

**FORM NO. MGT-13**

**Scrutinizer's Report**

**[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]**

To.

The Chairman

26<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
NEW DELHI TELEVISION LIMITED

Held on 8<sup>th</sup> September, 2014 at 3.30 p.m.

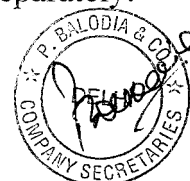
At Air Force Auditorium, Subroto Park

Dhaura Kuan, New Delhi – 110 010

Dear Sir,

I, Prashant Kumar Balodia, Partner of M/s. P. Balodia & Co., Practicing Company Secretaries having its office at A – 53, 1<sup>st</sup> Floor, Gurunanak Pura, Laxminagar, Delhi – 110 092. appointed as Scrutinizer of NEW DELHI TELEVISION LIMITED (“Company”) for the purpose of the poll taken on the below mentioned resolutions, at the 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of NEW DELHI TELEVISION LIMITED, held on 8<sup>th</sup> September, 2014 at 3.30 pm at Air Force Auditorium, Subroto Park, Dhaura Kuan, New Delhi – 110 010, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence (including two shareholders namely Mr. Gagan Kumar Kumar having DP ID IN300206, Client ID 10924535 and Mr. Rakesh Kumar Sharma having DP ID IN300966, Client ID 10577844) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as rejected/ invalid and kept separately.



The result of the poll 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 members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
109	19182108	99.9995

- ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0005

- iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	8

- 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 members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
109	19182108	99.9995

- ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0005



iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	8

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

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
109	19182108	99.9995

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0005

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	8

**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:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
109	19182108	99.9995



ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0005

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	8

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

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
106	19182094	99.9994

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	114	0.0006

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	8



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

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
106	19182094	99.9994

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	114	0.0006

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	8

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

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
109	19182108	99.9995

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0005

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	8



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

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
109	19182108	99.9995

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0005

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	8

**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 members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
108	368180	99.9728

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0272

iii. \*Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	18813936

\*Including one person abstaining from voting



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

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
108	368180	99.9728

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0272

iii. \*Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	18813936

\*Including one person abstaining from voting

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

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
108	368180	99.9728

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0272

iii. \*Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	18813936

\*Including one person abstaining from voting



**l) Resolution 12- Revision in remuneration of Mr. K.V.L. Narayan Rao, Executive Vice – Chairperson.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
106	19182094	99.9994

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	114	0.0006

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	8

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

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
106	19182094	99.9994

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	114	0.0006

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	8





n) **Resolution 14- Annual Remuneration to Non – Executive Directors for the financial year 2013 – 14.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
106	19182094	99.9994

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	114	0.0006

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	8

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:

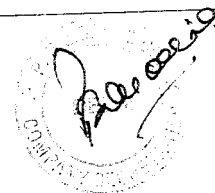
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
106	19182094	99.9994

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	114	0.0006

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	8



**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 members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
106	19182094	99.9994

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	114	0.0006

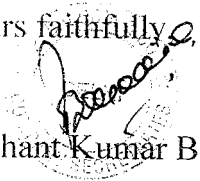
iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	8

4. A list of equity shareholders who voted "FOR", "AGAINST", "ABSTAINED FROM VOTING" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

  
Prashant Kumar Balodia  
Partner  
M/s. P. Balodia & Co.  
Practicing Company Secretaries

Place: Delhi  
Date: 09.09.2014

**NEW DELHI TELEVISION LIMITED-08/09/2014-NEW DELHI Ballot Detailed Report Physical**

RESOLUTION	VOTING	BALLOTS IN FAVOUR	VOTES IN FAVOUR	PERCENTAGE OF VOTES	BALLOTS AGAINST	VOTES AGAINST	PERCENTAGE OF VOTES	BALLOTS INVALID	VOTES IN FAVOUR	PERCENTAGE OF VOTES
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	116	109	19182108	99.9995	1	100	0.0005	6	8	0
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	116	109	19182108	99.9995	1	100	0.0005	6	8	0
3 Appointment of auditors of the Company and fixing their remuneration	116	109	19182108	99.9995	1	100	0.0005	6	8	0
4 Ratification of appointment of the Cost Auditor for the Financial Year ending March 31, 2015	116	109	19182108	99.9995	1	100	0.0005	6	8	0
5 Appointment of Mr. Amal Ganguli as an Independent Director	116	106	19182094	99.9994	4	114	0.0006	6	8	0
6 Appointment of Mr. Vijaya Bhaskar Menon as an Independent Director	116	106	19182094	99.9994	4	114	0.0006	6	8	0
7 Appointment of Mr. Pramod Bhasin as an Independent Director	116	109	19182108	99.9995	1	100	0.0005	6	8	0
8 Appointment of Ms. Indrani Roy as an Independent Director	116	109	19182108	99.9995	1	100	0.0005	6	8	0
9 Re-appointment of Dr. Prannoy Roy as a Director liable to retire by rotation	116	108	368180	99.9728	1	100	0.0272	7	18813936	0
10 Re-appointment of Dr. Prannoy Roy as Executive Co – Chairperson	116	108	368180	99.9728	1	100	0.0272	7	18813936	0
11 Re-appointment of Mrs. Radhika Roy as Executive Co – Chairperson	116	108	368180	99.9728	1	100	0.0272	7	18813936	0



12	Revision in remuneration of Mr. K.V.L. Narayan Rao, Executive Vice – Chairperson	116	106	19182094	99.9994	4	114	0.0006	6	8	0
13	Revision in remuneration of Mr. Vikramaditya Chandra, Group CEO & Executive Director	116	106	19182094	99.9994	4	114	0.0006	6	8	0
14	Annual Remuneration to Non – Executive Directors for the financial year 2013 – 14	116	106	19182094	99.9994	4	114	0.0006	6	8	0
15	Approval for payment of remuneration to Mr. K.V.L. Narayan Rao as Non – Executive Director of NDTV Networks Limited, Subsidiary Company	116	106	19182094	99.9994	4	114	0.0006	6	8	0
16	Approval for payment of remuneration to Mr. Vikramaditya Chandra as CEO of NDTV Networks Limited, Subsidiary Company	116	106	19182094	99.9994	4	114	0.0006	6	8	0

