

BY SPEED POST / AIRMAIL

NO. FC. II. :37 (2007)/5 (2007)
Government Of India
Ministry of Finance
Department of Economic Affairs
FIPB Unit.

New Delhi, the March 5, 2007.

To

M/s. NDTV NETWORKS PLC, LONDON.
C/O LUTHRA & LUTHRA,
103, ASHOKA ESTATE,
BARAKHAMBA ROAD,
NEW DELHI- 110 001.

SUBJECT : Application for foreign collaboration (SIA Regn.
No. FC. I. 5 dated 05/01/2007)

Dear Sir,

I am directed to refer to the above mentioned application and to convey approval of Government of India to your proposal, subject to the following terms and conditions.

- 1 Name and address : M/s. NDTV Networks Plc, London.
of foreign collaborator
- 2 Item(s) of activity/ covered by the foreign collaboration : Uplinking of non-news and current affairs television channel by Ms. NDTV Imagine Ltd. and M/s. NDTV Lifestyle Ltd. It is noted that M/s. NDTV Imagine Ltd. is currently engaged in the business of content production, recording television films, video films, feature films, television programs in India and abroad for private, commercial or public usage over the radio, television, internet or other media for Hindi entertainment channels. M/s. NDTV Lifestyle Limited is currently engaged in the business of content production for television channels dedicated to travel, food, fashion, shopping, health and wellness both in India and abroad.
- 3 Proposed Location : NEW DELHI
State : DELHI

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4 Foreign Equity Participation (in Foreign Exchange) : 100.00% (One Hundred percent) in the paid up capital of the two companies. It is noted that as per the requirement of the investee companies, additional investment upto USD 130-160 million or thereabout, principally raised outside India through Public offering of its shares or otherwise by M/s. NDTV Networks Plc, in NDTV Imagine Ltd., NDTV Lifestyle Ltd., M/s. NDTV Labs Ltd., M/s. NDTV Convergence Ltd. and M/s. NDTV Media Services Pvt. Ltd. may be made.

The amount of consideration for the aforesaid additional investment will be paid out of the inward remittance of foreign exchange through normal banking channels.

5 Issue/ Valuation/ Transfer of shares shall be as per SEBI/RBI Guidelines.

6 The approval is subject to the condition that the two companies would be required to meet the requirements under the up linking guidelines of Ministry of Information & Broadcasting to obtain permission for up linking the channels.

7 The approval is subject to the condition that the foreign collaborator has no existing joint venture or technology transfer/trademark agreement in the same field for which approval is granted. If this is not so, you shall not take steps to implement the project but submit the details to FIPB/Govt. in terms of Press Note-1 (2005 Series)

8 The approval is further subject to the condition that this new venture would not in any way adversely affect the interest of any existing technology/trademark arrangement in the same field.

9 The company will notify any increase in quantum of foreign equity without change in approved foreign investment percentage to the FIPB Unit within thirty days of receipt of funds as also allotment of shares to non-resident shareholders.

10 In case the proposed activity is not exempted from the provisions of Industrial (Development & Regulation) Act, 1951 and the Foreign Exchange Management Act, 2000 it will be your responsibility to obtain such clearances as may be required under the said Acts.

11 The location of the industrial projects, will be subject to Central or State Environmental laws or regulations including local zoning and land use laws and regulations.

12 Adequate steps shall be taken on the satisfaction of the Government to prevent air, water and soil pollution. Such anti-pollution measures to be installed should conform to the effluent and emission standards prescribed by the State Government in which the factory or the industrial undertaking is located.

13 Import of capital equipments, components and raw materials will be allowed as per the import policy prevailing from time to time.

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14 This approval letter be made a part of the foreign collaboration agreement to be executed between the investee companies and the foreign collaborator and only those provisions of the agreement which are covered by this letter or which are not in variance with the provisions of this letter shall be binding on the Government of India or Reserve Bank of India.

15 You may now proceed to finalise the agreement and file the same with the Reserve Bank of India / Authorised Foreign Exchange Dealer

16 The agreement shall be subject to Indian Laws.

17 You may file required documents of inward remittance with the Regional Office of the Reserve Bank of India within 30 days after issue of shares in terms of FEMA regulations notified by RBI.

18 All remittances to the foreign collaborator shall be made as per the exchange rates prevailing on the day of remittance.

19 The Administrative Ministry for this Project is the M/o Information and Broadcasting.

20 You are requested to acknowledge and confirm acceptance of the above terms and conditions to the FIPB Unit and the Administrative Ministry.

21 A copy of the collaboration agreement, signed by both parties may be furnished to the following authorities:-

(A) Administrative Ministry/Department as mentioned above.

(B) FIPB Unit, New Delhi.

(C) Department of Scientific and Industrial Research, Technology Bhawan, New Mehrauli Road, New Delhi.

22 All future correspondence for amendments/changes in terms and conditions of the approval letter or for extension of validity, if required, etc., may be addressed to the FIPB Unit New Delhi.

23 You are requested to furnish the information as per the questionnaire on 1st January & 1st July every year till the receipt of total approved foreign equity and commencement of commercial production to the Administrative Ministry concerned and the FIPB Unit, New Delhi

24 In case of any problem encountered during implementation of this foreign collaboration approval, you are advised to contact Foreign Investment Implementation Authority(FIIA) at email address fiia@ub.nic.in or write to Foreign Investment Implementation Authority, Department, of Industrial Policy & Promotion, Ministry of Commerce and Industrial, Udyog Bhawan, New Delhi- 110011.

Yours faithfully

(MANGAL MARNDI)

Under Secretary to the Govt. of India

Phone No. : 23093135

SEAL OF THE MINISTRY

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QUESTIONNAIRE

1. Name of the India Company/Partner(s) :
2. Name of the Foreign Collaborator(s) :
3. Item(s) of manufacture/activities :
4. Location of the factory/Unit :
5. Terms of approvals
i) Foreign equity (Amount & %age of paid-up capital) :
ii) Lumpsum know-how fee :
iii) Royalty etc. :
6. Has the foreign collaboration agreement been finalised and filed with RBI? If yes, date, if not, indicate reasons and likely date :
7. Has the foreign equity been received? :
If yes, indicate amount and date,
If not, indicate reasons and likely time schedule.
8. Details of payments, if any, released to the foreign collaborators. :
9. Indicate briefly the effective steps taken towards implementation e. g. incorporation of new joint venture company, acquisition of land/construction of factory, installation of plant and machinery etc. :
10. Likely date of commencement of the production. :
11. Employment generated by the project in terms of numbers. :
12. Specific problems, if any, being faced in implementation, the reasons thereof and the agency/organisation concerned. :