



NEW DELHI TELEVISION LIMITED

Registered Office: 207, Okhla Industrial Estate, Phase-III, New Delhi - 110020

Phone: 011-46176300, 46176552, Fax :011-41735110

TO THE MEMBERS OF NEW DELHI TELEVISION LIMITED

ABSTRACT UNDER SECTION 302 OF THE COMPANIES ACT, 1956

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, the Board of Directors of the Company, at their meeting held on July 29, 2011 passed three separate resolutions 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 for the appointment of Dr. Prannoy Roy and Mrs. Radhika Roy as the 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 the Executive Vice-Chairperson of the company for a period of five years with effect from July 29, 2011. These resolutions/appointments are subject to the approval of Members of the Company and the Central Government, if necessary.

I. APPOINTMENT OF DR. PRANNOY ROY AS EXECUTIVE CO-CHAIRPERSON

In compliance of Section 302 of the Companies Act, 1956 an abstract of the terms of appointment of and remuneration payable to Dr. Prannoy Roy as Executive Co-Chairperson of the Company, as contained in the resolution passed by the Board of Directors and the Memorandum of Concern or Interest of the Directors, are set out below:-

TERMS OF APPOINTMENT INCLUDING REMUNERATION

The terms of appointment of Dr. Prannoy Roy, Executive Co-Chairperson, as recommended by the Remuneration Committee and as approved by the Board of Directors of the Company are as follows:-

Tenure: 1st July 2011 to 30th June 2016

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.

MINIMUM REMUNERATION

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 will be payable to Dr. Prannoy Roy, as minimum remuneration subject to the approval of the Central Government, if necessary.

MEMORANDUM OF CONCERN OR INTEREST OF THE DIRECTORS

None of the Directors of the Company, except Dr. Prannoy Roy himself and Mrs. Radhika Roy (being his relative), is in any way concerned or interested in the aforesaid appointment.

II. APPOINTMENT OF MRS. RADHIKA ROY AS EXECUTIVE CO-CHAIRPERSON

In compliance of Section 302 of the Companies Act, 1956 an abstract of the terms of appointment of and remuneration payable to Mrs. Radhika Roy as Executive Co-Chairperson of the Company, as contained in the resolution passed by the Board of Directors and the Memorandum of Concern or Interest of the Directors, are set out below:-

TERMS OF APPOINTMENT INCLUDING REMUNERATION

The terms of appointment of Mrs. Radhika Roy, Executive Co-Chairperson, as recommended by the Remuneration Committee and as approved by the Board of Directors of the Company are as follows:-

Tenure: 1st July 2011 to 30th June 2016

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.

MINIMUM REMUNERATION

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 will be payable to Mrs. Radhika Roy, as minimum remuneration, subject to the approval of the Central Government, if necessary.

MEMORANDUM OF CONCERN OR INTEREST OF THE DIRECTORS

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

III. APPOINTMENT OF MR. K V L NARAYAN RAO AS EXECUTIVE VICE-CHAIRPERSON

In compliance of Section 302 of the Companies Act, 1956 an abstract of the terms of appointment of and remuneration payable to Mr. K V L Narayan Rao as Executive Vice-Chairperson of the Company, as contained in the resolution passed by the Board of Directors and the Memorandum of Concern or Interest of the Directors, are set out below:-

TERMS OF APPOINTMENT INCLUDING REMUNERATION

The terms of appointment of Mr. K V L Narayan Rao, Executive Vice-Chairperson, as recommended by the Remuneration Committee and as approved by the Board of Directors of the Company, are as follows:-

Tenure: 29th July 2011 to 28th July 2016

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.

MINIMUM REMUNERATION

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 will be payable to Mr. K V L Narayan Rao, as minimum remuneration, subject to the approval of the Central Government, if necessary.

MEMORANDUM OF CONCERN OR INTEREST OF THE DIRECTORS

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

INSPECTION

Copy of the aforesaid resolutions passed by the Board of Directors on July 29,2011 may be inspected at the Registered Office of the Company between 11:00 A.M. and 1:00 P.M. on any working day except Saturday, Sunday and public holidays, up to the date of the next General Meeting.

Place : New Delhi
Date : 29.07.2011

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

**Anoop Singh Juneja
Company Secretary**