Hemant Singh & Associates Company Secretaries

Scrutinizer's Report [Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies

(Management and Administration) Rules, 2014]

To.

The Chairman

26th Annual General Meeting of the Equity Shareholders of NEW DELHI TELEVISION LIMITED Held on 8th September, 2014 at 3.30 p.m.

At Air Force Auditorium, Subroto Park,

Dhaula Kuan, New Delhi-110010

Dear Sir,

I, Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Practicing Company Secretaries having its office at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, New Delhi-110092, appointed as Scrutinizer of NEW DELHI TELEVISION LIMITED ("Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act. 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, submit my report as under:

- 1. The e-voting period remained open from 9 a.m. on 2nd September, 2014 to 6 p.m. on 4th September, 2014.
- 2. The shareholders holding shares as on the "cut off" date i.e. 1st August, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 16 as set out in the Notice of the 26th Annual General Meeting of NEW DELHI TELEVISION LIMITED)

The votes were unblocked on 5th September, 2014 around 12.30 P.M in the presence of two witnesses, CS Chaitanya Kumar Jha R/o. D -197, Sharma Nivas, Gali No.8, Laxmi Nagar, Delhi - 110092 and Ms. Shagun Maheshwari R/o 38/1, East Patel Nagar, New Delhi-110008 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: (CS Chaitanya Kumar Jha)

Name: (Ms. Shagun Maheshwari)

3. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Karvy Computershare Private Limited (http://evoting.karvy.com). The same has been marked as Annexure-1.



Page 1 of 11

- 4. The result of the e-voting is as under:
- (a). Resolution 1- To receive, consider and adopt the audited statement of Profit and Loss for the financial year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
 - i. Voted in favour of the resolution:

Number of voted			% of total number of valid votes east in
electronic	_	resolution	favour of the
system			resolution
20	-	20967899	99.998

_			
Number of			% of total number of
voted	through	against the resolution	valid votes cast against
electronic	voting		the resolution
system			
1		500	0.002

iii. Invalid votes:

Total number of members whose	Total number of votes caste by
votes were declared invalid	members whose votes were
	declared invalid
1*	10

^{*} Abstain From Voting

- (b). Resolution 2- To appoint a Director in place of Mr. K.V.L. Narayan Rao, who retires by rotation and being eligible, offers himself for re-appointment.
 - i. Voted in favour of the resolution:

Number of			% of total number of
voted	through	in favour of the	valid votes cast in
electronic	voting	resolution	favour of the
system	_		resolution
19		20845621	99.998



Number of voted electronic	members	Number of votes cast against the resolution	% of total number of valid votes east against the resolution
system			
1		500	0.002

iii. Invalid votes:

	Total number of members whose	Total number of votes caste by	r į
- 1	votes were declared invalid	members whose votes were	3
		declared invalid	1
	2*	122288	

^{*} Abstain From Voting

(c). Resolution 3- Appointment of auditors of the Company and fixing their remuneration.

i. Voted in favour of the resolution:

voted thro	bers Number of votes ough in favour of ting resolution	the valid votes cast in favour of the resolution
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ii. Voted against the resolution:

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voted electronic	members through voting		% of total number of valid votes cast against the resolution
system			
Nil		Nil	NII

iii. Invalid votes:

mvana votes.	The state of the s
Total number of members whose	Total number of votes easte by
votes were declared invalid	members whose votes were
Votes Were design	declared invalid
1*	1000

^{*} Abstain From Voting



(d) Resolution 4- Ratification of appointment of the Cost Auditor for the Financial Year ending March 31, 2015

i. Voted in favour of the resolution:

voted through	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
20	20967409	100

ii. Voted against the resolution:

Voted against	the resolut	.1011.	and the same of th
voted electronic	members through voting	against the resolution	% of total number of valid votes cast against the resolution
system Nil		Nil	Nil

iii. Invalid votes:

invalid votes.	
Total number of members whose	Total number of votes caste by members whose votes were
votes were declared invalid	declared invalid
1*	1000

^{*} Abstain From Voting

(e) Resolution 5- Appointment of Mr. Amal Ganguli as an Independent Director.

i. Voted in favour of the resolution:

voted through	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
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ii. Voted against the resolution:

Voted agains	t the resolut	IOII.		1
Number of voted electronic	members through voting	against the reserve	valid votes cast against the resolution	i
system 1		10	0.00	1



iii. Invalid votes:

Votes Were decidred invaria	Total number of votes easte by members whose votes were declared invalid
1*	1000

^{*} Abstain From Voting

(f) Resolution 6- Appointment of Mr. Vijaya Bhaskar Menon as an Independent Director.

i. Voted in favour of the resolution:

Number of voted electronic system	through	Number of in favour resolution	votes of	cast the	% of valid favour resolu 100	votes cast of	of in the
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ii. Voted against the resolution:

voted against the resolution.				
Number of voted electronic	members through voting	Number of votes cast against the resolution	% of total number of valid votes east against the resolution	
system		10	0.00	

iii. Invalid votes:

myana votes.	and the second s
Total number of members whose	Total number of votes caste by
votes were declared invalid	members whose votes were
	declared invalid
1*	1000
	and after the same and the same

^{*} Abstain From Voting

(g) Resolution 7- Appointment of Mr. Pramod Bhasin as an Independent Director.

i. Voted in favour of the resolution:

voted through	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
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Voted against	t the resolut	.1011.		
Number of voted electronic	members through voting	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution	
system 1		10	0.00	!

iii. Invalid votes:

mvanu votes.	
Total number of members whose	Total number of votes caste by
votes were declared invalid	members whose votes were
Votes were declared in the	declared invalid
1*	1000

^{*} Abstain From Voting

(h) Resolution 8- Appointment of Ms. Indrani Roy as an Independent Director.

i. Voted in favour of the resolution:

voted through	rs Number of votes cast gh in favour of the ng resolution	% of total number of valid votes east in favour of the resolution
19	20967399	100

ii. Voted against the resolution:

Number of members Number of votes cast % of total number of				
Number of voted electronic	members through voting	Number of votes cast against the resolution	valid votes cast against the resolution	:
system		10	0.00	i

iii. Invalid votes:

Invalid votes.	The second secon
Total number of members whose	Total number of votes easte by
votes were declared invalid	members whose votes were
Votes were declared invaria	declared invalid
1*	1000
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^{*} Abstain From Voting



(i) Resolution 9- Re-appointment of Dr. Prannoy Roy as a Director liable to retire by rotation.

i. Voted in favour of the resolution:

Number of voted electronic system	through		% of total number of valid votes cast in favour of the resolution
18		167159	100

ii. Voted against the resolution:

	•		The second secon	A CONTRACTOR OF THE CONTRACTOR
	Number of	members		% of total number of
İ	voted	through		valid votes cast against
	electronic	voting		the resolution
	system			
	1		10	0.00

iii.Invalid votes:

	The state of the s	
Total number of members whose	Total number of votes caste by	1
votes were declared invalid	members whose votes were	•
	declared invalid	
2*	20801240	
	Annual Control of the	

^{*} Abstain From Voting

(j) Resolution 10- Re-appointment of Dr. Prannoy Roy as Executive Co-Chairperson.

i. Voted in favour of the resolution:

Number of me	mbers Number of	votes cast	% of total	number	of
voted th	rough in favour	of the	valid votes	s cast	in :
electronic	voting resolution		favour	of	the :
system			resolution		
18	167159		100		

ii. Voted against the resolution:

		The second secon	
Number of		Number of votes cast	
voted	through	1	valid votes cast against
electronic	voting		the resolution
system			
1		10	0.00



iii.Invalid votes:

i	Total number of members whose	Total number of votes caste by	:
	votes were declared invalid	members whose votes were	• '
		declared invalid	
	2*	20801240	;

^{*} Abstain From Voting

(k) Resolution 11- Re-appointment of Mrs. Radhika Roy as Executive Co-Chairperson.

i. Voted in favour of the resolution:

υı	ed III lavour o					
	Number of voted electronic system	through	Number of vote in favour of resolution	s cast the	% of total number valid votes cast favour of tresolution	of in in it.
	18		167159		100	

ii. Voted against the resolution:

cd against the		
Number of voted electronic	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
system	10	0.00

iii.Invalid votes:

and voics.	
Total number of members whose	Total number of votes caste by
votes were declared invalid	members whose votes were
	declared invalid
2*	20801240
	The state of the s

^{*} Abstain From Voting

(l) Resolution 12- Revision in remuneration of Mr. K.V.I., Narayan Rao, Executive Vice - Chairperson.

i. Voted in favour of the resolution:

Number of voted electronic system	members through	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
18		20846096	100



ited against me	resolution.			
voted electronic	members through voting	against the resolution	% of total number of valid votes east against the resolution	
system		25	0.00	į
1		1 23	the supplemental and the suppl	

iii.Invalid votes:

valid voics.	
Total number of members whose	Total number of votes caste by
votes were declared invalid	members whose votes were
Votes were designed	declared invalid
2*	122288
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^{*} Abstain From Voting

(m) Resolution 13- Revision in remuneration of Mr. Vikramaditya Chandra, Group CEO & Executive Director.

i. Voted in favour of the resolution:

Jι	eu iii iavoui oi	the resorat			The second secon		
- 1	Number of voted electronic system	through	Number of voin favour resolution	of the	% of total number valid votes cast favour of resolution	ot in the	
	18		20923084		100		

ii. Voted against the resolution:

Number of voted electronic	members	against the resolution	% of total number of valid votes cast against the resolution
system		25	0.00

iii.Invalid votes:

and voics.	The same and the s
Total number of members whose	Total number of votes caste by
votes were declared invalid	members whose votes were
voics were declared invaria	declared invalid
2*	42700
The second secon	Account of the second s

^{*} Abstain From Voting



- (n) Resolution 14- Annual Remuneration to Non Executive Directors for the financial year 2013 14.
 - i. Voted in favour of the resolution:

Number of voted electronic system	through	in favour of the	% of total number of valid votes east in favour of the resolution
19	AND AND ADDRESS OF THE PARTY OF	20968374	100

0			· · · · · · · · · · · · · · · · · · ·
Number of	members	Number of votes cast	% of total number of
voted	through	against the resolution	valid votes cast against
electronic	voting		the resolution
system			
2		35	0.00

iii.Invalid votes:

Total number of members whose	Total number of votes caste by
votes were declared invalid	members whose votes were
	declared invalid
Nil	Nil
	1

- (o) Resolution 15- Approval for payment of remuneration to Mr. K.V.L. Narayan Rao as Non Executive Director of NDTV Networks Limited, Subsidiary Company.
 - i. Voted in favour of the resolution:

voted electronic	through	Number of votes cast in favour of the resolution	% of total number of valid votes east in favour of the resolution
system		20046006	100
_i 17		20846086	100

ii. Voted against the resolution:

	against the resolution	% of total number of valid votes cast against the resolution
system	35	0.00



iii.Invalid votes:

	Total number of members whose	Total number of votes caste by
ļ	votes were declared invalid	members whose votes were
		declared invalid
	2*	122288

^{*} Abstain From Voting

(p) Resolution 16- Approval for payment of remuneration to Mr. Vikramaditya Chandra as CEO of NDTV Networks Limited, Subsidiary Company.

i. Voted in favour of the resolution:

Number of n	nembers	Numb	er of	votes	cast	% of	total numbe	er of
voted	through	in fa	avour	of	the	valid	votes cas	t in
electronic	voting	resolu	tion			favour	of	the
system						resolu	tion	
17		20925	674			100		

ii. Voted against the resolution:

				1
Number of	members	Number of votes cast	% of total number of	i
voted	through	against the resolution	valid votes cast against	
electronic	voting	_	the resolution	į
system				;
2		35	0.00	

iii.Invalid votes:

Total number of members whose	Total number of votes caste by
votes were declared invalid	members whose votes were
	declared invalid
2*	42700

^{*} Abstain From Voting

5. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you, Yours faithfully,

Hemant Kumar Singh

Partner,

M/s Hemant Singh & Associates Practicing Company Secretaries

Place: Delhi Date: 08.09.2014



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	TOTAL	21	20968409	20	20967899	1	500	1	10	
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2	PHY	0	0	0	0	0	0	0	0	
	TOTAL	21	20968409	19	20845621	1	500	2	122288	
	ELE	21	20968409	20	20967409	0	0	l	1000	
i - 3	PHY	0	0	0	0	υ	0	0	0	
	TOTAL	21	20968409	20	20967409	0	0	1	1000	
	ELE	21	20968409	20	20967409	0	0	1	1000	
-1	PHY	0	0	0	0	0	0	0	0	
	TOTAL	21	20968409	20	20967409	0	0	1	1000	
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; 5	PHY	0	0	0	0	0	0	0	0	
	TOTAL	21	20968409	19	20967399	1	10	1	1000	
The second of th	ELE	21	20968409	19	20967399	1	10	1	1000	
6	PHY	0	0	0	0	0	0	0	0	
4 -	TOTAL	21	20968409	19	20967399	1	10	1	1000	
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	ELE	21	20968409	19	20967399	1	10	1	1000	
8	PHY	0	0	0	0	0	0	0	()	
	TOTAL	J 21	20968409	19	20967399	1	10	1	1000	
	ELE	21	20968409	18	167159	1	10	, 2	20801240	
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	TOTAI	L 21	20968409	18	167159	1	10	2	20801240	



	ELE	21	20968409	18	167159	1	10	2	20801240
10	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	18	167159	1	10	2	20801240
· 11	ELE	21	20968409	18	167159	1	10	2	20801240
	PHY	0	0	0	0	0	0	0	: ()
	TOTAL	21	20968409	18	167159	1	10	2	20801240
12	ELE	21	20968409	18	20846096	1	25	2	122288
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	18	20846096	. 1	25	2	122288
v wronend* 1	ELE	21	20968409	18	20925684	ı	25	2	.12700
13	PHY	0	0	0	0	0	0	0	U
	TOTAL	21	20968409	18	20925684	1	25	2	42700
	ELE	21	20968409	19	20968374	2	35	0	
14	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	19	20968374	2	35	0	0
	ELE	2.1	20968409	17	20846086	2	35	2	122288
15	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	17	20846086	2	35	2	122288
16	ELE	21	20968409	17	20925674	2	35	2	42700
	PHY	0	0	0	0	0	0	0	0
	TOTAL	. 21	20968409	17	20925674	2	35	2	42700

