

June 23, 2017

**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.

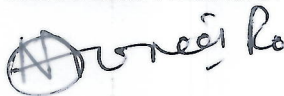
Based on the report of the Scrutinizer(s), the result of postal Ballot (including e-voting) was declared today and posted on the Company's website www.ndtv.com and it is hereby confirmed that all four special resolutions as mentioned in the Postal Ballot Notice dated May 11, 2017 have been passed by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



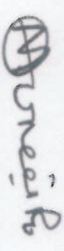
Enclosed as above

New Delhi Television Limited - Voting Results of Postal Ballot - Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

| | | | | | | | | | |
|---|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|--|
| Company Name | | | | | | | | | |
| Date of the AGM/EGM | | | | | | | | | |
| Total number of shareholders on record date | | | | | | | | | |
| No. of shareholders present in the meeting either in person or | | | | | | | | | |
| Promoters and Promoter Group: | | | | | | | | | |
| Public: | | | | | | | | | |
| No. of Shareholders attended the meeting through Video | | | | | | | | | |
| Promoters and Promoter Group: | | | | | | | | | |
| Public: | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | | |
| Special Resolution No. 1 - Re-appointment of Dr. Prannoy Roy as Executive Co-Chairperson of the Company and payment of remuneration | | | | | | | | | |
| Category | | | | | | | | | |
| Promoter and Promoter Group | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - In favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | |
| | E-Voting | 39615168 | 20801240 | 52.5083 | 20801240 | 0 | 100.0000 | 0.0000 | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| | Postal Ballot (if applicable) | | | | | | | | |
| Public- Institutions | Total | 39615168 | 18813928 | 47.4917 | 18813928 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | 11945945 | 39615168 | 100.0000 | 39615168 | 0 | 100.0000 | 0.0000 | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| | Postal Ballot (if applicable) | | | | | | | | |
| Public- Non Institutions | Total | 12910154 | 6802 | 0.0527 | 6772 | 25 | 99.6324 | 0.3675 | |
| | E-Voting | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| | Postal Ballot (if applicable) | | | | | | | | |
| Resolution required: (Ordinary/ Special) | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | | |
| Special Resolution No. 2 - Re-appointment of Mrs. Radhika Roy as Executive Co-Chairperson of the Company and payment of remuneration | | | | | | | | | |
| Promoter and Promoter Group | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - In favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | |
| | E-Voting | 39615168 | 20801240 | 52.5083 | 20801240 | 0 | 100.0000 | 0.0000 | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| | Postal Ballot (if applicable) | | | | | | | | |
| Public- Institutions | Total | 39615168 | 18813928 | 47.4917 | 18813928 | 0 | 100.0000 | 0.0000 | |
| | E-Voting | 11945945 | 39615168 | 100.0000 | 39615168 | 0 | 100.0000 | 0.0000 | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| | Postal Ballot (if applicable) | | | | | | | | |
| Public- Non Institutions | Total | 12910154 | 6802 | 0.0527 | 6782 | 20 | 99.7059 | 0.2940 | |
| | E-Voting | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| | Postal Ballot (if applicable) | | | | | | | | |
| Total | | | | | | | | | |
| Total | | 64471267 | 40000049 | 62.0432 | 39998403 | 1646 | 99.9599 | 0.0401 | |

| | | | | | | | | | | |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|--|--|
| Resolution required: (Ordinary/ Special) | Special Resolution 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 Narnah Hotels & Resorts Pvt. Ltd. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Promoter and Promoter Group | E-Voting | 39615168 | 20801240 | 52.5083 | 20801240 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | 39615168 | 18813928 | 47.4917 | 18813928 | 0 | 100.0000 | 0.0000 | | |
| | E-Voting | 11945945 | 39615168 | 100.0000 | 39615168 | 0 | 100.0000 | 0.0000 | | |
| Public- Institutions | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | 11945945 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | E-Voting | 12910154 | 6802 | 0.0527 | 6770 | 32 | 99.5296 | 0.4704 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| Public- Non Institutions | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | 12910154 | 378079 | 2.9285 | 378058 | 21 | 99.9944 | 0.0056 | | |
| | E-Voting | | 384881 | 2.9812 | 384828 | 53 | 99.9862 | 0.0138 | | |
| | Poll | | | | | | | | | |
| | Total | 64471267 | 40000049 | 62.0432 | 39999996 | 53 | 99.9999 | 0.0001 | | |
| Resolution required: (Ordinary/ Special) | 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 Narnah Hotels & Resorts Private Limited and thereby ceasing the control over Lifestyle Holdings and NDTV Lifestyle Limited, another material subsidiary of the Company | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Promoter and Promoter Group | E-Voting | 39615168 | 20801240 | 52.5083 | 20801240 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | 39615168 | 18813928 | 47.4917 | 18813928 | 0 | 100.0000 | 0.0000 | | |
| | E-Voting | 11945945 | 39615168 | 100.0000 | 39615168 | 0 | 100.0000 | 0.0000 | | |
| Public- Institutions | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | 11945945 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | E-Voting | 12910154 | 6802 | 0.0527 | 6770 | 32 | 99.5296 | 0.4704 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| Public- Non Institutions | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | 12910154 | 378079 | 2.9285 | 378058 | 21 | 99.9944 | 0.0056 | | |
| | E-Voting | | 384881 | 2.9812 | 384828 | 53 | 99.9862 | 0.0138 | | |
| | Poll | | | | | | | | | |
| | Total | 64471267 | 40000049 | 62.0432 | 39999996 | 53 | 99.9999 | 0.0001 | | |

FOR NEW DELHI TELEVISION LIMITED


Company Secretary

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 May 11, 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 Notice along 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-voting facility, 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:

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

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 cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|------------|--|---------------------------------------|
| a) Voted by Physical Ballot | 110 | 19190386 | |
| b) Voted by Electronic mode | 23 | 20808017 | |
| Total | 133 | 39998403 | 99.9959 |

ii) Voted **against** the Resolution:

| Number of Members | | Number of votes cast against resolution | % of total number of valid votes cast |
|-----------------------------|-----------|---|---------------------------------------|
| a) Voted by Physical Ballot | 9 | 1621 | |
| b) Voted by Electronic mode | 1 | 25 | |
| Total | 10 | 1646 | 00.0041 |

iii) **Invalid** Votes:

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



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

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 cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|------------|--|---------------------------------------|
| a) Voted by Physical Ballot | 109 | 19190376 | |
| b) Voted by Electronic mode | 23 | 20808022 | |
| Total | 132 | 39998398 | 99.9959 |

ii) Voted **against** the Resolution:

| Number of Members | | Number of votes cast against resolution | % of total number of valid votes cast |
|-----------------------------|-----------|---|---------------------------------------|
| a) Voted by Physical Ballot | 9 | 1621 | |
| b) Voted by Electronic mode | 1 | 20 | |
| Total | 10 | 1641 | 00.0041 |

iii) **Invalid Votes:**

| Total number of members whose votes declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 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 Members | | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|------------|--|---------------------------------------|
| a) Voted by Physical Ballot | 112 | 19191886 | |
| b) Voted by Electronic mode | 22 | 20808011 | |
| Total | 134 | 39999897 | 99.9996 |



ii) Voted **against** the Resolution:

| Number of Members | | Number of votes cast against resolution | % of total number of valid votes cast |
|-----------------------------|----------|---|---------------------------------------|
| a) Voted by Physical Ballot | 7 | 121 | |
| b) Voted by Electronic mode | 2 | 31 | |
| 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 cast in favour of resolution | % of total number of valid votes cast |
|-----------------------------|------------|--|---------------------------------------|
| a) Voted by Physical Ballot | 113 | 19191986 | |
| b) Voted by Electronic mode | 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) Voted by Physical Ballot | 6 | 21 | |
| b) Voted by Electronic mode | 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-Chairperson to declare the result.

**For Hemant Singh & Associate
Practicing Company Secretaries**

(Hemant Kumar Singh)
Partner
FCS 6033



**Countersigned by:
For New Delhi Television Limited**

Dr. Prannoy Roy
Executive Co-Chairperson



**For PDS & Co.
Practicing Company Secretaries**

(Prashant Kumar Batodia)
Partner
FCS 6047



Date: 23/06/2017

Place: Delhi