

The Secretary,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Asst. Vice President,
Listing Department,
National Stock Exchange of India,
"Exchange Plaza", Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Sub.: Submission of Postal Ballot Voting Results

Dear Sirs,

This is in continuation to our letter dated May 19, 2017 whereby we had submitted Postal Ballot Notice dated May 11, 2017 of New Delhi Television Limited (the Company) for seeking the consent of the members on the following special businesses:

- 1. Re-appointment of Dr. Prannoy Roy as Executive Co-Chairperson of the Company and payment of remuneration;
- 2. Re-appointment of Mrs. Radhika Roy as Executive Co-Chairperson of the Company and payment of remuneration;
- 3. Sale of entire equity stake by NDTV Lifestyle Holdings Limited, NDTV Convergence Limited and NDTV Worldwide Limited, each a material subsidiary of the Company, in NDTV Ethnic Retail Limited, another material subsidiary of the Company, to Nameh Hotels & Resorts Private Limited; and
- 4. Sale of 2% equity stake by NDTV Networks Limited, a material subsidiary of the Company, in NDTV Lifestyle Holdings Limited (Lifestyle Holdings), another material subsidiary of the Company, to Nameh Hotels & Resorts Private Limited and thereby ceasing the control over Lifestyle Holdings and NDTV Lifestyle Limited, another material subsidiary of the Company.

Mr. Hemant Kumar Singh and Mr. Prashant Kumar Balodia, Practicing Company Secretaries were appointed as the Scrutinizer(s) by the Company to conduct the postal ballot (including e-voting) process in fair and transparent manner, had submitted their report today i.e. June 23, 2017.

Based on the report of the Scrutinizer(s), the result of postal Ballot (including e-voting) was declared today and posted on the Company's website www.ndtv.com and it is hereby confirmed that all four special resolutions as mentioned in the Postal Ballot Notice dated May 11, 2017 have been passed by the members of the Company through postal ballot (including e-voting) with the requisite majority.

Postal Ballot (including e-voting) voting results in format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the copy of Scrutinizer(s) Report are enclosed.

Please take aforesaid results on your record.

Thanking You, Yours faithfully,

For NEW DELHI TELEVISION LIMITED

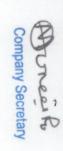
Navneet Raghuvanshi Company Secretary

Enclosed as above

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teration	d payment of remu	he Company an	Co-Chairperson of t	Special Resolution No. 1 - Re-appointment of Dr. Prannoy Roy as Executive Co-Chairperson of the Company and payment of remuneration	tment of Dr. Prann	1 No. 1 - Re-appoi	Special Resolution	Resolution required: (Ordinary/Special)
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0.0000	100.0000		20801240	52.5083	20801240	39615168	E-Voting	1
% of Votes against on votes polled (7)=[(5)/(2)]*100	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes – against (5)	No. of Votes – in favour (4)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes polled (2)	No. of shares held (1)	Mode of Voting	Category
							No	Whether promoter/ promoter group are interested in the agenda/resolution?
Special resolution No. 4 - Sale of 2% equity stake by NDTV Networks Limited, a material subsidiary of the Company, in NDTV Lifestyle Holdings Limited (Lifestyle Holdings), another material subsidiary of the Company, to Nameh Hotels & Resorts Private Limited and thereby ceasing the control over Lifestyle Holdings and NDTV Lifestyle Limited, another material subsidiary of the Company	pany, in NDTV Life nd thereby ceasing	sidiary of the Com s Private Limited a	ed, a material sub h Hotels & Resorts mpany	DTV Networks Limit Company, to Name subsidiary of the Co	Special resolution No. 4 - Sale of 2% equity stake by NDTV Networks Limited, a m (Lifestyle Holdings), another material subsidiary of the Company, to Nameh Hotel Holdings and NDTV Lifestyle Limited, another material subsidiary of the Company	n No. 4 - Sale of 2 gs), another mate OTV Lifestyle Limit	Special resolution (Lifestyle Holdings and NE	Resolution required: (Ordinary/ Special)
0.000	99.999	152	39999897	62.0432	40000049	64471267	Total	
0.0004	99.9605	152		2.9812	384881	12910154	Total	
0.0320	99.9680	3 121	377958	2.9285	378079		Postal Ballot (if applicable)	Public- Non Institutions
* common of		00	.00	0.0000	0		Poll	
	5	31	6771	0.0527	6802	12910154	E-Voting	
			00		0	11945945	Total	
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			00	0.0000	0		Poll	
		0			0	11945945	E-Voting	
		8 0	39615168	100.0000	39615168	39615168	Total	
0.0000	100.0000	0		47.4917	18813928		Postal Ballot (if applicable)	Promoter and Promoter Group
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% of Votes against on votes polled (7)=[(5)/(2)]*100	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes –	No. of Votes – in favour (4)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes	No. of shares held (1)	Mode of Voting	Category
							No	interested in the agenda/resolution?
								Whether promoter/ promoter group are



SCRUTINIZERS' REPORT

Dr. Prannoy Roy Executive Co-Chairperson New Delhi Television Limited, 207, Okhla Industrial Estate Phase – III New Delhi – 110 020

Sub: Scrutinizers' Report on approving of Special Resolutions through postal ballot (including e-voting) under the relevant provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force)

Dear Sir,

In terms of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014, the Board of Directors of the Company vide a resolution dated May 5, 2017 have appointed us as the scrutinizers for conducting the postal ballot (including e-voting) process in a fair and transparent manner, in respect of special businesses for special resolutions as set out in the Postal Ballot Notice dated May11, 2017 and as sent to the members of the Company. We hereby submit our report as under:

- 1. The Company completed the dispatch (including electronic mode) of Postal Ballot Noticealong with Postal Ballot form to its Members on May 22, 2017 through courier and e-mail, to those members whose e-mail addresses are registered in the records of depository participant.
- 2. The Company published an advertisement regarding completion of dispatch of Postal Ballot Notice in Mint (English) and Jansatta (Hindi) on May 23, 2017.
- 3. Particulars of all the Postal Ballot forms and e-voting received from the members have been entered in the Register maintained separately for the purpose.
- 4. The Postal Ballot forms are kept under our safe custody.
- 5. The Postal Ballot forms were duly opened in the presence of CS Kamal Kumar and Ms. Yati Mittal.
- 6. Members holding shares of the Company as on May 5, 2017, "cut off date", were entitled to vote on the special resolutions as mentioned in the Postal Ballot Notice dated May 11, 2017.

- 7. The voting commenced on 9:00 a.m. (IST) on May 23, 2017 and ended at 5.00 p.m. (IST) on June 21, 2017 (both days inclusive) for physical postal ballots as well as for e-voting.
- 8. All Postal Ballot forms and e-votes received till 5.00 p.m. on June 21, 2017. the last date and time fixed by the Company for receipt of the Postal Ballot forms and e-votes were considered by us for scrutiny.
- 9. The Company has engaged the services of Karvy Computershare Private Limited (KARVY) for the purpose of providing e-voting facility to all its members, as the Authorized Agency. The members have exercised their voting either by electronic or physical mode. Members opting for e-votingfacility, have cast their e-votes, on URL: https://evoting.karvy.com, provided by KARVY.
- 10. Envelopes containing Postal Ballot forms received after 5.00 p.m. on June 21. 2017, if any, were not considered by us for scrutiny.
- 11. The result of Postal Ballot voting (including e-voting) is as under:

<u>Item No. 1: Re-appointment of Dr. Prannoy Roy as Executive Co-Chairperson of the Company and payment of remuneration:</u>

Results of Postal Ballot (including e-voting) in respect of resolution are below:

i) Voted in favour of the Resolution:

				Number of votes	% of total
	Numb	er of Me	mbers	cast in favour of	number of valid
				resolution	votes cast
a)	Voted	by	110	19190386	
	Physical Bal	lot			
b)	Voted	by	23	20808017	
	Electronic m	node			
	Total		133	39998403	99.9959

ii) Voted against the Resolution:

				Number of votes	% of total
	Numb	er of Me	mbers	cast against	number of valid
				resolution	votes cast
a)	Voted	by	9	1621	
	Physical Ballot				
b)	Voted	by	1	25	
	Electronic me	ode			
	Total		10	1646	00.0041

iii) Invalid Votes:

Total number of members whose votes	Total number of votes cast by them
declared invalid	cal
28	1345

<u>Item No. 2: Re-appointment of Mrs. Radhika Roy as Executive Co-Chairperson of the Company and payment of remuneration:</u>

Results of Postal Ballot (including e-voting) in respect of resolution are below:

i). Voted in favour of the Resolution:

				Number of votes	% of total
	Number	of Mer	nbers	cast in favour of	number of valid
				resolution	votes cast
a)	Voted Physical Ballot	by	109	19190376	
b)	Voted Electronic mod	by le	23	20808022	
	Total		132	39998398	99.9959

ii) Voted against the Resolution:

				Number of votes	% of total
	Number	of Men	nbers	cast against	number of valid
				resolution	votes cast
a)	Voted	by	9	1621	
	Physical Ballot	t			
b)	Voted	by	1	20	
	Electronic mod	le			
	Total		10	1641	00.0041

iii) Invalid Votes:

Total number of members whose votes	Total number of votes cast by them
declared invalid	
29*	1355*

*Includes 1 shareholder holding 10 shares who abstained from voting.

Item No. 3: Sale of entire equity stake by NDTV Lifestyle Holdings Limited, NDTV Convergence Limited and NDTV Worldwide Limited, each a material; subsidiary of the Company, in NDTV Ethnic Retail Limited, another material subsidiary of the Company, to Nameh Hotels & Resorts Private Limited;

Results of Postal Ballot (including e-voting) in respect of resolution are below:

i) Voted in favour of the Resolution:

		Number of votes	% of total
Number of Men	nbers	cast in favour of	number of valid
		resolution	votes cast
a) Voted by Physical Ballot	112	19191886	
b) Voted by Electronic mode	22	20808011	
Total	134	39999897	99.9996
			181

ii) Voted against the Resolution:

				Number of votes	% of total
	Numb	er of Me	mbers	cast against	number of valid
				resolution	votes cast
a)	Voted	by	7	121	
	Physical Ball	ot			
b)	Voted	by	2	31	
	Electronic mo	ode			
	Total		9	152	00.0004

iii) Invalid Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
28	1345

Item No. 4: Sale of 2% equity stake by NDTV Networks Limited, a material subsidiary of the Company, in NDTV Lifestyle Holdings Limited (Lifestyle Holdings), another material subsidiary of the Company, to Nameh Hotels & Resorts Private Limited and thereby ceasing the control over Lifestyle Holdings and NDTV Lifestyle Limited, another material subsidiary of the Company;

Results of Postal Ballot (including e-voting) in respect of resolution are below:

i) Voted **in favour** of the Resolution:

Number of Members			Number of votes	% of total
			cast in favour of	number of valid
			resolution	votes cast
	oted by Physical allot	113	19191986	
	oted by Electronic ode	21	20808010	
Total		134	39999996	99.9999

ii) Voted **against** the Resolution:

Number of Members				Number of votes cast against resolution	% of total number of valid votes cast
a)	Votedby Phys Ballot	sical	6	21	Total cust
b)	Voted by Electr mode	onic	2	32	
Total			8	53	00.0001



iii) Invalid Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
28	1345

Note: One Share is Equal to One Vote

12. Based on the above Postal Ballot voting (including e-voting) all four special resolutions as set out in the Postal Ballot notice dated May 11, 2017 are approved by requisite majority. Accordingly we request the Executive Co-Chairpersonto declare the result.

For Hemant Singh & Associate Practicing Company Secretaries

DELHI

(Hemant Kumar Singh)

Partner FCS 6033

For PDS & Co.

Practicing Company Secretaries

(Prashant Kumar Barodia)

Partner FCS 6047

Date: 23/06/2017 Place: Delhi

Countersigned by:

For New Delhi Television Limited

Dr. Prannoy Roy Executive Co-Chairperson