

March 26, 2013

The General Manager
Department of Corporate Services - Listing
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
Scrip Code No: 532529

Dear Sirs,

Ref: Clause 24 (f) of the Listing Agreement read with SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013

Sub: Reduction of Capital (Securities Premium account) of New Delhi Television Limited

It is submitted that New Delhi Television Limited ("NDTV" or "the Company") proposes to utilize the Securities Premium account to write off the balance in Deficit in the statement of Profit & Loss account of the company through a process of reduction of capital prescribed under Section 100 to 104 of the Companies Act.

The Board of Directors of the Company by a resolution passed by way of circulation on 19th March, 2013, has approved the proposed Reduction of capital (Securities Premium account) of NDTV under Section 78 read with Sections 100 to 104 and other applicable provisions, if any of the Companies Act, 1956 subject to the approval of shareholders and High Court.

Further, in accordance with the Circular no. CIR/ CFD/ DIL/ 5/ 2013 dated 4th February 2013 issued by Securities and Exchange Board of India ('SEBI'), the Board of Directors of NDTV has chosen BSE Limited ('BSE') as Designated Stock Exchange for co-ordination with SEBI. Certified true copy of the resolution passed by the Board of Directors of NDTV for choosing BSE as Designated Stock Exchange is enclosed as Annexure-1.

As required under clause 24(f) of the Listing Agreement, we are herewith attaching the following documents, detailed as below for your kind perusal:

- 1. Certified true copy of resolution passed by the Board of Directors for approving reduction of capital (Securities Premium account)**



Certified true copy of the resolution passed by way of circulation by the Board of Directors of NDTV approving the reduction of capital (Securities Premium account) is enclosed as Annexure 1.

2. Rationale for the proposed reduction of capital (Securities Premium account) by writing off Deficit in statement of Profit and Loss account against Securities Premium account

Rationale for the proposed reduction of capital (Securities Premium account) is as under:

As per the provisions of section 78 of the Companies Act, 1956, the balance in Securities Premium account can only be utilised for purposes specified therein and any utilisation of Securities Premium account for other purpose would be construed as reduction of capital and the provisions of sections 100 to 104 of the Companies Act, 1956 will be applicable.

Relevant extract of sub-section (1) of section 78 of the Companies Act, 1956 is reproduced as under for ready reference -

"the provisions of this Act relating to the reduction of the share capital of a company shall, except as provided in this section, apply as if the securities premium account were paid-up share capital of the company."

The Company's Reserves and Surplus include an amount of Rs. 507,70,06,512 ((Rupees Five hundred seven crore seventy lakh six thousand five hundred and twelve only) standing to the credit of Securities Premium account. At the same time, the Company also has accumulated losses amounting to Rs. 155,73,29,451/- (Rupees One hundred fifty five crore seventy three lakh twenty nine thousand four hundred and fifty one only) represented as Deficit in the statement of Profit & Loss account as on September 30, 2012.

Thus, the management of the Company proposes to write-off such Deficit in the statement of Profit & Loss account, by reducing the amount standing to the credit of the Securities Premium account as on September 30, 2012, to give a true and fair view of the financial statements of the Company.

Thus, reduction of Securities Premium in the manner specified above would be deemed as reduction of share capital which is covered by provisions of Section 100 to 104 of the Companies Act, 1956. Accordingly, the present reduction of Securities Premium is being



proposed under provisions of section 78 read with sections 100 to 104 of the Companies Act, 1956.

In consideration of the above mentioned rationale, this reduction of capital (Securities Premium account) of NDTV is being proposed.

3. Brief details of NDTV

NDTV is a company incorporated on 8th September, 1988 under the provisions of the Companies Act, 1956 and has its registered office at 207, Okhla Industrial Estate, Phase-III, New Delhi-110020. It is engaged in the business of operation and broadcast/ uplinking of news, current affairs and entertainment television channels through its subsidiaries. It is among India's top providers and producers of news content and has twenty three offices and studios across the country. The details of NDTV are enclosed as **Annexure – 2**.

4. Audited financials of NDTV for the last 3 financial years

Audited financials of NDTV for the last 3 financial years and the management certified provisional financial statements as on September 30, 2012 are enclosed as **Annexure – 3**.

5. Listing Status of NDTV and shares of NDTV

The shares of NDTV are listed with BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').

Out of 1,764,425 Equity Shares of Rs. 4/- each issued, pursuant to Employee Stock Purchase Scheme 2009 (ESPS – 2009), 11,250 equity shares issued but not subscribed yet, which are proposed to be listed on the NSE and the BSE, we have received in-principle approval under Clause 24(a) of the Listing Agreement from the NSE and the BSE for allotment of the aforesaid issued shares.

Except for the shares stated above, there are no shares of NDTV which are issued but not listed.



6. Valuation Report and Fairness Opinion

The reduction of capital (Securities Premium account) as approved by the Board involves write off of Deficit in the statement of Profit & Loss account by reducing the amount standing to the credit of the Securities Premium account.

Thus, reduction of capital (Securities Premium account) does not entail discharge of any consideration by NDTV to its shareholders. Accordingly, valuation report and fairness opinion are not required in the instant case.

7. Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report

Since reduction of capital (Securities Premium account) does not entail discharge of any consideration by NDTV to its shareholders, no valuation report is required. Accordingly, a report from the audit committee is not required.

8. Compliance Report as per clause 49 of the listing agreement

Compliance report as on December 31, 2012, as per clause 49 of the listing agreement in the prescribed format is enclosed as Annexure – 4.

9. Number of equity shareholders in NDTV

Number of equity shareholders as on December, 31, 2012 in NDTV is 39,938.

10. Shareholding Pattern of NDTV pre and post reduction of capital (Securities Premium account) in accordance with Clause 35 of the Listing Agreement

Shareholding Pattern of NDTV pre reduction of capital (Securities Premium account) in accordance with Clause 35 of the Listing Agreement as on December 31, 2012 is enclosed as Annexure – 5.

Further, pursuant to reduction of capital (Securities Premium account), no shares are being cancelled by NDTV. Accordingly, shareholding pattern post reduction of capital (Securities Premium account) would not change.



11. Net Worth certificate of NDTV pre and post reduction of capital (Securities Premium account)

Net Worth certificate of NDTV pre and post reduction of capital (Securities Premium account) is enclosed as **Annexure – 6**.

12. Details of Directors and Promoters of NDTV

Details of Directors and Promoters of NDTV are enclosed as **Annexure 7**.

Further, there will be no change in Directors or Promoters of NDTV post reduction of capital.

13. Capital evolution details of NDTV

Since reduction of capital (Securities Premium account) involves write off of Deficit in the statement of Profit & Loss account by reducing the amount standing to the credit of the Securities Premium account, there will be no change in the capital of NDTV pursuant to the proposed reduction of capital (Securities Premium account). Accordingly, we understand that capital evolution details of NDTV are not required.

14. Confirmation by the Company Secretary of NDTV

Confirmation by the Company Secretary of NDTV is enclosed as **Annexure – 8**.

15. Certificate from the auditors under Clause 24(i) of the Listing Agreement

Certificate from the auditors under Clause 24(i) of the Listing Agreement certifying that the accounting treatment for reduction of capital (Securities Premium account) is in compliance with all the Accounting Standards specified by the Central Government in terms of Section 211(3C) of the Companies Act, 1956 is enclosed as **Annexure 9**.

16. Annual Report of NDTV

Annual Reports of NDTV for the last financial year is enclosed as **Annexure 10**.



17. Draft for payment of processing fee

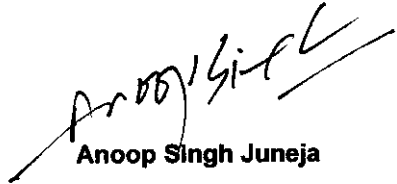
Please find enclosed herewith a DD dated 22/03/2013 bearing no. 500754 drawn on Syndicate Bank for Rs.1,12,360/- (Rs 100,000 plus service tax) favoring 'BSE Limited' towards the processing fee.

We request you to take the above on record and oblige. If you require any further clarifications/information, we would be happy to provide the same.

Thanking you.

Yours faithfully,

For New Delhi Television Limited



Anoop Singh Juneja

Company Secretary

Mobile No – 09999036155

Landline No – 011-46176379

Email ID – Anoop@ndtv.com



Encl.: As above

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY WAY OF CIRCULATION BY THE BOARD OF DIRECTORS OF THE COMPANY ON MARCH 19, 2013

“RESOLVED THAT pursuant to the provisions of Section 78 read with Sections 101 to 104 and other applicable provisions, if any, of the Companies Act, 1956 and/or any modification(s) or re-enactment thereof, read with article 51A of the Articles of Association of the Company and subject to the requisite approvals of the shareholders and/or creditors of the Company, as the case may be and the confirmation of the Hon'ble High Court of Delhi or such other competent authority(ies), the Securities Premium Account of the Company as on September 30, 2012, be reduced from Rs. 507,70,06,512/- (Rupees Five hundred seven crore seventy lakh six thousand five hundred and twelve only) to Rs.351,96,77,061/- (Rupees Three hundred fifty one crore ninety six lakh seventy seven thousand and sixty one only);

and that such reduction be utilized for writing off the deficit in the statement of Profit and Loss Account as on September 30, 2012 of Rs. 155,73,29,451/- (Rupees One hundred fifty five crore seventy three lakh twenty nine thousand four hundred and fifty one only).

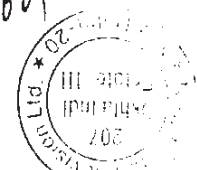
RESOLVED FURTHER THAT pursuant to Section 192A and other applicable provisions, if any, of the Companies Act, 1956 and rules therein, approval of the Board be and is hereby accorded to seek the approval of the members of the Company to the reduction of capital, by way of Special Resolution, through postal ballot (which can be done through postal or electronic mode) and that draft of the Postal Ballot Notice together with the Explanatory Statement annexed thereto, placed before the Board be and is hereby approved and this Postal Ballot Notice along with the Explanatory Statement thereto, be issued to the members for their consent or otherwise, to be received within 30 days from the date of issue of the notice.

RESOLVED FURTHER THAT Mr. Hemant Kumar Singh, Practising Company Secretary, who has given his consent to act as Scrutinizer be and is hereby appointed as Scrutinizer to conduct the postal ballot at such remuneration and out of pocket expenses, as may be determined.

RESOLVED FURTHER THAT the Board has decided that BSE Limited ('BSE') be chosen as Designated Stock Exchange ('DSE') for co-ordinating with SEBI for obtaining approval of SEBI in accordance with the Circular No. CIR/CFD/DIL/5/2013 dated 4th February 2013 issued by SEBI read with Clause 24(f) of the Listing Agreement.

RESOLVED FURTHER THAT Dr. Prannoy Roy and Mrs. Radhika Roy, Executive Co – Chairpersons and Mr. K V L Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director, Mr. Saurav Banerjee, Group CFO and Mr. Anoop Singh Juneja, Company Secretary be and are hereby individually and severally authorized to take all the necessary steps for affecting the said reduction of capital of the Company, including but not limited to:

- a) Obtaining all documents, certificates etc. required for filing application under clause 24(f) of the Listing Agreement for obtaining No-Objection / Observation Letter of stock exchanges/ SEBI;
- b) Filing application to stock exchanges and SEBI for obtaining No-Objection/ Observation letter to the reduction of capital;
- c) To do all such processes, activities etc. including providing any information, clarifications etc. as may be required to obtain No-Objection / Observation Letter of stock exchanges and SEBI;
- d) To make such alterations/ changes in the Notice and Explanatory Statement to be issued to the members for their consent as may be required to make up to date disclosures to them and/ or as may be required/ directed by the stock exchanges/ SEBI;

Anoop Singh


- e) To do all acts and things as may be considered necessary for conducting the process of Postal Ballot (including e-voting), in order to obtain shareholders' approval for the purpose of reduction of capital;
- f) Engage/appoint any lawyer/ consultant/advisor etc., for the purpose of filing of the application/petition and representation before the High Court;
- g) File Application/ Petition with the High Court of Delhi or any other relevant authority for seeking directions in relation to said reduction of capital;
- h) To give such directions as they may think fit and proper, including directions for settling any questions of difficulties that may arise;
- i) Make such alterations and changes and/or modifications in the said Application/Petition as may be expedient and necessary for satisfying the requirements and conditions imposed if any, by the concerned Hon'ble High Court or any authority;
- j) Affix the Common Seal of the Company on any documents in connection with the purpose of above resolution as may be required and in accordance with the provisions of the Articles of Association of the Company;
- k) To swear and depose affidavits;
- l) To sign all applications, petitions, vakalatnama and other documents; and
- m) To do all acts and things as may be considered necessary and expedient in relation thereto."

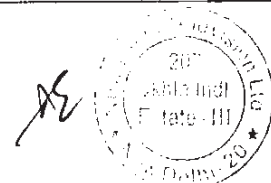
**Certified true copy
For New Delhi Television Limited**


**Apoop Singh Juneja
Company Secretary**



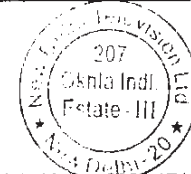
Brief particulars of the New Delhi Television Limited

	Particulars	
Name of the company		New Delhi Television Limited
Date of Incorporation & details of name changes, if any		<p>New Delhi Television Limited was incorporated on 8th September 1988 under the name New Delhi Television Private Limited.</p> <p>The name of the company was changed to New Delhi Television Limited on 31st August, 1994.</p>
Registered Office		207, Okhla Industrial Estate, Phase -III, New Delhi - 110020
Brief particulars of the Reduction of Capital (Securities Premium Account)		<p>The management of the Company proposes to write-off Deficit in the statement of Profit & Loss account amounting to Rs. 155,73,29,451/- (Rupees One hundred fifty five crore seventy three lakh twenty nine thousand four hundred and fifty one only), by reducing the amount standing to the credit of the Securities Premium account from Rs. 507,70,06,512/- (Rupees Five hundred seven crore seventy lakh six thousand five hundred and twelve only) to Rs.351,96,77,061/- (Rupees Three hundred fifty one crore ninety six lakh seventy seven thousand and sixty one only)</p>
Rationale for the Reduction of Capital (Securities Premium Account)		<p>The Company's Reserves and Surplus include an amount of Rs. 507,70,06,512 (Rupees Five hundred seven crore seventy lakh six thousand five hundred and twelve only) standing to the credit of Securities Premium account. At the same time, the Company also has accumulated losses amounting to Rs. 155,73,29,451/- (Rupees One hundred fifty five crore seventy three lakh twenty nine thousand four hundred and fifty one only) represented as Deficit in the statement of Profit & Loss account as on September 30, 2012.</p> <p>As per the provisions of section 78 of the Companies Act, 1956, the balance in Securities Premium account can only be utilised for purposes specified therein and any utilisation of Securities Premium account for other purpose would be construed as reduction of capital and the provisions of sections 100 to 104 of the Companies Act, 1956 will be applicable.</p> <p>Thus, the management of the Company proposes to write-off such Deficit in the statement of Profit & Loss account, by reducing the amount standing to the credit of the</p>



		Securities Premium account as on September 30, 2012, to give a true and fair view of the financial statements of the Company.	
		In consideration of the above mentioned rationale, this reduction of capital (Securities Premium account) of NDTV is being proposed.	
Date of resolution passed by the Board of Director of the company approving the reduction of capital (Securities Premium Account)		Resolution by way of Circulation on March 19, 2013.	
Date of meeting of the Audit Committee in which the proposed reduction of capital (Securities Premium Account) has been approved		N.A.	
Appointed Date		September 30, 2012	
Name of Exchanges where securities of the company are listed		BSE Limited and National Stock Exchange of India Limited.	
Nature of Business		New Delhi Television Limited is engaged in the business of operation and broadcast of news and current affairs television channels and currently broadcasts the channels NDTV 24x7, NDTV India and NDTV Profit.	
Capital before the Reduction of Capital (Securities Premium Account)		Subscribed and paid up share capital as on date is : 64,471,267 Equity Shares of Rs. 4/- each amounting to Rs. 257,885,068.	
No. of shares to be issued		N.A.	
Cancellation of shares on account of cross holding, if any		N.A.	
Capital after the Reduction of Capital (Securities Premium Account)		There will be no change in the Capital pursuant to the reduction of capital (Securities Premium Account).	
Net Worth		(Rs. in Lac)	
	Pre	38,311.48	
	Post	38,311.48	
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.		N.A.	
Methods of valuation		N.A.	
Fair value per shares		N.A.	
Exchange ratio		N.A.	
Name of Merchant Banker giving fairness opinion		N.A.	
Shareholding pattern (Pre)			
		No. of Shares	% of holding
Promoter		3,96,15,168	61.45 %
Public		2,48,56,099	38.55 %
Custodian		Not Applicable	Not Applicable

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TOTAL	6,44,71,267	100 %
No of shareholders (as on December 31, 2012)	39,938	
Shareholding pattern (Post)	There will be no change in the Shareholding pattern pursuant to the reduction of capital (Securities Premium Account).	
Names of the Promoters	<ol style="list-style-type: none"> 1. Dr. Prannoy Roy 2. Mrs. Radhika Roy 3. RRPR Holding Private Limited (Promoter Group) 	
Names of the Board of Directors	<ol style="list-style-type: none"> 1. Dr. Prannoy Roy 2. Mrs. Radhika Roy 3. Mr. K V L Narayan Rao 4. Mr. Vikramaditya Chandra 5. Mr. Amal Ganguli 6. Mrs. Indrani Roy 7. Mr. Vijaya Bhakar Menon 8. Mr. Pramod Bhasin 	
Details regarding change in management control if any	There will be no change in Management Control.	

For New Delhi Television Limited

Anoop Singh Juneja
Anoop Singh Juneja
Company Secretary



The financial details of New Delhi Television Limited for the previous 3 years as per the audited statement of Accounts and provisional statement of accounts as on 30th September, 2012:

Name of the Company: New Delhi Television Limited

(Rs. in Crores except per share data)

	As per latest Provisional statement of accounts as on	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	30 th Sept 2012	2011-12	2010-11	2009-10
Equity Paid up Capital	25.79	25.79	25.79	25.78
Reserves and surplus	513.06	513.06	513.06	201.84
Carry forward losses	(155.73)	(117.78)	(98.64)	(77.93)
Net Worth	383.12	421.07	440.21	149.69
Miscellaneous Expenditure	-	-	-	-
Secured Loans	238.67	205.02	176.40	136.38
Unsecured Loans	-	-	-	40.37
Fixed Assets	122.92	158.68	174.52	194.65
Income from Operations	161.22	377.90	354.56	314.39
Total Income	169.31	410.78	364.04	321.47
Total Expenditure	206.93	428.17	458.96	340.13
Profit before Tax	(37.62)	(17.40)	(94.92)	(18.66)
Profit after Tax	(37.95)	(19.15)	(98.64)	(20.52)
Cash profit	(25.64)	6.82	(71.33)	5.91
EPS	(5.89)	(2.97)	(15.30)	(3.26)
Book value	-	-	-	-

For New Delhi Television Limited

Anoop Singh Juneja
Anoop Singh Juneja
Company Secretary



NEW DELHI TELEVISION LIMITED

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE
QUARTER ENDED DECEMBER 31, 2012**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49(I)		
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	YES	
(C) Other provisions as to Board and Committees	49 (IC)	YES	
(D) Code of Conduct	49 (ID)	YES	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee	49 (IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 (IID)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
III. Subsidiary Companies	49 (III)	YES	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	YES	
(B) Disclosure of Accounting Treatment	49 (IVB)	YES	
(C) Board Disclosures	49 (IVC)	YES	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	YES	
(E) Remuneration of Directors	49 (IVE)	N.A.	Shall be forming part of Corporate Governance Report in ensuing Annual Report
(F) Management	49 (IVF)	N.A.	Shall be forming part of Corporate Governance Report in ensuing Annual Report
(G) Shareholders	49 (IVG)	N.A.	Shall be forming part of Corporate Governance Report in ensuing Annual Report
V. CEO/CFO Certification	49 (V)	N.A.	Shall be forming part of Corporate Governance



Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
			Report in ensuing Annual Report
VI. Report on Corporate Governance	49 (VI)	N.A.	Shall be forming part of Corporate Governance Report in ensuing Annual Report
VII. Compliance	49 (VII)	N.A.	Shall be forming part of Corporate Governance Report in ensuing Annual Report



(1) (a) STATEMENT SHOWING SHAREHOLDING PATTERN

NAME OF THE COMPANY : NEW DELHI TELEVISION LIMITED CLASS OF SECURITY : EQUITY
 SCRIP CODE : 532529-NDTV NAME OF THE SCRIP : NEW DELHI TELEVISION LIMITED
 QUARTER ENDED : 31/12/2012

NOT APPLICABLE

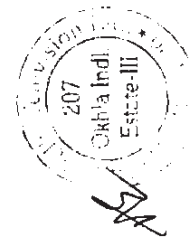
	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the Company
Partly paid-up shares			
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the Company assuming full conversion of the convertible securities
Outstanding convertible securities:			
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the Company, assuming full conversion of warrants
Warrants:			
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities	64471267	0	0



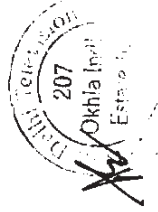


CATEGORY CODE	CATEGORY OF SHAREHOLDER	NUMBER OF SHAREHOLDERS	TOTAL NUMBER OF SHARES	NUMBER OF SHARES HELD IN DEMATERIALIZED FORM	TOTAL SHAREHOLDING AS A PERCENTAGE OF TOTAL NUMBER OF SHARES AS A PERCENTAGE OF AGE OF (A+B)	TOTAL NUMBER OF SHARES AS A PERCENTAGE OF AGE OF (A+B+C)	NUMBER OF SHARES	SHARES PLEDGED OR OTHERWISE ENCUMBERED
(I)	(II)							
(A)	PROMOTER AND PROMOTER GROUP							
(1)	INDIAN							
(a)	Individuals /Hindu Undivided Family	2	20801240	20801240	32.26	32.26	0	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	1	18813928	18813928	29.18	29.18	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (Specify)	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A) (1) :	3	39615168	39615168	61.45	61.45	0	0.00
(2)	FOREIGN							
(a)	Individuals (Non Resident Individuals/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (Specify)	0	0	0	0.00	0.00	0	0.00
	Sub-Total (A)(2) :	0	0	0	0.00	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)-(A)(1)+(A)(2)	3	39615168	39615168	61.45	61.45	0	0.00
(B)	PUBLIC SHAREHOLDING							
(1)	INSTITUTIONS							
(a)	Mutual Funds /UTI	1	114753	114753	0.18	0.18	0	NA
(b)	Financial Institutions /Banks	0	0	0	0.00	0.00	0	NA
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00	0	NA
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	NA
(e)	Insurance Companies	1	151697	151697	0.24	0.24	0	NA
(f)	Foreign Institutional Investors	4	520555	520555	0.81	0.81	0	NA
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0	NA
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	NA
(i)	Any Other (Specify)	0	0	0	0.00	0.00	0	NA

CATEGORY CODE	Sub-Total (B)(1) : CATEGORY OF SHAREHOLDER	6 NUMBER OF SHAREHOLDERS	787005 TOTAL NUMBER OF SHARES	787005 NUMBER OF SHARES HELD IN DEMATERIALIZED FORM	1.22		1.22		SHARES PLEDGED OR OTHERWISE ENCUMBERED	
					(III) (IV)	(V)	AS A PERCENTAGE OF AGE OF (A+B)	AS A PERCENTAGE OF AGE OF (A+B+C)	(VII) NA	(IX)=(VIII)/(IV)*100 NA
(1)	(II)									
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	652	13385538	13385538	20.76	20.76				
(b)	Individuals									
	(i) Individual shareholders holding nominal share capital up to Rs.1 lakh	38953	7667623	7643653	11.89	11.89				
	(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	27	2812032	2812032	4.36	4.36				
(c)	Any Other (Specify)									
	Clearing Members	47	11583	11583	0.02	0.02				
	Non Resident Indians	248	190318	190318	0.30	0.30				
	Trust	2	2000	2000	0.00	0.00				
	Qualified Foreign Investor	0	0	0	0.00	0.00				
(d)	Sub-Total (B)(2) :	39929	24069094	24045124	37.33	37.33				
	Total Public Share Holding (B)-(B)(1)+(B)(2)	39935	24856099	24832129	38.55	38.55				NA
	Total (A)+(B)	39938	64471267	64447297	100.00	100.00				
(C)	Shares held by custodians and against which Depository Receipts have been issued	0	0	0	NA	0.00				NA
(1)	Promoter and Promoter Group									
(2)	Public									
	GRAND TOTAL (A)+(B)+(C) :	39938	64471267	64447297	100.00	100.00				0
										0.00



(I)(b)	Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"											
	Sr. No	Name of the Shareholder	Details of Shares held		Encumbered shares (*)		Details of Warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
No. of Shares held (III)			As a % of grand total (A)+(B)+(C) (IV)	Pledge Shares (V)	AS a percentage (VI)=(V)/(III) (VII)	AS a % of grand total (A)+(B)+(C) of sub-clause (D)(a) (VIII)	Number of warrants held (IX)	As a % total number of warrants of the same class (X)	Number of convertible securities held (XI)	As a % total number of convertible securities of the same class (XII)		
1	RRPR HOLDING PRIVATE LIMITED	18813928	29.18	0	0.00	0	0.00	0	0.00	0	0.00	29.18
2	RADHIKA ROY	10524249	16.32	0	0.00	0	0.00	0	0.00	0	0.00	16.32
3	PRANNOY ROY	10276991	15.94	0	0.00	0	0.00	0	0.00	0	0.00	15.94
	TOTAL :	39615168	61.45	0	0.00	0	0.00	0	0.00	0	0.00	61.45



(Xc)(i)	Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares							
	Sr.No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grant total (A)+(B)+(C) indicated in Statement at para (1)(a) above)	Details of warrants		Details of convertible securities	
Number of warrants held					As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	OSWAL GREENTECH LIMITED	9136894	14.17	0	0.00	0	0.00	14.17
2	JUPITER CAPITAL PRIVATE LIMITED	1566650	2.43	0	0.00	0	0.00	2.43
3	QUANTUM SECURITIES PVT LTD	1013357	1.57	0	0.00	0	0.00	1.57
4	DOLLY KHANNA	646813	1.00	0	0.00	0	0.00	1.00
	TOTAL :	12363714	19.18	0	0	0	0	19.18



Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with P.A.C) belonging to the category "Public" and holding more than 5% of the total number of shares of the company									
Sr.No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares held	Statement at para (D)(a) above	Details of warrants		Details of convertible securities			Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
				0	0.00	0	0.00	0.00	14.17
		9136894		0	0.00	0	0.00	0.00	14.17
	OSWAL GREENTECH LIMITED	9136894		0	0.00	0	0.00	0.00	14.17
	TOTAL :								


 Oswal Greentech Limited
 Gurgaon, Haryana, India

Certificate No. 53/12-13/GEN

To whomsoever it may concern

We hereby certify that the below statement has been compiled on the basis of records and documents produced before us for our verification.

Statement of Net Worth of New Delhi Television Limited (pre and post Capital Reduction)

Particulars	Pre Capital Reduction (Amount in Rs. Lacs)	Post Capital Reduction (Amount in Rs. Lacs)
Equity share capital as at September 30,2012	2,578.85	2,578.85
Add: Reserves & Surplus		
- Security Premium	50,770.10	35,196.81
- Employee Share Purchase	8.80	8.80
- General Reserve	527.02	527.02
- Capital Reserve	NIL	NIL
- Surplus/ (Deficit) in profit & loss account	(15,573.29)	-
Net worth as at September 30,2012	38,311.48	38,311.48

For and on behalf of RKACA & Associates LLP

Chartered Accountants

(Rahul Kapoor)

FCA

Membership no:083760

Place: New Delhi

Date:25/03/2013

E-186, Greater Kailash-I
New Delhi-110048, India

E info@rka-india.com
W www.rkaca.in

T +91 11 29232201/02, 29242203/04

NEW DELHI TELEVISION LIMITED**LIST OF PROMOTERS AND PROMOTERS GROUP AS ON DECEMBER 31, 2012**

S.N.	PROMOTERS
1	Dr. Prannoy Roy
2	Mrs. Radhika Roy
3	RRPR Holding Private Limited (Promoter Group)

There will be no change in the Promoters and Promoters Group of the Company post reduction of capital (Securities Premium account).

LIST OF DIRECTORS AS ON DECEMBER 31, 2012

S.N.	DIRECTORS
1	Dr. Prannoy Roy
2	Mrs. Radhika Roy
3	Mr. K V L Narayan Rao
4	Mr. Vikramaditya Chandra
5	Mr. Amal Ganguli
6	Mrs. Indrani Roy
7	Mr. Vijaya Bhakar Menon
8	Mr. Pramod Bhasin

There will be no change in the Directors of the Company post reduction of capital (Securities Premium account).

For New Delhi Television Limited


Anoop Singh Juneja
Company Secretary



To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

To,
Listing Department,
National Stock Exchange of India Ltd
"Exchange Plaza",
Plot no. C/1, G Block
Bandra -Kulra Complex, Bandra (E)
Mumbai - 400 051

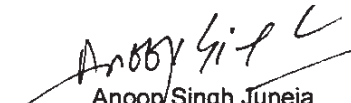
Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed reduction of capital (Securities Premium account)

In connection with the above application, we hereby confirm that:

- a) The proposed reduction of capital (Securities Premium account) does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts and the provisions as explained in clause 24(f) of the Listing agreement or the requirements of BSE Limited / National Stock Exchange of India Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 173 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
 - i) the pre and post reduction of capital (Securities Premium account) capital structure and shareholding pattern
 - ii) The Complaint report
 - iii) The observation letter issued by the stock exchange(s)
- c) All the relevant documents mentioned in SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 have been disseminated on company's website as per Website link given hereunder:
www.ndtv.com/convergence/ndtv/corporatepage/shareholding_communication
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot (including e-voting). Further, the company shall proceed with the reduction of capital only if the vote cast by the public shareholders in favor of the proposal amount to at least two times the number of votes cast by public shareholders against it.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.

Date: 26th March, 2013


Anoop Singh Juneja
Company Secretary



The Board of Directors
New Delhi Television Limited
207, Okhla Phase III, New Delhi - 110020

1. This report is issued in accordance with the terms of our agreement dated March 25, 2013.
2. The accompanying petition specifies the accounting treatment under the proposed Capital Reduction of New Delhi Television Limited ('the Company') (hereinafter referred to as the "Petition"), which we have initialed for identification purposes only. The accounting treatment specified in the Petition has been approved by the Board of Directors of New Delhi Television Limited through circulation on March 19, 2013.

Managements' Responsibility

3. The Company's Management is responsible for ensuring that the Company complies with the requirements of the Petition and for providing all relevant information to the Securities and Exchange Board of India.

Auditors Responsibility

4. Pursuant to the requirements of the clause 24(i) of the Equity Listing Agreement (the "Clause"), it is our responsibility to obtain reasonable assurance and form an opinion as to whether proposed accounting treatment specified in the Petition, clause 8 to write off deficit in the Statement of Profit and Loss Account of the Company as on September 30, 2012 by reducing the amount standing to the credit of the Securities Premium Account on the same date is in compliance with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 of India.
5. Our examination was carried out in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India.

Opinion

6. Based on our examination, as above, and according to the information and explanations given to us, we report that the proposed accounting treatment to write off deficit in the Statement of Profit and Loss Account of the Company as on September 30, 2012 by reducing the amount standing to the credit of the Securities Premium Account on the same date as specified in the Petition is outside the purview of accounting standards notified under Section 211(3C) of the Companies Act, 1956 of India, as issued and applicable on the date of this Report.

Restrictions on Use

7. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Clause. Our obligations in respect of this Report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this Report, nor anything said or done in the course of or in connection with the services that are the subject of this Report, will extend any duty of care we may have in our capacity as auditors of the Company.
8. This Report is addressed to and provided to the Board of Directors of New Delhi Television Limited in accordance with the Clause inserted vide Circular No. CIR/ CFD/ DIL/ 1/ 2010 dated April 5, 2010 of Securities and Exchange Board of India for the sole purpose of submission by it to the National Stock Exchange ('NSE'), the Bombay Stock Exchange ('BSE') and Securities and Exchange Board of India ('SEBI') along with the Petition with a view to obtaining the 'no objection certificate' as required under clause 24(f) of the Listing Agreement, and should not be used by any other person or for any other purpose. We Price Waterhouse do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is

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shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For **Price Waterhouse**
Firm Registration No. 301112E
Chartered Accountants



Anupam Dhawan

Partner
Membership No. 084451

Place: *Gurgaon*

Date: *March 26, 2013*

ANNEXURE -10

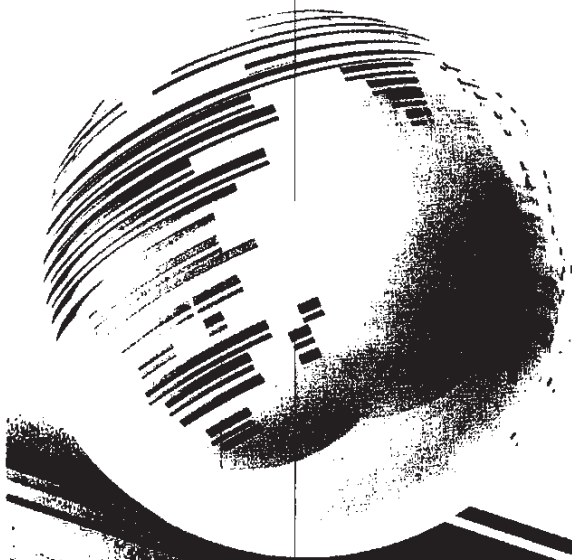
Andy Gill

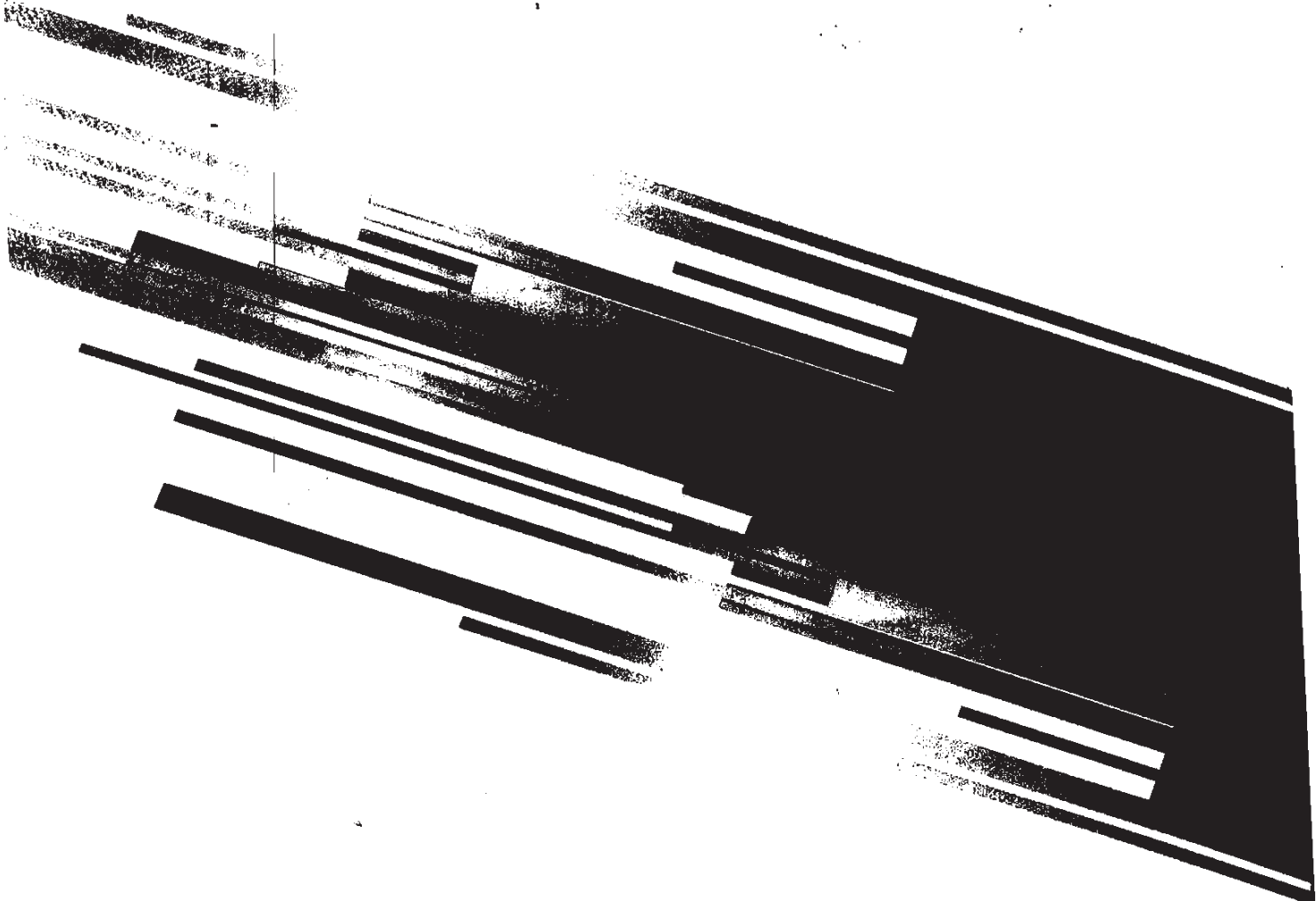


NDTV

ANNUAL REPORT

2011-12





NDTV

207, Okhla Industrial Estate, Phase III, New Delhi-110020, India
www.ndtv.com

जारी करने की तारीख से 3 महीने के लिए वैध है।
VALID FOR 3 MONTHS FROM THE DATE OF ISSUE

सिंडिकेट बैंक / Syndicate Bank

चिप्ट की शाला क्रम सं. 90123035863
Br. Sr. No. of D.D.

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बी आई कोड
BI CODE

प.प. एस्टेट B. S. Z. मंडल
NEW DELHI-110002
दूरभाष सं./Ph.No. 01123317768

रकम/RS. 112361/- से अधिक नहीं

दिनांक
Date: 22/03/2013

मांग जाने पर / On Demand Pay *Dr. S. S. Ltd*

या उनके आदेश पर प्राप्त मूल्य के लिए *for Order*

रुपये / Rupees *One lac twelve thousand three hundred*

अदा करें / for Value Received

ह. नं. 1123607

सिंडिकेट बैंक / For Syndicate Bank

सिंडिकेट बैंक / Syndicate Bank

CAO Mumbai



प्राधिकृत हस्ताक्षर / *S. C. Narayan* / *S. C. Narayan*
Authorized Signatory

बी.डी.नं./DD No. 500754
बी.आई.कोड/BI Code 5003

प्रेषक का नाम / REMITTER'S NAME MDRE

⑈ 500754 ⑈ 0000250001⑈

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