



Ref: NSE/LIST/215016-F

September 03, 2013

The Company Secretary & Compliance Officer
New Delhi Television Limited
207, Okhla Industrial Estate,
Phase – III, New Delhi – 110020.

Kind Attn.: Mr. Anoop Singh Juneja

Dear Sir,

Sub: Observation letter for Scheme of Reduction of Capital (Share Premium Account) of New Delhi Television Limited.

We are in receipt of the draft Scheme of Reduction of Capital (Share Premium Account) of New Delhi Television Limited.

We have perused the draft Scheme of Reduction of Capital and the related documents/details submitted by New Delhi Television Limited including the confirmation of the Company Secretary that the Scheme so submitted does not in any way violate, over-ride or circumscribe the provisions of the Securities Laws or the Stock Exchange requirements.

Pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI vide letter dated September 02, 2013, has given following comments on the draft Scheme of Reduction of Capital:

“a. the company to display on their website additional information submitted to the Exchange with respect to i) Audited financials for the year ended March 2013 vide letter dated May 09, 2013, ii) Valuation Report, Audit Committee Report and Fairness Opinion Report vide letter dated July 18, 2013 and iii) Auditors Certificates, Board Resolution and declaration w.r.t. postal ballot and e-voting vide letter dated July 31, 2013 and

b. the company shall duly comply with various provisions of the Circulars.”

Accordingly, we do hereby convey our ‘No-objection’ with limited reference to those matters having a bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Company to file the Scheme with Hon’ble High Court.

However, the Exchange reserves its rights to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

Yours faithfully,
For National Stock Exchange of India Ltd.


Kamlesh Patel
Manager