

**NEW DELHI TELEVISION LIMITED**

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED DECEMBER 31, 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	Note 1
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	Note 2
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	-
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	Yes	Note 3
<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	Note 4
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	-
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>	Yes	-
(A) Related party transactions	49 (VIIIA)	Yes	-
(B) Disclosure of Accounting Treatment	49 (VIIIB)	N.A.	-
(C) Remuneration of Directors	49 (VIII C)	Yes	-
(D) Management	49 (VIII D)	Yes	-
(E) Shareholders	49 (VIII E)	Yes	-
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	N.A.	-
<b>IX. CEO/CFO Certification</b>	<b>49 (IX)</b>	Yes	-
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	Yes	-
<b>XI. Compliance</b>	<b>49 (XI)</b>	Yes	-

Note 1: Provisions relating to performance evaluation, separate meeting and familiarization program for Independent Directors shall be complied in due course.

Note 2: Succession Plan is in the process of being finalized.

Note 3: Independent Directors will be appointed on the material non-listed subsidiary companies in due course.

Note 4: Constitution of Risk Management Committee is not applicable to the Company.