

# NEW DELHI TELEVISION LIMITED

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 23<sup>RD</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NEW DELHI TELEVISION LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 3, 2011 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 31, 2011 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 reappointment.
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, having Registration No. FRN 007568S, 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 Section 372A and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to ratify the guarantee provided on behalf of NDTV BV, for an amount of USD 50 million (US Dollars Fifty Million only) to Bank of India, London (“Bank”) in connection with a facility of upto USD 50 Million (US Dollars Fifty Million only) provided by the Bank to NDTV Networks Plc, a subsidiary of the Company.

**RESOLVED FURTHER THAT** Dr. Prannoy Roy, Chairman, Mrs. Radhika Roy, Managing Director, Mr. K V L Narayan Rao, Group CEO & Executive Director, Mr. Anoop Singh Juneja, Company Secretary and Mr. Saurav Banerjee, Group CFO of the Company, be and are hereby severally authorized to do all such acts, deeds, things and matters as may be considered necessary or incidental in this regard and to give effect to the above resolution.”

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 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 appointment of Dr. Prannoy Roy as ‘Non – Executive Director’, NDTV Networks Limited, a subsidiary of the Company, w.e.f. March 11, 2011 at a remuneration of Rs. 5,00,000/-, for the period from March 11, 2011 to March 31, 2011 and a remuneration of Rs. 5,00,000/- per month, for the period from April 1, 2011 to March 31, 2013, 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, Group CEO & Executive Director 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.”

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 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 appointment of Mr. K V L Narayan Rao as ‘Non – Executive Director’, NDTV Networks Limited, a subsidiary of the Company, w.e.f. March 11, 2011 at a remuneration of Rs. 5,00,000/-, for the period from March 11, 2011 to March 31, 2011 and a remuneration of Rs.7,08,333/- per month, for the period from April 1, 2011 to March 31, 2013, 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** Dr. Prannoy Roy, Chairman and Mrs. Radhika Roy, Managing Director 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.”

8. **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 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 March 31, 2011 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, Group CEO & 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."

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

**"RESOLVED THAT** in supersession of the earlier resolution passed in this regard and 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, the consent of the Company be and is hereby accorded to the payment of the following remuneration, effective from April 1, 2011, to Mr. K V L Narayan Rao, Group CEO & Executive Director, for the remaining period of his appointment i.e. upto June 10, 2013, on terms and conditions, as set out hereunder and as approved by the Board of Directors:

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 Group CEO & Executive Director, 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 of Directors or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions(s) 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 and 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."

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

Date: June 27, 2011  
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 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 **Thursday, July 28, 2011 to Wednesday, August 3, 2011 (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.
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 Section 205C of the Companies Act, 1956, the Company has transferred unpaid / unclaimed share application money for the financial year 2004-05 to the Investor Education and Protection Fund (the Fund) of the Central Government. **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 the Fund. Members who have not encashed dividend warrants may approach to 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 2010 -11, 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. 5**

As part of exercise involving simplification of international structure of the NDTV Group and merger of legal entities in India, the Board of Directors of the Company was approached by its subsidiaries, NDTV BV, Netherlands and NDTV Networks Plc, UK ("Networks") to facilitate short term loan from Bank of India, London ("Loan").

The Board of Directors at their meeting held on August 3, 2010 approved the extending of Corporate Guarantee, on behalf of NDTV BV, for an amount of USD 50 million to Bank of India, London to facilitate the aforesaid Loan extended by the said bank to NDTV Networks Plc.

The aforesaid Loan has since been repaid and as a result the Corporate Guarantee extended by the Company to Bank of India, London, stand released.

However, in terms of provisions of Section 372A of the Companies Act, 1956 an approval of the Members is required in the event of a guarantee extended by the Company exceeding the prescribed limits i.e. 60% of the paid up share capital and free reserves or 100% of free reserves, whichever is more. As the aforesaid Corporate Guarantee exceed the prescribed limits, the approval of the Members is sought by way of Special Resolution as set out in item no. 5 of the accompanying Notice, in terms of Section 372A of the Companies Act, 1956.

The Board recommends the special resolution set forth at item no. 5 of the Notice for the approval of the members.

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

##### **ITEM NOS. 6 & 7**

The Board of Directors of the Company at their meeting held on May 3, 2011 have approved the appointment of Dr. Prannoy Roy and Mr. K V L Narayan Rao as Non-Executive Directors of NDTV Networks Limited, a subsidiary of the Company and payment of remuneration to them. The remuneration to be paid to Dr. Prannoy Roy and Mr. K V L Narayan Rao, as set out in the aforesaid resolution(s), shall be effective from March 11, 2011 to March 31, 2013, in such a manner and proportion and on such terms and conditions, as decided by the Board of Directors of NDTV Networks Limited.

In terms of the provisions of Section 314(1) of the Companies Act, 1956, in view of Dr. Prannoy Roy and Mr. K V L Narayan Rao, being the directors of the Company, an approval of the members is required for their appointment as Non-Executive Directors of NDTV Networks Limited and payment to them of the remuneration as mentioned above.

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

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

## 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 to the Non-Executive Directors.

However, the Company has inadequate profits in the financial year ended March 31, 2011 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. 25.00 lacs to Non-Executive Directors for the financial year 2010-11.

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.

## ITEM NO. 9

At the Annual General Meeting of the Company, held on September 22, 2008, Mr. K V L Narayan Rao was re-appointed as Group CEO & Executive Director of the Company, with effect from June 11, 2008, for a period of five years.

In view of the contributions made by Mr. K V L Narayan Rao and his extensive knowledge of Company's operations and rich experience and expertise in managing the affairs of the Company; and in view of remuneration paid to professionals of similar experience, work profile and responsibility, in the industry, the Board on the recommendation of the Remuneration Committee, has, subject to the approval of Members and the Central Government, revised the remuneration to be paid to Mr. K V L Narayan Rao, Group CEO & Executive Director, effective from April 1, 2011, for the remaining period of his term as Group CEO & Executive Director i.e. up to June 10, 2013 on the terms and conditions as set out in the resolution. The revision is subject to the approval of members of the Company by way of a special resolution and approval from the Central Government, if necessary.

In the event of loss or inadequacy of profits of the Company in any financial year(s), during the currency of tenure of Mr. K V L Narayan Rao as Group CEO & Executive Director, the remuneration as mentioned in the resolution, shall be paid to Mr. K V L Narayan Rao, as minimum remuneration, subject to the approval of Central Government, if necessary.

The revised remuneration to be paid to Mr. K V L Narayan Rao as Group CEO & Executive Director of the Company 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.

The Board recommends the special resolution set forth at item no. 9 of the Notice for approval of the members.

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

## STATEMENT, PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE XIII TO THE COMPANIES ACT, 1956 WITH RESPECT TO ITEM NO. 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:

(Amount in Rs.)

Financial Parameter	Year ended		
	2008 – 09	2009 – 10	2010 - 11
Revenues	341,73,29,931	355,45,12,458	363,84,79,926
Net Profit / (Loss)			
(Before Tax & ESOP exp)	(90,83,69,489)	(18,65,68,198)	(93,55,55,705)
Dividend %	-	-	-

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, 2011	March 31, 2010
Advertisement Revenue	10,276	5,425
Subscription Revenue	1,48,038	1,10,084
Other Business Income – Consultancy fees etc.	-	693
<b>Total</b>	<b>1,58,314</b>	<b>1,16,202</b>

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

The Company is holding 55,000 Equity 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 Group CEO & Executive Director:**

1. *Background details*

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.

2. *Past Remuneration*

The details of past remuneration are given below:

Mr. K V L Narayan Rao

Particulars : Remuneration paid during Financial Year 2010-11

Salary : Rs. 80,99,079\*

\* includes allowances, perquisites and contribution towards provident fund.

3. *Recognition or awards*

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.

4. *Job profile and suitability*

Mr. K V L Narayan Rao, Group CEO & Executive Director, has been with NDTV since 1995 and is responsible for the Human Resources, Administration and Operations of the Company. Being the Group CEO & Executive Director, 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 Group CEO & Executive Director of the Company, and in view of his contribution to the Company since his appointment, the Board considers the revision in Mr. K V L Narayan Rao's remuneration 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.

5. *Remuneration proposed*

As set out above in the Notice. The remuneration of Mr. K V L Narayan Rao 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 Mr. K V L Narayan Rao for the financial year 2010-11 was as follows:

(Amount in Rs.)			
Name of the Director	Salary*	Perquisites	Total
Mr. K V L Narayan Rao	79,26,149	1,72,930	80,99,079

\* 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: Mr. K V L Narayan Rao is 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.

#### **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 71 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 (1962-1964) 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), HCL Technologies Limited - Audit Committee (Member), Triveni Turbines Limited - Audit Committee (Member), Remuneration 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 – Audit Committee(Member).

**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 IAP, Paris. Mr. K V L Narayan Rao holds 185803 Equity Shares in the Company as on June 10, 2011.

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 Labs Limited - Audit Committee (Member), ESOP Committee (Member), Remuneration Committee (Member), NDTV Convergence Limited - Audit Committee (Chairman), ESOP Committee (Chairman), NGEN Media Services Private Limited, NDTV Worldwide Private Limited – Audit Committee (Chairman), Remuneration Committee (Chairman), NDTV Networks Limited and NDTV Lifestyle Holdings Private Limited.

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

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

Date: June 27, 2011  
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 23<sup>RD</sup> ANNUAL GENERAL MEETING of the Company to be held  
on Wednesday, August 3, 2011 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 July/August, 2011.

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 23<sup>RD</sup> ANNUAL GENERAL MEETING of the Company held on Wednesday,  
August 3, 2011 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