company is operating four Channels namely NDTV 24x7, NDTV India, NDTV Profit and NDTV Metronation (Delhi).

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:

Amount (Rs.)

Financial Parameter	Year ended		
	2005-06	2006-07	2007-08
Revenues	1,94,14,82,361	2,36,47,36,947	3,18,49,88,862
Net Profit (Before Tax & ESOP exp)	17,94,60,358	9,47,04,898	21,02,04,226
Dividend (%)	20%	20%	20%

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

Earnings in Foreign Currency (On Cash Basis)

Amount (Rs.'000)

Particulars	Year ended	Year ended
	March 31, 2009	March 31, 2008
Advertisement Revenue	34,790	17,399
Subscription Revenue	67,833	51,182
Other Business Income - Consultancy fees etc.	4,34,369	14,550
Total	5,36,992	83,131

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

The Company is holding 980 Equity Shares of Euro 100/- each fully paid up in NDTV BV, 90 Equity Shares of Euro 100/- each fully paid up in NDTV Emerging Markets B.V. and 55,000 Equity Shares of USD 1/- each in NDTV One Holdings Limited.

The Company does not have any foreign collaborations.

II. Information about the appointee:

1. *Background details*

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 25 years as a journalist and over 16 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 four 24 hour channels.

2. *Past Remuneration*

The details of past remuneration are given below:

Mrs. Radhika Roy

Particulars : Remuneration paid during Financial Year 2008-2009

Salary : Rs. 75,10,797 /-*

* Salary includes allowances, perquisites, contribution towards provident fund.

3. *Recognition or award(s)*

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.

4. *Job profile and suitability*

As Managing Director 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. Mrs. Roy is actively involved with the Editorial and production functions of the four channels.

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 16 years.

Keeping in view of her contribution to the Company since her appointment, the Board considers her re-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.

5. *Remuneration proposed*

As set out above in the Notice. The remuneration of Mrs. Radhika Roy has the approval 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 Mrs. Radhika Roy for the financial year 2008-2009 was as follows:

(Amount in Rs.)

Name of the Director	Salary	Perquisites	Total
Mrs. Radhika Roy	46,50,000	28,60,797	75,10,797

Salary includes allowances, perquisites 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.*

Mrs. Radhika Roy and Dr. Prannoy Roy are related to each other being wife and husband, and shall be deemed to be interested in the resolution.

III. Other Information:

1. *Reasons for loss or inadequate profits*

The Company, like all other Media and non-media companies, has been affected by the global recession, which has had its impact in India as well. As a first reaction to the recessionary signs, the advertising spend was cut back by companies across all industries. The cut-back in the advertising spends has affected the revenues of the Company, like all Media Companies, which are predominantly dependent on advertising for their revenues. 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.
- Recent initiatives to diversify in areas "Beyond News".

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. 6

Mr. K V L Narayan Rao was re-appointed as the Whole - time Director of the Company w.e.f. June 11, 2008 for a period of five years at the Annual General Meeting held on September 22, 2008.

Mr. Rao was allotted 1,75,000 stock options under the Employee Stock Option Scheme - 2004 (ESOP 2004) implemented by the Company, after requisite approvals from the shareholders.

The Members of the Company pursuant to Section 192A (2) of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, has approved the following resolutions on 10.3.2009:

1. Amendment of Employee Stock Option Scheme - 2004 (ESOP 2004) of the company by incorporating a clause allowing the surrender of vested and unexercised / unvested options granted to the eligible employees.
2. Approval of Employee Stock Purchase Scheme 2009 (ESPS), which allows for allotment of equity shares to eligible employees in lieu of surrender of vested and unexercised / unvested options, granted earlier under ESOP 2004.

Pursuant to the aforesaid amendment in ESOP 2004, Mr. K V L Narayan Rao, Whole - time Director of the Company has surrendered vested and unexercised / unvested 1,37,500 stock options which were granted earlier under ESOP 2004. Further, in lieu of surrender of vested and unexercised / unvested options by him under ESOP 2004, the Board, on the recommendation of Remuneration Committee, has approved issue and allocation of 1,37,500 Equity Shares on the terms and conditions as set out in the resolution, subject to the requisite approvals and accordingly, Company has issued and allocated in his favour 1,37,500 equity shares under ESPS, on March 31, 2009.

Due to aforesaid issue and allocation of equity shares under ESPS, remuneration of Mr. Rao has been revised and it is proposed to ratify and confirm the aforesaid issue and allocation, subject to the approval of the Members of the Company by way of Special Resolution and 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.

None of Directors of the Company, except Mr. K V L Narayan Rao, is in any way concerned or interested in this resolution.

The Board recommends the special resolution set forth at Item No. 6 of the Notice for the approval of the members.

ITEM NO. 7

The Board of Directors of the Company (the Board), appointed, pursuant to the provisions of Section 260 of the Companies Act, 1956 (the Act) and Article 83 of the Articles of Association of the Company, Mr. Hajarnavis as an Additional Director of the Company with effect from January 22, 2009.

In terms of the provisions of Section 260 of the Act, Mr. Hajarnavis 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. Hajarnavis for the office of Director of the Company under the provisions of Section 257 of the Act.

Mr. Hajarnavis is Vice President in the Merchant Banking Division of Goldman, Sachs & Co. based in Mumbai, India where he is co-head of the Principal Investment Area. His past experience includes being a member of the management team of Centennial Communications and an investment banker with Goldman Sachs. He focuses on transactions in several sectors including general industrials, consumer products and retail, communications and media, and business services. He holds a B.S. in Economics from the Massachusetts Institute of Technology and an MBA from Harvard Business School. Keeping in view his enriched expertise and knowledge, it will be in the interest of the Company that Mr. Hajarnavis is appointed as a Director, who, if appointed, shall be liable to retire by rotation in accordance with the provisions of the Articles of Association of the Company.

None of the Directors of the Company, except Mr. Hajarnavis, is in any way concerned or interested in this resolution.

The Board recommends the ordinary resolution set forth at Item No. 7 of the Notice for the approval of the members.

ITEM NO. 8

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. 25.00 Lacs as enhanced remuneration to the Non-Executive Directors.

However, the Company has inadequate profits in the Financial Year ended 31st March, 2009 and no commission can be paid to the Non-Executive Directors under the provisions contained in the Companies Act, 1956 and therefore, it is proposed that an application be made to the Central Government seeking specific approval for the payment of enhanced annual remuneration to Non-Executive Directors for the Financial Year 2008-09.

Directors of the Company, except the Whole-time Directors, are concerned or interested in the Resolution to the extent of remuneration received by them.

The Board recommends the special resolution set forth at Item No. 8 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. AMAL GANGULI

Mr. Amal Ganguli, an Non Executive Independent Director, aged 69 years, is a scholar and having very wide spectrum of experience. He is FCA (England and Wales), FBIM, Member, New Delhi Chapter, Institute of Internal Auditors (Florida), Alumnus-IMI (Geneva)- Course on Strategy.

Mr. Amal Ganguli has been Qualified Senior Accountant/ Assistant Manager (1962-64) with Griffin Stone Moscrop & Co., Chartered Accountants, London & Peat Marwick Mitchell & Co. London. He has been Manager, with Price Waterhouse Peat & Co., India (1964-1969). Mr. Ganguli has been partner with Price Waterhouse Peat & Co./ Price Waterhouse / Price Waterhouse Coopers, India (1969-2003).

Mr. Amal Ganguli has a wide range of experience in the field of Statutory Audits, Internal audits, Management audits, Corporate and Management reviews, Reviews and implementation of systems, Organisations and procedures, Mergers and acquisitions, Scheme of Amalgamations, Company reorganizations and reconstructions, Dispute analysis and resolution, Income Tax, International Income tax, Joint Venture structures and Agreements, Cross Border Investments/ Projects, Consulting projects funded by International Funding Agencies, Corporate Governance- structures, systems and procedures, Board level involvement as independent Board member. Mr. Amal Ganguli does not hold any shares in the Company.

The companies in which Mr. Ganguli holds the directorship and the membership of Committees of the Board are as; New Delhi Television Limited - Audit Committee (Chairman), Reorganization Committee (Chairman), Demerger Committee (Chairman), Remuneration Committee (Member), Investment Committee (Member), Loan Committee (Member), Maruti Suzuki India Limited - Audit Committee (Chairman), Tata Telecommunications Limited - Audit Committee (Chairman), Century Textiles and Industries Limited - Audit Committee (Member), ICRA Limited - Audit Committee (Member), Tube Investments of India Limited - Audit Committee (Member), Remuneration Committee (Member), HCL Technologies Limited - Audit Committee (Member), Triveni Engineering and Industries Limited - Audit Committee (Member), AVTEC Limited, Hughes Communications India Limited - Audit Committee (Chairman), Aricent Technologies (Holdings) Limited - Audit Committee (Chairman), Remuneration Committee (Member), Aptuit Laurus Private Limited, AIG Trustee Company (India) Private Limited - Audit Committee (Member), ML Infomap Private Limited, Ascendas Property Fund Trustee Private Limited - Investment Committee (Member) and Tata Teleservices Maharashtra Limited.

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

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 IIAP, Paris. Mr. K V L Narayan Rao holds 48303 Equity Shares in the Company as on June 30, 2009.

The companies in which Mr. Rao holds the directorship and the membership of Committees of the Board are as; New Delhi Television Limited - Audit Committee (Member), Shareholders' and Investors' Grievance Committee (Member), Allotment Committee (Member), Reorganization Committee (Member), Demerger Committee (Member), Investment Committee (Member), Postal Ballot Committee (Member), Loan Committee (Member), NDTV Media Limited - ESOP Committee (Member), NDTV Imagine Limited - Audit Committee (Member), ESOP Committee (Member), Remuneration Committee (Member), Allotment Committee (Member), NDTV Labs Limited - Audit Committee (Member), ESOP Committee (Member), Remuneration Committee (Member), NDTV Convergence Limited - Audit Committee (Member), ESOP Committee (Member), NDTV Lifestyle Limited - Audit Committee (Member), ESOP Committee (Member), Remuneration Committee (Member), Imagine Showbiz Limited - Audit Committee (Chairperson), Allotment Committee (Chairperson), NDTV Imagine

Pictures Limited, Alliance Lumiere Limited - Audit Committee (Member), NGEN Media Services Private Limited, NDTV Worldwide Private Limited, NDTV Studios Limited, NDTV News 24X7 Limited, NDTV India Plus Limited, NDTV Business Limited, NDTV Hindu Media Limited and Mobar India Limited.

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

MRS. RADHIKA ROY

Mrs. Radhika Roy, Managing Director, 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 25 years as a journalist and over 16 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 four 24 hour channels. Mrs. Radhika Roy holds 1,51,41,927 equity shares in the company individually and Mrs. Radhika Roy and Dr. Prannoy Roy jointly holds 48,36,850 equity shares in the company as on June 30, 2009.

The companies in which Mrs. Radhika Roy holds the directorship and the membership of Committees of the Board are as, New Delhi Television Limited - Shareholders' and Investors' Grievance Committee (Member), Reorganization Committee (Member), Demerger Committee (Member), Investment Committee (Member), Allotment Committee (Member), ESOP & ESPS Committee (Chairperson), Postal Ballot Committee (Member), Loan Committee (Member), NDTV News Limited, NDTV Media Limited - ESOP Committee (Member), NDTV Convergence Limited - Audit Committee (Member), ESOP Committee (Member), Metronation Chennai Television Limited - Audit Committee (Member), NGEN Media Services Private Limited, NDTV Investments Private Limited, RRPR Holding Private Limited, NDTV Worldwide Private Limited, NDTV Studios Limited, NDTV News 24X7 Limited, NDTV India Plus Limited, NDTV Business Limited, New Delhi Television Media Limited, NDTV Delhi Limited and NDTV Hindu Media Limited.

Disclosure of relationships between directors inter-se: Mrs. Radhika Roy is related to Dr. Prannoy Roy.

MR. HERAMB RAVINDRA HAJARNAVIS

Mr. Heramb Ravindra Hajarnavis, aged 34 years, has joined the Board on January 22, 2009 as an Additional Director.

Mr. Hajarnavis is Vice President in the Merchant Banking Division of Goldman, Sachs & Co. based in Mumbai, India where he is co-head of the Principal Investment Area.

His past experience includes being a member of the management team of Centennial Communications and an investment banker with Goldman Sachs. He focuses on transactions in several sectors including general industrials, consumer products and retail, communications and media, and business services.

He holds a B.S. in Economics from the Massachusetts Institute of Technology and an MBA from Harvard Business School. Mr. Hajarnavis does not hold any shares in the company.

The companies in which Mr. Hajarnavis holds the directorship are as, New Delhi Television Limited, Intra Vidyut Limited, TVS Logistics Services Limited, Sudhir Gensets Limited and Sudhir Power Projects Private Limited.

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

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

Date: July 22, 2009
Registered Office: 207, Okhla Industrial Estate, Phase III,
New Delhi-110020

**Rajiv Mathur
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 21ST ANNUAL GENERAL MEETING of the Company to be held on
Thursday, August 20, 2009 at 3.30 p.m. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010 and
at any adjournment thereof.

In witness whereof, I/We have set my/our hand/ hands this day of August, 2009.

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 21ST ANNUAL GENERAL MEETING of the Company held on Thursday,
August 20, 2009 at 3.30 p.m. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010.

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

* Strike out whichever is not applicable